

NATIONAL FUEL GAS CO  
Form 8-K  
February 15, 2013

**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): February 12, 2013

**National Fuel Gas Company**

(Exact Name of Registrant as Specified in Charter)

New Jersey  
(State or Other jurisdiction  
of incorporation)

1-3880  
(Commission  
File Number)

13-1086010  
(IRS Employer  
Identification No.)

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**6363 Main Street**

**Williamsville, New York**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: (716) 857-7000**

**14221**  
(Zip Code)

**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))

**Item 8.01. Other Events.**

In connection with the offering and sale of \$500,000,000 aggregate principal amount of 3.75% notes due 2023 (the Notes ), National Fuel Gas Company (the Company ) is filing herewith the following exhibits to its Registration Statement on Form S-3 (Registration No. 333-180218):

1. Underwriting Agreement, dated as of February 12, 2013, by and among the Company and J.P. Morgan Securities LLC, U.S. Bancorp Investments, Inc. and Wells Fargo Securities, LLC, acting as representatives of several underwriters named therein.
2. Officer s Certificate dated February 15, 2013, establishing the terms of the Notes.
3. Form of Note, as established by the Officer s Certificate above.
4. Opinion of Jones Day.
5. Opinion of Lowenstein Sandler LLP.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

| <b>Number</b> | <b>Description</b>  |
|---------------|---|
| 1.1           | Underwriting Agreement, dated as of February 12, 2013, by and among the Company and J.P. Morgan Securities LLC, U.S. Bancorp Investments, Inc. and Wells Fargo Securities, LLC, acting as representatives of several underwriters named therein |
| 4.1.1         | Officer s Certificate dated February 15, 2013, establishing the terms of the Notes  |
| 4.1.2         | Form of Note (included in 4.1.1 above)  |
| 5.1.1         | Opinion of Jones Day  |
| 5.1.2         | Opinion of Lowenstein Sandler LLP   |
| 23.1          | Consent of Jones Day (included in Exhibit 5.1.1)  |
| 23.2          | Consent of Lowenstein Sandler LLP (included in Exhibit 5.1.2)   |

**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 hereunto duly authorized.

**NATIONAL FUEL GAS COMPANY**

February 15, 2013

By: /s/ J. R. Peterson  
J. R. Peterson  
Assistant Secretary

**Exhibit Index**

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