NATIONAL FUEL GAS CO Form 8-K December 05, 2011

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) December 1, 2011

NATIONAL FUEL GAS COMPANY

(Exact Name of Registrant as Specified in Charter)

New Jersey (State or Other Jurisdiction

1-3880 (Commission

13-1086010 (IRS Employer

of Incorporation)

File Number)

Identification No.)

6363 Main Street

14221

Edgar Filing: NATIONAL FUEL GAS CO - Form 8-K

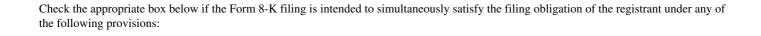
Williamsville, New York (Address of Principal Executive Offices) (716) 857-7000

(Zip Code)

(Registrant s telephone number, including area code)

Not Applicable

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



- 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))

Edgar Filing: NATIONAL FUEL GAS CO - Form 8-K

Item 8.01 Other Events

On December 1, 2011, National Fuel Gas Company (the Company) completed its issuance and sale of \$500,000,000 aggregate principal amount of its 4.90% Notes due 2021 (the Notes). The Notes were registered under the Securities Act of 1933, as amended, pursuant to the shelf registration statement (Registration No. 333-158060) of the Company.

Item 9.01 Financial Statements and Exhibits (d) Exhibits

- 5.1.1 Opinion of Dewey & LeBoeuf LLP regarding the legality of the Notes
- 5.2.1 Opinion of Lowenstein Sandler PC regarding the legality of the Notes
- 23.1 Consent of Dewey & LeBoeuf LLP (Contained in Exhibit 5.1.1)
- 23.2 Consent of Lowenstein Sandler PC (Contained in Exhibit 5.2.1)

Edgar Filing: NATIONAL FUEL GAS CO - Form 8-K

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, National Fuel Gas Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NATIONAL FUEL GAS COMPANY

By: <u>/s/ James R. Peterson</u>
Name: James R. Peterson

Title: Assistant Secretary

Dated: December 5, 2011