

SOUTHWESTERN ENERGY CO
Form 10-K/A
February 26, 2016

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

Form 10-K/A

(Amendment No. 1)

Annual Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended December 31, 2015
Commission file number 001-08246

Southwestern Energy Company
(Exact name of registrant as specified in its charter)

Delaware 71-0205415
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

1000 Energy Drive

Spring, Texas 77389
(Address of principal executive offices) (Zip Code)

(832) 796-1000
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, Par Value \$0.01	New York Stock Exchange
Depository Shares, each representing a 1/20th ownership interest in a share of 6.25% Series B Mandatory Convertible Preferred Stock	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted

pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the voting stock held by non-affiliates of the registrant was \$8,964,538,969 based on the New York Stock Exchange – Composite Transactions closing price on June 30, 2015, of \$22.73. For purposes of this calculation, the registrant has assumed that its directors and executive officers are affiliates.

As of February 23, 2016, the number of outstanding shares of the registrant's Common Stock, par value \$0.01, was 389,664,470.

Document Incorporated by Reference

Portions of the registrant's definitive proxy statement to be filed with respect to the annual meeting of stockholders to be held on or about May 17, 2016 are incorporated by reference into Part III of this Form 10-K.

EXPLANATORY NOTE

The purpose of this Amendment No. 1 to Form 10-K for the year ended December 31, 2015 (“Form 10-K”), as filed with the Securities and Exchange Commission on February 25, 2016 is to furnish Exhibit 101 to the Form 10-K which provides certain items from Form 10-K formatted in eXtensible Business Reporting Language (“XBRL”).

Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

The contents of the Form 10-K have not otherwise been modified or changed. This Form 10-K/A speaks as of the original filing date of the Form 10-K and has not been updated to reflect events occurring subsequent to the original filing date.

EXHIBIT INDEX

Exhibit Number	Description
2.1	Purchase Agreement dated as of October 14, 2014 between Southwestern Energy Production Company and Chesapeake Appalachia, L.L.C. (Incorporated by reference to Exhibit 2.1 to the Registrant’s Current Report on Form 8-K filed on October 17, 2014)
3.1	Amended and Restated Certificate of Incorporation of Southwestern Energy Company. (Incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed May 24, 2010)
3.2	Amended and Restated Bylaws of Southwestern Energy Company, as amended on November 9, 2015. (Incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed November 13, 2015)
3.3	Certificate of Designations of 6.25% Series B Mandatory Convertible Preferred Stock (including form of stock certificate). (Incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on January 21, 2015)
3.4	Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock, dated April 9, 2009. (Incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on April 9, 2009)
4.1	Form of Common Stock Certificate. (Incorporated by reference to Exhibit 4.4 to the Registrant’s Current Report on Form 8-K/A filed August 3, 2006)
4.2	Indenture, dated as of December 1, 1995 between Southwestern Energy Company and The First National Bank of Chicago, as trustee. (Incorporated by reference to Exhibit 4 to Amendment No. 1 to the Registrant’s Registration Statement on Form S-3 (File No. 33-63895) filed on November 17, 1995)
4.3	

