

POWERSECURE INTERNATIONAL, INC.
Form DFAN14A
March 31, 2016

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 (Amendment No.)

Filed by the Registrant ..

Filed by a Party other than the Registrant x

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
 - x Soliciting Material Pursuant to § 240.14a-12
- PowerSecure International, Inc.

(Name of Registrant as Specified In Its Charter)
The Southern Company

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)
Payment of Filing Fee (Check the appropriate box):

- x No fee required.
- .. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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 - (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). Because the issuer has an accumulated capital deficit as of its most recent balance sheet (dated January 31, 2012), under Rule 0-11(a)(4) the deemed par value of the securities is to be used:
 - (4) Proposed maximum aggregate value of transaction:
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- .. Fee paid previously with preliminary materials.
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Filed by The Southern Company
Pursuant to Rule 14a-12 under the
Securities Exchange Act of 1934, as amended
Subject Company: PowerSecure International, Inc.
Commission File No.: 1-12014
News

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Mar. 31, 2016

Southern Company, PowerSecure announce the termination of the Hart-Scott-Rodino waiting period

ATLANTA, Ga. and WAKE FOREST, N.C. - Southern Company (NYSE: SO) and PowerSecure International, Inc. (NYSE: POWR) today announced that the U.S. Federal Trade Commission has granted early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act ("HSR Act") with regard to the companies' proposed merger, fulfilling one of the conditions to complete the transaction.

Completion of the merger is also conditioned upon, among other things, the approval of PowerSecure stockholders. The companies expect to complete the transaction by the end of the second quarter of 2016.

The combination of one of America's leading energy companies with a successful, customer-focused provider of differentiated energy solutions and innovative energy infrastructure is designed to expand Southern Company's opportunities to provide customized energy products to customers. By acquiring PowerSecure - a premier provider of distributed generation, energy efficiency and utility infrastructure solutions - Southern Company will be positioned to accelerate the ongoing expansion of energy product offerings that are intended to provide customers greater control of their energy use and will add complementary technical depth in customer-located reliability and efficiency technologies.

About Southern Company

With more than 4.5 million customers and approximately 44,000 megawatts of generating capacity, Atlanta-based Southern Company (NYSE: SO) is the premier energy company serving the Southeast

through its subsidiaries. A leading U.S. producer of clean, safe, reliable and affordable electricity, Southern Company owns electric utilities in four states and a growing competitive generation company, as well as fiber optics and wireless communications. Southern Company brands are known for excellent customer service, high reliability and affordable prices that are below the national average. Through an industry-leading commitment to innovation, Southern Company and its subsidiaries are inventing America's energy future by developing the full portfolio of energy resources, including nuclear, 21st century coal, natural gas, renewables and energy efficiency, and creating new products and services for the benefit of customers. Southern Company has been named by the U.S. Department of Defense and G.I. Jobs magazine as a top military employer, listed by Black Enterprise magazine as one of the 40 Best Companies for Diversity and designated a 2014 Top Employer for Hispanics by Hispanic Network. The company earned the 2014 National Award of Nuclear Science and History from the National Atomic Museum Foundation for its leadership and commitment to nuclear development, and is consistently ranked among the top utilities in Fortune's annual World's Most Admired Electric and Gas Utility rankings. Visit our website at www.southerncompany.com.

About PowerSecure

PowerSecure International, Inc. is a leading provider of utility and energy technologies to electric utilities, and their industrial, institutional and commercial customers. PowerSecure provides products and services in the areas of Interactive Distributed Generation® (IDG®), solar energy, energy efficiency and utility infrastructure. The company is a pioneer in developing IDG® power systems with sophisticated smart grid capabilities, including the ability to 1) forecast electricity demand and electronically deploy the systems to deliver more efficient, and environmentally friendly, power at peak power times, 2) provide utilities with dedicated electric power generation capacity to utilize for demand response purposes and 3) provide customers with the most dependable standby power in the industry. Its proprietary distributed generation system designs utilize a range of technologies to deliver power, including renewables. The company's energy efficiency products and services include energy efficient lighting solutions that utilize LED technologies to improve lighting quality, and the design, installation and maintenance of energy conservation measures which the company offers, primarily as a subcontractor, to large energy service company providers, called ESCOs, for the benefit of commercial, industrial and institutional customers as end users and directly to retailers. PowerSecure also provides electric utilities with transmission and distribution infrastructure maintenance and construction services, and engineering and regulatory consulting services. Additional information is available at www.powersecure.com.

