

ONEOK INC /NEW/  
Form S-8  
December 21, 2012

As filed with the Securities and Exchange Commission on December 21, 2012

Registration No. 333-[ ]

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

**Form S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**ONEOK, Inc.**

(Exact name of registrant as specified in its charter)

**OKLAHOMA**  
(State or other jurisdiction of  
incorporation or organization)

**73-1520922**  
(IRS Employer  
Identification No.)

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**100 West Fifth Street**

**Tulsa, Oklahoma 74103**

**(918) 588-7000**

(Address, including zip code and telephone number, including area code, of registrant's principal executive offices)

**Thrift Plan for Employees of ONEOK, Inc. and Subsidiaries**

(Full title of the Plan)

**STEPHEN W. LAKE**

**Senior Vice President, General Counsel and Assistant Secretary**

**100 West Fifth Street**

**Tulsa, Oklahoma 74103**

**(918) 588-7000**

(Name, address and telephone number of agent for service)

*Copies to:*

**RICHARD M. CARSON  
GABLEGOTWALS  
100 West Fifth Street, Suite 1100  
Tulsa, Oklahoma 74103  
(918) 595-4800**

**ERIC GRIMSHAW  
Vice President, Associate General Counsel and  
Corporate Secretary  
100 West Fifth Street  
Tulsa, Oklahoma 74103  
(918) 588-7000**

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  (Do not check if a smaller reporting company.)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered (1)(2)	Proposed maximum offering price per share (3)	Proposed maximum aggregate offering price (3)	Amount of registration fee
Thrift Plan for Employees of ONEOK, Inc. and Subsidiaries, common stock, par value \$0.01 per share (4)	1,500,000	\$43.90	\$65,850,000	\$8,981.94

- (1) This registration statement includes 1,500,000 shares of common stock, par value \$0.01 per share (the Common Stock), of ONEOK, Inc. (the Company or our) for issuance under the Thrift Plan for Employees of ONEOK, Inc. and Subsidiaries (the Thrift Plan). These shares represent an increase in the number of shares of Common Stock authorized for issuance under the Thrift Plan.
- (2) In addition, pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act), there are also being registered such additional shares of our Common Stock as may become issuable pursuant to the anti-dilution (equitable adjustment) provisions of the Thrift Plan.
- (3) Estimated pursuant to Rule 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee (based on the average of the highest and lowest sale prices of our Common Stock on the New York Stock Exchange on December 18, 2012, which is a date within five business days prior to the date of filing of this registration statement).
- (4) Includes Series C preferred share purchase rights. Prior to the occurrence of certain events, these rights will not be exercisable or evidenced separately from the Common Stock. No separate consideration will be payable for the Series C preferred share purchase rights.

**EXPLANATORY NOTE**

Pursuant to General Instruction E of Form S-8 under the Securities Act, this registration statement of the Company on Form S-8 is being filed in order to register 1,500,000 additional shares of the Company's Common Stock which may be issued from time to time under the Company's Thrift Plan. The contents of the earlier registration statements on Form S-8, filed on December 20, 2011 (SEC File No. 333-178622), December 21, 2010 (SEC File No. 333-171308), February 24, 2010 (SEC File No. 333-165044), February 26, 2009 (SEC File No. 333-157548), August 4, 2008 (SEC File No. 333-152748), February 12, 2007 (SEC File No. 333-140629), November 28, 1997 (SEC File No. 333-41267), November 28, 1997 (SEC File No. 333-41263) and the post-effective amendment No. 1 to Form S-8 Registration Statement filed on April 19, 1999 (SEC File No. 333-41263), respectively, are incorporated by reference into this registration statement, and are supplemented by the information set forth below.

**Part II**

**Information Required in the Registration Statement**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed by the Company with the Securities and Exchange Commission (the SEC) are incorporated herein by reference:

- (a) the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011;
- (b) the Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2012, June 30, 2012 and September 30, 2012;
- (c) the Company's Current Reports on Form 8-K dated January 20, 2012, January 26, 2012, February 17, 2012, March 2, 2012, April 23, 2012, May 25, 2012, June 5, 2012, June 14, 2012, July 27, 2012 and October 25, 2012, but excluding in each portions of those reports and the exhibits related thereto that were furnished under Items 2.02 or 7.01;
- (d) the Thrift Plan's Annual Report on Form 11-K for the fiscal year ended December 31, 2011;
- (e) the description of our Common Stock contained in our Form 8-A registration statement filed with the SEC on November 21, 1997, including any amendment or report filed for the purpose of updating that description; and
- (f) the description of our preferred share purchase rights contained in our Form 8-A registration statement, as amended, filed with the SEC on February 6, 2003, including any amendment or report filed for the purpose of updating the description.

In addition, all documents filed subsequent to the date hereof by the Company or the employee benefit plan described above pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended, and prior to the filing of a post-effective amendment to this registration statement that indicates that all securities offered hereby have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this registration statement and to be a part hereof from the date of filing of such documents.

**Item 6. Indemnification of Directors and Officers.**

The Company, as an Oklahoma corporation, is empowered by Section 1031 of the Oklahoma General Corporation Act, subject to the procedures and limitations stated therein, to indemnify any person against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with any threatened, pending or completed action, suit or proceeding (whether civil, criminal or administrative) in which such person is made or threatened to be made a party by reason of his being or having been a director, officer, employee or agent of the Company or is or was serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Company, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. However, in an action by or in the right of the Company, Section 1031 prohibits indemnification if such person is adjudged to be liable to the Company, unless such indemnification is allowed by a court of competent jurisdiction. The statute provides that indemnification pursuant to its provisions is not exclusive of other rights of indemnification to which a person may be entitled under any bylaw, agreement, vote of shareholders, or disinterested directors, or otherwise.