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- First Supplemental Indenture between Southwestern Energy Company and J.P. Morgan Trust Company, N.A. (as successor to the First National Bank of Chicago) dated June 30, 2006. (Incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K/A filed August 3, 2006)
- 4.4 Second Supplemental Indenture by and among Southwestern Energy Company, SEECO, Inc., Southwestern Energy Production Company, Southwestern Energy Services Company and The Bank of New York Trust Company, N.A., as trustee (as successor to J.P. Morgan Trust Company, N.A.), dated as of May 2, 2008. (Incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K/A filed on May 8, 2008)
- 4.5 Indenture dated June 1, 1998 by and among NOARK Pipeline Finance, L.L.C. and The Bank of New York. (Incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed May 4, 2006)
- 4.6 First Supplemental Indenture dated May 2, 2006 by and among Southwestern Energy Company, NOARK Pipeline Finance, L.L.C., and UMB Bank, N.A., as trustee (as successor to the Bank of New York). (Incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K filed May 4, 2006)
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- 4.7 Second Supplemental Indenture between Southwestern Energy Company and UMB Bank, N.A., as trustee, dated June 30, 2006. (Incorporated by reference to Exhibit 4.3 to the Registrant's Current Report on Form 8-K/A filed August 3, 2006)
 - 4.8 Third Supplemental Indenture by and among Southwestern Energy Company, SEECO, Inc., Southwestern Energy Production Company, Southwestern Energy Services Company and UMB Bank, N.A., as trustee, dated as of May 2, 2008. (Incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K/A filed on May 8, 2008)
 - 4.9 Guaranty dated June 1, 1998 by Southwestern Energy Company in favor of The Bank of New York, as trustee, under the Indenture dated as of June 1, 1998 between NOARK Pipeline Finance L.L.C. and such trustee. (Incorporated by reference to Exhibit 4.6 to the Registrant's Annual Report on Form 10-K (Commission File No. 1-08246) for the year ended December 31, 2005)
 - 4.10 Indenture dated January 16, 2008 among Southwestern Energy Company, the Guarantors named therein and The Bank of New York Trust Company, N.A., as trustee. (Incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed January 16, 2008)
 - 4.11 Indenture by and among Southwestern Energy Company, SEECO, Inc., Southwestern Energy Production Company, Southwestern Energy Services Company and The Bank of New York Trust Company, N.A., as trustee, dated as of March 5, 2012. (Incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed March 6, 2012)
 - 4.12 Policy on Confidential Voting of Southwestern Energy Company. (Incorporated by reference to the Appendix of the Registrant's Definitive Proxy Statement (Commission File No. 1-08246) for the 2006 Annual Meeting of Stockholders)
 - 4.13 Credit Agreement dated December 16, 2013 among Southwestern Energy Company, JPMorgan Chase Bank, NA, Bank of America, N.A., Wells Fargo N.A., The Royal Bank of Scotland PLC, Citibank, N.A. and the other lenders named therein, JPMorgan Chase Bank, NA, as administrative agent. (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed December 17, 2013)
 - 4.14 Commitment Letter dated October 14, 2014 between Southwestern Energy Company, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Bank of America, N.A. (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on October 17, 2014)
 - 4.15 Bridge Term Loan Credit Agreement, dated December 19, 2014, among Southwestern Energy Company, Bank of America, N.A., as Administrative Agent, Citibank, N.A., JPMorgan Chase Bank, N.A., Wells Fargo Bank, National Association and The Royal Bank of Scotland plc, as Co-Syndication Agents, and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as Sole Lead Arranger and Sole Bookrunner, and the lenders from time to time party thereto (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on December 23, 2014)
 - 4.16 Term Loan Credit Agreement, dated December 19, 2014, among Southwestern Energy Company, Bank of America, N.A., as Administrative Agent, and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as Sole Lead Arranger and Sole Bookrunner, and the lenders from time to time party thereto (Incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on December 23, 2014)
 - 4.17 Form of certificate for the 6.25% Series B Mandatory Convertible Preferred Stock. (Incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on January 21, 2015)
 - 4.18 Deposit Agreement, dated as of January 21, 2015, between Southwestern Energy Company and Computershare Trust Company, N.A., as depositary, on behalf of all holders from time to time of the receipts issued thereunder (including form of Depositary Receipt). (Incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K filed on January 21, 2015)
 - 4.19 Form of Depositary Receipt for the Depositary Shares. (Incorporated by reference to Exhibit 4.3 to the Registrant's Current Report on Form 8-K filed on January 21, 2015)
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- 4.20 Indenture, dated as of January 23, 2015 between Southwestern Energy Company and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on January 23, 2015)
- 4.21 First Supplemental Indenture, dated as of January 23, 2015 between Southwestern Energy Company and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K filed on January 23, 2015)
- 4.22 Form of 3.300% Notes due 2018. (Incorporated by reference to Exhibit 4.3 to the Registrant's Current Report on Form 8-K filed on January 23, 2015)