Cautionary Statements Regarding Forward-Looking Information

This press release contains forward-looking statements within the meaning of and made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are all statements other than statements of historical facts, including but not limited to statements concerning the expected benefits of the transaction and the expected timing of the completion of the transaction. These forward-looking statements are often characterized by the use of words such as "expect," "anticipate," "intend," "estimate," "plan," "believe," "may," "project," "potential," "forecast," "target," "guidance," "outlook," "should," "will," "could," "continue" and the negative or plural of these and other comparable terminology.

Although Southern Company and PowerSecure believe that the expectations reflected in such forward-looking statements are reasonable, such statements involve risks and uncertainties and undue reliance should not be placed on any forward-looking statements. Forward-looking statements are not guarantees of future performance or events and are subject to a number of known and unknown risks, uncertainties and other factors that are difficult to predict and could cause actual results to differ materially from those expressed, projected or implied by such forward-looking statements. Important risks, uncertainties and other factors include, but are not limited to, the failure to receive, on a timely basis or otherwise, the

required approval by PowerSecure stockholders; the risk that a condition to closing of the merger may not be satisfied; the occurrence of any event, change or other circumstance that could give rise to the termination of the merger agreement; the risk that the businesses will not be integrated successfully; the possibility that the anticipated benefits from the transaction cannot be fully realized or may take longer to realize than expected; the possibility that costs related to the integration of Southern Company and PowerSecure will be greater than expected; the ability to retain and hire key personnel and maintain relationships with customers, suppliers or other business partners; the diversion of management time on transaction-related issues; the on-going uncertainty and inconsistency in the economy, financial markets and business markets; the impact of legislative, regulatory and competitive changes; and other risks, uncertainties and other factors identified from time to time in each of Southern Company's and PowerSecure's reports filed with or furnished to the Securities and Exchange Commission ("SEC"), including their most recent Annual Report on Form 10-K, as well as subsequently filed Quarterly Reports Form 10-Q and Current Reports on Form 8-K, copies of which may be obtained by visiting the investor relations page of each company's website or the SEC's website at www.sec.gov. There can be no assurance that the transaction will in fact be consummated.

Southern Company and PowerSecure caution that the foregoing list of important factors that may affect future results is not exhaustive. When relying on forward-looking statements to make decisions with respect to Southern Company and PowerSecure, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. All subsequent written and oral forward-looking statements concerning the transaction or other matters attributable to Southern Company or PowerSecure or any other person acting on their behalf are expressly qualified in their entirety by the cautionary statements referenced above. The forward-looking statements contained herein speak only as of the date of this release. Neither Southern Company nor PowerSecure undertakes any duty or obligation to update or revise any forward-looking statement for any reason, whether as the result of changes in expectations, new information, future events, conditions or circumstances or otherwise, except as may be required by law.

Additional Information and Where to Find It

This communication may be deemed to be solicitation material in respect of the merger between Southern Company and PowerSecure. In connection with the transaction, PowerSecure intends to file relevant materials with the SEC, including a proxy statement in definitive form. **INVESTORS OF POWERSECURE ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT AND OTHER RELEVANT DOCUMENTS CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT POWERSECURE, SOUTHERN COMPANY AND THE MERGER.** Investors may obtain a free copy of these materials (when they are available) and other documents filed by PowerSecure with the SEC at the SEC's website at www.sec.gov, at PowerSecure's website at www.powersecure.com or by sending a written request to PowerSecure International, Inc., 1609 Heritage Commerce Court, Wake Forest, North Carolina 27587, attention: Investor Relations. Security holders may also read and copy any reports, statements and other information filed by Southern Company and PowerSecure with the SEC, at the SEC public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 or visit the SEC's website for further information on its public reference room.

Participants in the Solicitation

Southern Company, PowerSecure and certain of their respective directors, executive officers and other persons may be deemed to be participants in the solicitation of proxies in respect of the transaction. Information regarding Southern Company's directors and executive officers is available in Southern Company's proxy statement filed with the SEC on April 10, 2015 in connection with its 2015 annual meeting of stockholders, and information regarding PowerSecure's directors and executive officers is

available in PowerSecure's proxy statement filed with the SEC on April 24, 2015 in connection with its 2015 annual meeting of stockholders. Other information regarding persons who may be deemed participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement and other relevant materials to be filed with the SEC when they become available.

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