
**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): January 11, 2018

NATIONAL FUEL GAS COMPANY
(Exact name of registrant as specified in its charter)

New Jersey
(State or other jurisdiction
of incorporation)

1-3880
(Commission
File Number)

13-1086010
(IRS Employer
Identification No.)

6363 Main Street, Williamsville, New York
(Address of principal executive offices)

14221
(Zip Code)

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

Former name or former address, if changed since last report: Not Applicable

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 (*see* General Instruction A.2. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

The information set forth under Item 3.03 below is incorporated herein by reference.

Item 3.03 Material Modification to Rights of Security Holders.

On January 11, 2018, National Fuel Gas Company (the “Company”) entered into Amendment No. 1 to that certain Amended and Restated Rights Agreement, dated as of December 4, 2008, by and between the Company and Wells Fargo Bank, National Association (“Wells Fargo”), as successor rights agent to The Bank of New York.

Amendment No. 1 modifies the rights of holders of the Company’s Common Stock Purchase Rights (the “Rights”), by advancing the final expiration date of the Rights from July 31, 2018 to January 16, 2018. At the close of business on January 16, 2018, the Rights will expire and will no longer be exercisable.

The foregoing description of Amendment No. 1 does not purport to be complete and is qualified in its entirety by reference to Amendment No. 1, a copy of which has been filed as Exhibit 4.1 hereto and is expressly incorporated by reference herein.

Wells Fargo is a party to the Third Amended and Restated Credit Agreement, dated as of September 9, 2016, among the Company, the lenders party thereto, and JP Morgan Chase Bank, National Association, as Administrative Agent. Wells Fargo Shareowner Services, a division of Wells Fargo, serves as the Company’s transfer agent and as administrator of the Company’s Direct Stock Purchase and Dividend Reinvestment Plan.

Item 7.01 Regulation FD Disclosure.

The Company notes that, under the laws of New York and Pennsylvania, where the Company’s Utility segment operates, regulatory approvals are required with respect to certain acquisitions of interests in public utility companies or public utility holding companies.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

Exhibit 4.1 [Amendment No. 1, dated as of January 11, 2018, to the Amended and Restated Rights Agreement, dated as of December 4, 2008, between National Fuel Gas Company and Wells Fargo Bank, National Association, as successor rights agent](#)

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

By: /s/ Sarah J. Mugel

Sarah J. Mugel
Assistant Secretary

Dated: January 12, 2018

AMENDMENT NO. 1 TO RIGHTS AGREEMENT

This Amendment No. 1 (this "Amendment") is made as of January 11, 2018 to the Amended and Restated Rights Agreement, dated as of December 4, 2008, by and between National Fuel Gas Company, a New Jersey corporation (the "Company"), and Wells Fargo Bank, National Association, as successor to The Bank of New York (the "Rights Agent" and such agreement, the "Rights Agreement").

WITNESSETH

WHEREAS, the parties hereto desire to amend the Rights Agreement to advance the expiration date of the Rights;

WHEREAS, pursuant to Section 27 of the Rights Agreement, the Company may amend the Rights Agreement;

NOW, THEREFORE, the parties hereto agree as follows:

1. Final Expiration Date. All references in the Rights Agreement and all Exhibits thereto to "July 31, 2018," which is the Final Expiration Date as of immediately prior to this Amendment, shall be replaced with "January 16, 2018".
2. Exhibits A and B to the Rights Agreement shall be deemed amended in a manner consistent with this Amendment.
3. Capitalized terms used without other definition in this Amendment are used as defined in the Rights Agreement.
4. This Amendment shall be deemed to be a contract made under the laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such state applicable to contracts to be made and performed entirely within such state.
5. This Amendment shall be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute one and the same instrument. A signature to this Agreement transmitted electronically will have the same authority, effect and enforceability as an original signature.
6. This Amendment shall be effective as of the date first above written and all references to the Rights Agreement shall, from and after such time, be deemed to be references to the Rights Agreement as amended hereby. The Rights Agreement will not otherwise be supplemented or amended by virtue of this Amendment, but will remain in full force and effect.
7. The undersigned officer of the Company, being duly authorized on behalf of the Company, hereby certifies, in his or her capacity as an officer on behalf of the Company, to the Rights Agent that this Amendment is in compliance with the terms of Section 27 of the Rights Agreement.

By its execution and delivery hereof, the Company directs the Rights Agent to execute this Amendment.

IN WITNESS WHEREOF, this Amendment has been duly executed by the Company and the Rights Agent as of the effective time stated above.

NATIONAL FUEL GAS COMPANY

By: /s/ P. M. Ciprich
Name: P. M. Ciprich
Title: Senior Vice President, General Counsel and Secretary

ATTESTS:

By: /s/ S. J. Mugel
Name: S. J. Mugel
Title: Assistant Secretary

**WELLS FARGO BANK, NATIONAL ASSOCIATION, as
Rights Agent**

By: /s/ Andrea Severon
Name: Andrea Severson
Title: Officer

ATTESTS:

By: /s/ Nancy Petersen
Name: Nancy Petersen
Title: Assistant Vice President

Signature Page to Amendment No. 1 to Rights Agreement