

WILLIAMS COMPANIES INC

Form 8-K

May 25, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 25, 2017

The Williams Companies, Inc.
(Exact name of registrant as specified in its charter)

Delaware 1-4174 73-0569878
(State or other jurisdiction of (Commission (IRS Employer
incorporation) File Number) Identification No.)

One Williams Center 74172
Tulsa, Oklahoma
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (918) 573-2000

NOT APPLICABLE

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

Emerging growth company ..

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the

Exchange Act. "

Item 8.01. Other Events

As disclosed in our Quarterly Report on Form 10-Q for the period ended March 31, 2017, our former Williams NGL & Petchem Services segment included certain domestic olefins pipeline assets as well as certain Canadian assets, which included a liquids extraction plant located near Fort McMurray, Alberta, that began operations in March 2016, and a propane dehydrogenation facility which was under development. In September 2016, the Canadian assets were sold. Considering this and in conjunction with an organizational realignment effective January 1, 2017, the remaining assets are now reported within Other. All segment disclosures have been recast for this segment change.

Effective January 1, 2017, we adopted Accounting Standards Update 2016-09, "Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting" (ASU 2016-09). Among other changes, ASU 2016-09 requires entities to classify as a financing activity, on the statement of cash flows, cash paid by an employer to a taxing authority when directly withholding shares from an employee's award to satisfy the employer's statutory tax withholding obligation. This guidance must be applied retrospectively and we have adjusted operating and financing activities on the Consolidated Statement of Cash Flows for the periods presented.

The following items of our Annual Report on Form 10-K for the year ended December 31, 2016, have been recast to reflect the previously described change in reportable segments and the implementation of ASU 2016-09 and are filed as exhibits to this Current Report on Form 8-K and incorporated herein by reference:

Exhibit 12 - Computation of Ratio of Earnings to Fixed Charges

Exhibit 99.1

Item 6. Selected Financial Data

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Item 8. Financial Statements and Supplementary Data

Schedule I - Condensed Financial Information of Registrant

Schedule II - Valuation and Qualifying Accounts

Exhibit 101.INS - XBRL Instance Document.

Exhibit 101.SCH - XBRL Taxonomy Extension Schema.

Exhibit 101.CAL - XBRL Taxonomy Extension Calculation Linkbase.

Exhibit 101.DEF - XBRL Taxonomy Extension Definition Linkbase.

Exhibit 101.LAB - XBRL Taxonomy Extension Label Linkbase.

Exhibit 101.PRE - XBRL Taxonomy Extension Presentation Linkbase.

The recast items of the Form 10-K described above have been updated for only the aforementioned change in reportable segments, the implementation of ASU 2016-09, as well as certain other events disclosed in Note 20 – Subsequent Events within Item 8 of Exhibit 99.1. We have not otherwise updated for activities or events occurring after the date these items were originally presented. This Current Report should be read in conjunction with our Quarterly Report on Form 10-Q for the period ended March 31, 2017.

FORWARD-LOOKING STATEMENTS AND CAUTIONARY STATEMENT
FOR PURPOSES OF THE “SAFE HARBOR” PROVISIONS OF
THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

The reports, filings and other public announcements of The Williams Companies, Inc. (Williams) may contain or incorporate by reference statements that do not directly or exclusively relate to historical facts. Such statements are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 (Securities Act), as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (Exchange Act). These forward-looking statements relate to anticipated financial performance, management’s plans and objectives for future operations, business prospects, outcome of regulatory proceedings, market conditions, and other matters. We make these forward-looking statements in reliance on the safe harbor protections provided under the Private Securities Litigation Reform Act of 1995.

All statements, other than statements of historical fact, included in this report that address activities, events, or developments that we expect, believe, or anticipate will exist or may occur in the future, are forward-looking statements. Forward-looking statements can be identified by various forms of words such as “anticipates,” “believes,” “seeks,” “could,” “may,” “should,” “continues,” “estimates,” “expects,” “forecasts,” “intends,” “might,” “goals,” “objectives,” “potential,” “projects,” “scheduled,” “will,” “assumes,” “guidance,” “outlook,” “in service date,” or other similar expressions. Forward-looking statements are based on management’s beliefs and assumptions and on information currently available to management and include, among others, statements regarding:

- Expected levels of cash distributions by Williams Partners L.P. (WPZ) with respect to limited partner interests;
- Levels of dividends to Williams stockholders;
- Future credit ratings of Williams, WPZ, and their affiliates;
- Amounts and nature of future capital expenditures;
- Expansion and growth of our business and operations;
- Financial condition and liquidity;
- Business strategy;
- Cash flow from operations or results of operations;
- Seasonality of certain business components;
- Natural gas, natural gas liquids, and olefins prices, supply, and demand;
- Demand for our services.