The certificate of incorporation of the Company provides that a director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability for (i) any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) acts or omissions not in good faith or which would involve intentional misconduct or a knowing violation of law, (iii) payment of unlawful dividends or unlawful stock purchases or redemptions or (iv) any transaction from which the director derived an improper personal benefit.



Article VIII of the Company's bylaws provides that directors and officers of the Company shall be indemnified by the Company to the fullest extent permitted by the Oklahoma General Corporation Act, including the advance of related expenses. Pursuant to Article VIII of the bylaws of the Company, upon authorization and determination (i) by the board of directors by a majority of a quorum consisting of directors who were not parties to the action, suit, or proceeding involved; (ii) by a committee of directors designated by a majority vote of directors, even though less than a quorum; (iii) if a quorum of disinterested directors is not obtainable, or even if obtainable and a quorum of disinterested directors so directs, by independent counsel in a written opinion; or (iv) by the shareholders, the Company is obligated to indemnify any person who incurs liability by reason of the fact that he is or was a director, officer, employee or agent of the Company, or is or was serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or as a member of any committee or similar body, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Company, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. However, in an action by or in the right of the Company, no indemnification will be made if such person shall be adjudged to be liable to the Company, unless such indemnification is allowed by a court of competent jurisdiction.

The Company has entered into indemnification agreements, the form of which has been previously approved by the shareholders of the Company, with each of its directors and executive officers. These indemnification agreements provide that the Company is obligated to indemnify the specified director or executive officer to the fullest extent permitted by law. The agreements provide that, upon request by a director or executive officer, the Company is obligated to advance expenses for defense of a claim made against the director or executive officer. The obligation of the Company to indemnify the director or executive officer is subject to applicable law and the determination by a reviewing party selected by the board of directors that the director or executive officer is entitled to indemnification. In addition, the agreements obligate the Company to indemnify the specified executive officer or director to the extent of the Company's recoveries under insurance policies regardless of whether the director or executive officer is ultimately determined to be entitled to indemnification. The agreements also provide for partial indemnification if a portion of a claim for indemnification is not allowed by the reviewing party appointed by the board of directors.

The Company provides liability insurance for its directors and officers which provides for coverage against loss from claims made against officers and directors in their capacity as such, including, subject to certain exceptions, liabilities under the federal securities laws.

It is recognized that the above-summarized provisions of the Company's bylaws, the indemnification agreements and the applicable provisions of the Oklahoma General Corporation Act may be sufficiently broad to indemnify officers, directors and controlling persons of the Company against liabilities arising under such act.

**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
4.1	Thrift Plan for Employees of ONEOK, Inc. and Subsidiaries as amended and restated effective January 1, 2010
4.2	First Amendment to Thrift Plan for Employees of ONEOK, Inc. and Subsidiaries as amended and restated effective January 1, 2010, dated as of November 19, 2010
4.3	Second Amendment to Thrift Plan for Employees of ONEOK, Inc. and Subsidiaries as amended and restated effective January 1, 2010, dated as of December 12, 2011
5.1	Opinion of GABLEGOTWALS
23.1	Consent of GABLEGOTWALS (included in Exhibit 5.1)
23.2	Consent of PricewaterhouseCoopers LLP
23.3	Consent of BKD, LLP
24.1	Power of Attorney (included herein)

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tulsa and the State of Oklahoma, on the 21st day of December, 2012.

ONEOK, INC.

By: /s/ Robert F. Martinovich  
Robert F. Martinovich  
Executive Vice President, Chief Financial Officer  
and Treasurer

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**POWER OF ATTORNEY**

Each person whose signature appears below authorizes John W. Gibson and Robert F. Martinovich, and each of them, each of whom may act without joinder of the other, to execute in the name of each such person who is then an officer or director of the Company and to file any amendments to this registration statement, including post effective amendments, and to do any and all acts they or either of them determines may be necessary or advisable to enable the Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, in connection with the registration of the securities which are the subject of this registration statement.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on this 19th day of December, 2012.

<b>Signature</b>		<b>Title</b>
/s/ John W. Gibson	John W. Gibson	Chairman and Chief Executive Officer
/s/ James C. Day	James C. Day	Director
/s/ Julie H. Edwards	Julie H. Edwards	Director
/s/ William L. Ford	William L. Ford	Director
/s/ Bert H. Mackie	Bert H. Mackie	Director
/s/ Steve J. Malcolm	Steve J. Malcolm	Director
/s/ Robert F. Martinovich	Robert F. Martinovich	Executive Vice President, Chief Financial Officer and Treasurer
/s/ Jim W. Mogg	Jim W. Mogg	Director
/s/ Pattye L. Moore	Pattye L. Moore	Director
/s/ Gary D. Parker	Gary D. Parker	Director
/s/ Derek S. Reiners	Derek S. Reiners	Senior Vice President and Chief Accounting Officer
/s/ Eduardo A. Rodriguez	Eduardo A. Rodriguez	Director
/s/ Gerald B. Smith	Gerald B. Smith	Director
/s/ David J. Tippeconnic	David J. Tippeconnic	Director

**EXHIBIT INDEX**

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