- 4.23 Form of 4.050% Notes due 2020. (Incorporated by reference to Exhibit 4.4 to the Registrant's Current Report on Form 8-K filed on January 23, 2015)
- 4.24 Form of 4.095% Notes due 2025. (Incorporated by reference to Exhibit 4.5 to the Registrant's Current Report on Form 8-K filed on January 23, 2015)
- 10.1 Form of Second Amended and Restated Indemnity Agreement between Southwestern Energy Company and each Executive Officer and Director of the Registrant. (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K/A filed August 3, 2006)
- 10.2 Form of Executive Severance Agreement between Southwestern Energy Company and each of the Executive Officers of Southwestern Energy Company, effective February 17, 1999. (Incorporated by reference to Exhibit 10.12 of the Registrant's Annual Report on Form 10-K (Commission File No. 1-08246) for the year ended December 31, 1998)
- 10.3 Form of Amendment to Executive Severance Agreement between Southwestern Energy Company and each of the Executive Officers of Southwestern Energy Company prior to 2011. (Incorporated by reference to Exhibit 10.3 to the Registrant's Annual Report on Form 10-K (Commission File No. 1-08246) for the year ended December 31, 2008)
- 10.4 Form of Executive Severance Agreement between Southwestern Energy Company and Executive Officers Post 2011. (Incorporated by reference to Exhibit 10.4 to the Registrant's Annual Report on Form 10-K (Commission File No.1-08426) for the year ended December 31, 2012)
- 10.5 Southwestern Energy Company Incentive Compensation Plan. (Incorporated by reference to Exhibit 10.2(b) to the Registrant's Annual Report on Form 10-K (Commission File No. 1-08246) for the year ended December 31, 1998)
- 10.6 Amendment to Southwestern Energy Company Incentive Compensation Plan. (Incorporated by reference to Exhibit 10.5 to the Registrant's Annual Report on Form 10-K (Commission File No. 1-08246) for the year ended December 31, 2008)
- 10.7 Second Amendment to Southwestern Energy Company Incentive Compensation Plan (Incorporated by reference to Exhibit 10.6 to the Registrant's Annual Report on Form 10-K (Commission File No. 1-08246) for the year ended December 31, 2009)
- 10.8 Southwestern Energy Company Supplemental Retirement Plan as amended. (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on February 19, 2008)
- 10.9 Southwestern Energy Company Non-Qualified Retirement Plan as amended. (Incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on February 19, 2008)
- 10.10 Amendment One to the Southwestern Energy Company Non-Qualified Retirement Plan (Incorporated by reference to Exhibit 10.9 to the Registrant's Annual Report on Form 10-K (Commission File No. 1-08246) for the year ended December 31, 2009)
- 10.11 Southwestern Energy Company 2000 Stock Incentive Plan dated February 18, 2000. (Incorporated by reference to the Appendix of the Registrant's Definitive Proxy Statement (Commission File No. 1-08246) for the 2000 Annual Meeting of Stockholders)
- 10.12 Southwestern Energy Company 2002 Employee Stock Incentive Plan, effective October 23, 2002. (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on December 13, 2005)
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- 10.13 Southwestern Energy Company 2002 Performance Unit Plan, as amended, effective December 8, 2011. (Incorporated by reference to Exhibit 10.4 to the Registrant's Annual Report on Form 10-K (Commission File No. 1-08246) for the year ended December 31, 2012)
 - 10.14 Southwestern Energy Company 2004 Stock Incentive Plan. (Incorporated by reference to Appendix A to the Registrant's Proxy Statement dated March 29, 2004)
 - 10.15 Southwestern Energy Company 2013 Incentive Plan. (Incorporated by reference to Annex A of the Registrant's Proxy Statement filed April 8, 2013)
 - 10.16 Southwestern Energy Company 2013 Incentive Plan Form of Performance Unit Award Agreement. (Incorporated by reference to Exhibit 10.16 to the Registrant's Annual Report on Form 10-K (Commission File No. 001-08246) for the year ended December 31, 2015)
 - 10.17 Southwestern Energy Company 2013 Incentive Plan Guidelines for Annual Incentive Awards. (Incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013)
 - 10.18 Southwestern Energy Company 2013 Incentive Plan Form of Incentive Stock Option Award Agreement. (Incorporated by reference to Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013)
 - 10.19 Southwestern Energy Company 2013 Incentive Plan Form of Non-Qualified Stock Option Award Agreement. (Incorporated by reference to Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013)
 - 10.20 Southwestern Energy Company 2013 Incentive Plan Form of Non-Qualified Stock Option Award Agreement for Directors. (Incorporated by reference to Exhibit 10.6 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013)
 - 10.21 Southwestern Energy Company 2013 Incentive Plan Form of Restricted Stock Award Agreement. (Incorporated by reference to Exhibit 10.7 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013)
 - 10.22 Southwestern Energy Company 2013 Incentive Plan Form of Restricted Stock Award Agreement for Directors. (Incorporated by reference to Exhibit 10.8 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013)
 - 10.23 Southwestern Energy Company 2013 Incentive Plan Form of Restricted Stock Unit Award Agreement. (Incorporated by reference to Exhibit 10.9 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013)
 - 10.24 Southwestern Energy Company 2013 Incentive Plan Form of Restricted Stock Unit Award Agreement for Directors. (Incorporated by reference to Exhibit 10.10 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013)