Forward-looking statements are based on numerous assumptions, uncertainties and risks that could cause future events or results to be materially different from those stated or implied in this report. Many of the factors that will determine these results are beyond our ability to control or predict. Specific factors that could cause actual results to differ from results contemplated by the forward-looking statements include, among others, the following:

- Whether WPZ will produce sufficient cash flows to provide the level of cash distributions that we expect;
- Whether we are able to pay current and expected levels of dividends;

• Whether WPZ elects to pay expected levels of cash distributions and we elect to pay expected levels of dividends;

• Whether we will be able to effectively execute our financing plan including the receipt of anticipated levels of proceeds from planned asset sales;

• Whether we will be able to effectively manage the transition in our board of directors and management as well as successfully execute our business restructuring;

• Availability of supplies, including lower than anticipated volumes from third parties served by our midstream business, and market demand;

• Volatility of pricing including the effect of lower than anticipated energy commodity prices and margins;

• Inflation, interest rates, and general economic conditions (including future disruptions and volatility in the global credit markets and the impact of these events on our customers and suppliers);

• The strength and financial resources of our competitors and the effects of competition;

• Whether we are able to successfully identify, evaluate, and timely execute our capital projects and other investment opportunities in accordance with our forecasted capital expenditures budget;

• Our ability to successfully expand our facilities and operations;

• Development of alternative energy sources;

• The impact of operational and developmental hazards and unforeseen interruptions, and the availability of adequate insurance coverage for such interruptions;

• The impact of existing and future laws, regulations, the regulatory environment, environmental liabilities, and litigation, as well as our ability to obtain permits and achieve favorable rate proceeding outcomes;

• Our costs and funding obligations for defined benefit pension plans and other postretirement benefit plans;

• Changes in maintenance and construction costs;

• Changes in the current geopolitical situation;

• Our exposure to the credit risk of our customers and counterparties;

• Risks related to financing, including restrictions stemming from debt agreements, future changes in credit ratings as determined by nationally-recognized credit rating agencies and the availability and cost of capital;

• The amount of cash distributions from and capital requirements of our investments and joint ventures in which we participate;

• Risks associated with weather and natural phenomena, including climate conditions and physical damage to our facilities;

• Acts of terrorism, including cybersecurity threats and related disruptions;

• Additional risks described in our filings with the Securities and Exchange Commission (SEC).

Given the uncertainties and risk factors that could cause our actual results to differ materially from those contained in any forward-looking statement, we caution investors not to unduly rely on our forward-looking statements. We disclaim any obligations to and do not intend to update the above list or to announce publicly the result of any revisions to any of the forward-looking statements to reflect future events or developments.

In addition to causing our actual results to differ, the factors listed above and referred to below may cause our intentions to change from those statements of intention set forth in this report. Such changes in our intentions may also cause our results to differ. We may change our intentions, at any time and without notice, based upon changes in such factors, our assumptions, or otherwise.

Because forward-looking statements involve risks and uncertainties, we caution that there are important factors, in addition to those listed above, that may cause actual results to differ materially from those contained in the forward-looking statements. For a detailed discussion of those factors, see Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2016, as filed with the SEC on February 22, 2017.

Item 9.01. Financial Statements and Exhibits

(a)None

(b)None

(c)None

(d)Exhibits.

Exhibit No.	Description
12	Computation of Ratio of Earnings to Fixed Charges.
23.1	Consent of Independent Registered Public Accounting Firm, Ernst & Young LLP.
23.2	Consent of Independent Registered Public Accounting Firm, Deloitte & Touche LLP.
99.1	Selected Financial Data, Management's Discussion and Analysis of Financial Condition and Results of Operations, Quantitative and Qualitative Disclosures About Market Risk, and Financial Statements and Supplementary Data of The Williams Companies, Inc. including Schedule I - Condensed Financial Information of Registrant and Schedule II - Valuation and Qualifying Accounts (Part II, Items 6, 7, 7A and 8 of our Annual Report on Form 10-K for the year ended December 31, 2016).
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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE WILLIAMS COMPANIES, INC.

By: /s/ Ted T. Timmermans
 Ted T. Timmermans
 Vice President, Controller and Chief Accounting
 Officer (Duly Authorized Officer and Principal
 Accounting Officer)

May 25, 2017

EXHIBIT INDEX

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