

NATIONAL FUEL GAS CO

Form DFAN14A

January 25, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
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

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

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

NATIONAL FUEL GAS COMPANY

(Name of Registrant as Specified in its Charter)

New Mountain Vantage GP, L.L.C.

New Mountain Vantage, L.P.

New Mountain Vantage (California), L.P.

New Mountain Vantage (Texas), L.P.

New Mountain Vantage Advisers, L.L.C.

New Mountain Vantage (Cayman) Ltd.

New Mountain Vantage HoldCo Ltd.

Mr. Steven B. Klinsky

NMV Special Holdings, LLC

California Public Employees Retirement System

F. Fox Benton, III

David M. DiDomenico

Frederic V. Salerno

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

Payment of Filing Fee (Check the appropriate box):

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:

(5) Total fee paid:

- o Fee paid previously with preliminary materials:
- o 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:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

On January 24, 2008, New Mountain Vantage Advisers, LLC (Vantage) and its affiliates and National Fuel Gas Company (NFG) entered into an agreement (the Settlement Agreement) providing, among other things, for the termination by Vantage of its proxy solicitation to elect its three nominees to the NFG Board of Directors at the 2008 Annual Shareholders Meeting (the AMS). Accordingly, Vantage is withdrawing the definitive proxy statement it previously filed with the Securities and Exchange Commission. A copy of the press release announcing the entering into of the Settlement Agreement is attached as Exhibit 1.

IMPORTANT NOTE REGARDING PROXY MATERIALS

Stockholders are advised that pursuant to the terms of the Settlement Agreement, Vantage will NOT vote any proxies that it receives relating to the AMS. NFG stockholders entitled to vote at the AMS should read the supplemental proxy materials that NFG has agreed under the Settlement Agreement to prepare and mail to shareholders (and file with the Securities and Exchange Commission) for a description on how their shares of Common Stock may be voted at the AMS.