 - 10.25 Form of Incentive Stock Option Agreement for awards prior to December 8, 2005. (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on December 20, 2004)
 - 10.26 Form of Non-Qualified Stock Option Agreement for non-employee directors for awards prior to December 8, 2005. (Incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on December 20, 2004)
 - 10.27 Form of Incentive Stock Option for awards granted on or after December 8, 2005. (Incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed on December 13, 2005)
 - 10.28 Form of Restricted Stock Agreement for awards granted on or after December 8, 2005. (Incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed on December 13, 2005)
 - 10.29 Form of Non-Qualified Stock Option Agreement for awards granted on or after December 8, 2005 and through December 8, 2011 (Incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed on December 13, 2005)
 - 10.30 Form of Non-Qualified Stock Option Agreement for awards granted on or after December 8, 2011. (Incorporated by reference to Exhibit 10.4 to the Registrant's Annual Report on Form 10-K (Commission File No. 1-08426) for the year ended December 31, 2012)
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- 10.31 Master Lease Agreement by and between Southwestern Energy Company and SunTrust Leasing Corporation dated December 29, 2006. (Incorporated by reference to Exhibit 10.22 to the Registrant's Annual Report on Form 10-K (Commission File No. 1-08246) for the year ended December 31, 2006)
 - 10.32 Guaranty by and between Southwestern Energy Company and Texas Gas Transmission, LLC, dated as of October 27, 2008. (Incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q (Commission File No. 1-08246) for the period ended September 30, 2008)
 - 10.33 Guaranty by and between Southwestern Energy Company and Fayetteville Express Pipeline, LLC dated September 30, 2008 (Incorporated by reference to Exhibit 10.22 to the Registrant's Annual Report on Form 10-K (Commission File No. 1-08246) for the year ended December 31, 2008)
 - 10.34 Retirement Letter Agreement dated February 24, 2012 between Southwestern Energy Company and Gene A. Hammons. (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed February 27, 2012)
 - 10.35 Retirement Agreement dated August 11, 2009 between Southwestern Energy Company and Harold M. Korell. (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on August 14, 2009)
 - 10.36 Settlement Agreement, dated December 22, 2014, between Chesapeake Appalachia, L.L.C. and SWN Production Company, LLC (Incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed on December 23, 2014)
 - 10.37 Term Loan Credit Agreement, dated November 17, 2015, among Southwestern Energy Company, Bank of America, N.A., as Administrative Agent, and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as Lead Arranger and Bookrunner, and the lenders from time to time party thereto. (Incorporated by reference to the Registrant's Current Report on Form 8-K filed November 17, 2015)
 - 10.38 Retirement Agreement dated January 11, 2016 between Southwestern Energy Company and Steven L. Mueller. (Incorporated by reference to Exhibit 10.38 to the Registrant's Annual Report on Form 10-K (Commission File No. 001-08246) for the year ended December 31, 2015)
 - 21.1 List of Subsidiaries (Incorporated by reference to Exhibit 21.1 to the Registrant's Annual Report on Form 10-K (Commission File No. 001-08246) for the year ended December 31, 2015)
 - 23.1 Consent of PricewaterhouseCoopers LLP (Incorporated by reference to Exhibit 23.1 to the Registrant's Annual Report on Form 10-K (Commission File No. 001-08246) for the year ended December 31, 2015)
 - 23.2 Consent of Netherland, Sewell & Associates, Inc. (Incorporated by reference to Exhibit 23.2 to the Registrant's Annual Report on Form 10-K (Commission File No. 001-08246) for the year ended December 31, 2015)
 - 31.1* Certification of CEO filed pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
 - 31.2* Certification of CFO filed pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
 - 32.1 Certification of CEO furnished pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Incorporated by reference to Exhibit 32.1 to the Registrant's Annual Report on Form 10-K (Commission File No. 001-08246) for the year ended December 31, 2015)
 - 32.2 Certification of CFO furnished pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Incorporated by reference to Exhibit 32.2 to the Registrant's Annual Report on Form 10-K (Commission File No. 001-08246) for the year ended December 31, 2015)
 - 95.1 Mine Safety Disclosure (Incorporated by reference to Exhibit 95.1 to the Registrant's Annual Report on Form 10-K (Commission File No. 001-08246) for the year ended December 31, 2015)
 - 99.1 Reserve Audit Report of Netherland, Sewell & Associates, Inc., dated January 15, 2016 (Incorporated by reference to Exhibit 99.1 to the Registrant's Annual Report on Form 10-K (Commission File No. 001-08246) for the year ended December 31, 2015)
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101.INS* Interactive Data File Instance Document
101.SCH* Interactive Data File Schema Document
101.CAL* Interactive Data File Calculation Linkbase Document
101.LAB* Interactive Data File Label Linkbase Document
101.PRE* Interactive Data File Presentation Linkbase Document
101.DEF* Interactive Data File Definition Linkbase Document

*Furnished herewith.

Signatures

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.

SOUTHWESTERN ENERGY COMPANY
Registrant

Dated: February /s/ R. CRAIG OWEN
26, 2016

R. Craig Owen
Senior Vice President and Chief Financial Officer
