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

FORM 8-A/A

Amendment No. 5

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

NATIONAL FUEL GAS COMPANY

(Exact name of registrant as specified in its charter)

NEW JERSEY
(State of incorporation or organization)

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

13-1086010
(I.R.S. Employer Identification No.)

14221
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered
Common Stock Purchase Rights

Name of each exchange on which
each class is to be registered
New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: Not applicable

Securities to be registered pursuant to Section 12(g) of the Act:

None
(Title of Class)

This Amendment No. 5 on Form 8-A/A is filed to supplement and amend the information set forth in Items 1 and 2 of the Registration Statement on Form 8-A (File No. 001-03880) filed with the Securities and Exchange Commission (the "Commission") by National Fuel Gas Company (the "Company") on June 14, 1996, as amended by Amendment No. 1 thereto filed with the Commission on April 30, 1999, Amendment No. 2 thereto filed with the Commission on June 8, 2007, Amendment No. 3 thereto filed with the Commission on July 15, 2008 and Amendment No. 4 thereto filed with the Commission on December 4, 2008.

ITEM 1. Description of Registrant's Securities to be Registered.

Item 1 is hereby amended and supplemented by adding the following:

On January 11, 2018, the Company entered into an amendment ("Amendment No. 1") to the Rights Agreement with Wells Fargo Bank, National Association, as successor rights agent. Amendment No. 1 amended the definition of "Final Expiration Date" to mean "January 16, 2018." Accordingly, Amendment No. 1 accelerated the final expiration of the Rights issued pursuant to the Rights Agreement from July 31, 2018 to January 16, 2018. As a result, 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 to the Rights Agreement does not purport to be complete and is qualified in its entirety by reference to Amendment No. 1 to the Rights Agreement, a copy of which has been filed as Exhibit 4.1 hereto and is expressly incorporated by reference herein.

ITEM 2. Exhibits.

Exhibit Number

Description

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](#)

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

NATIONAL FUEL GAS COMPANY

By: /s/ Sarah J. Mugel

Name: Sarah J. Mugel

Title: 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 Severson
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