

ONE Gas, Inc.
Form DEFA14A
May 03, 2018

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

SCHEDULE 14A

(Rule 14A 101)

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Definitive Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

ONE Gas, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
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- (3) Filing Party:
- (4) Date Filed:

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Tulsa, OK 74103

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May 3, 2018

Dear Fellow Shareholder:

We have previously mailed you proxy materials for the ONE Gas, Inc. Annual Meeting of Shareholders to be held on May 24, 2018. According to our latest records we have not yet received your vote. The Annual Meeting is now only a short time away and your vote is important.

Your board of directors recommends that you vote:

- (1) **FOR** the election of the Class I director nominees for a three-year term;
- (2) **FOR** the ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2018;
- (3) **FOR** the advisory proposal to approve our executive compensation;
- (4) **FOR** the approval of the ONE Gas, Inc. Amended and Restated Equity Compensation Plan (2018); and
- (5) **FOR** the approval of the amended and restated Certificate of Incorporation to eliminate the classified structure of our Board, provide for the annual election of directors and allow shareholder removal of directors with or without cause.

Proposal 5 to consider and vote on a proposal to amend and restate our Certificate of Incorporation **to eliminate the classified structure of our Board of Directors**, provide for the annual election of directors and allow shareholder removal of directors with or without cause requires the affirmative vote of **at least 80% of the shares of common stock outstanding**. As a matter of good corporate governance, your Board recommends a vote **FOR** the proposal.

In the event that your proxy materials have been misplaced, we are enclosing for your use a duplicate Voting Instruction Form and return envelope.

Please follow the telephone or internet voting instructions on your Voting Instruction Form or sign and date the form and mail it in the return envelope to vote your shares today. If you hold your shares in the name of a brokerage firm, your broker cannot vote your shares on several of the proposals unless your broker receives your specific instructions. In the event that two voting forms are received from you, the one bearing the latest date will be counted, as it automatically revokes all prior votes.

Thank you for voting and for your continued support.

Sincerely,

John W. Gibson,

Chairman of the Board