

---

---

**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): February 3, 2022 (January 28, 2022)**

---

**The Williams Companies, Inc.**

(Exact name of registrant as specified in its charter)

---

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-4174**  
(Commission  
File Number)

**73-0569878**  
(IRS Employer  
Identification No.)

**One Williams Center**  
**Tulsa, Oklahoma**  
(Address of principal executive offices)

**74172-0172**  
(Zip Code)

**Registrant's telephone number, including area code: (918) 573-2000**

**NOT APPLICABLE**  
(Former name or former address, if changed since last report.)

---

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:

- ☐ 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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$1.00 par value	WMB	New York Stock Exchange

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 of this chapter).

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 3, 2022, The Williams Companies, Inc. (“the Company”) announced that Richard E. Muncrief and Jesse J. Tyson have been appointed to the Company’s Board of Directors, effective March 1, 2022. Mr. Muncrief will serve on the Compensation and Management Development Committee and the Environmental, Health and Safety Committee. Mr. Tyson will serve on the Audit Committee and the Governance and Sustainability Committee. The Board of Directors of the Company (the “Board”) approved an increase in the size of the Board from twelve to fourteen directors effective March 1, 2022.

The Board determined that Mr. Muncrief and Mr. Tyson are independent directors within the meaning of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), rules and regulations promulgated by the Securities and Exchange Commission (the “SEC”) thereunder, and the listing standards of the New York Stock Exchange (the “NYSE Listed Company Manual”). The Board also determined that Mr. Tyson is financially literate within the meaning of the NYSE Listed Company Manual and qualifies as an audit committee financial expert as defined by the SEC. There are no arrangements or understandings between Mr. Muncrief or Mr. Tyson and any other person in connection with their appointments as directors of the Company. Neither Mr. Muncrief nor Mr. Tyson is related to any officer or director of the Company, and there are not transactions or relationships between Mr. Muncrief or Mr. Tyson and the Company and its subsidiaries that require disclosure under Item 404(a) of Regulation S-K.

In connection with Mr. Muncrief’s and Mr. Tyson’s appointment as non-employee directors, they will receive on a pro-rated basis the standard annual benefits paid to each non-employee director including: (i) \$110,000 annual cash retainer; and (ii) \$165,000 annual equity retainer in the form of restricted stock units issued pursuant to The Williams Companies, Inc. Amended and Restated 2007 Incentive Plan. The annual cash retainer is paid through quarterly cash payments. The annual equity retainer is deferred and will not be distributed until the director’s retirement from the Board.

On January 28, 2022, Walter J. Bennett, Senior Vice President – Gathering & Processing of the Company, submitted his resignation. His last day with the Company will be April 1, 2022. Mr. Bennett has been a named executive officer of the Company in the past.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On February 2, 2022, the Company filed a Certificate of Elimination (the “Certificate of Elimination”) to its Amended and Restated Certificate of Incorporation, as amended (the “Certificate of Incorporation”), with the Secretary of State of the State of Delaware eliminating from the Certificate of Incorporation all matters set forth in the Certificate of Designations with respect to the Company’s Series C Participating Cumulative Preferred Stock (the “Series C Participating Cumulative Preferred Stock”).

All outstanding shares of the Series C Participating Cumulative Preferred Stock were eliminated effective as of February 2, 2022 and have been returned to the status of preferred shares of the Company, without designation as to series. Prior to filing the Certificate of Elimination, no shares of the Series C Participating Cumulative Preferred Stock were outstanding. A copy of the Certificate of Elimination relating to the Series C Participating Cumulative Preferred Stock is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 7.01. Regulation FD Disclosure.**

On February 3, 2022, the Company furnished a press release regarding the appointment of Mr. Muncrief and Mr. Tyson described above in Item 5.02 of this Current Report on Form 8-K. A copy of this press release is attached hereto as Exhibit 99.1 and incorporated in this Item 7.01 by reference.

In accordance with General Instruction B.2 of Form 8-K, the information furnished under this Item 7.01 on this Current Report on Form 8-K and the exhibit attached hereto are deemed to be “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended or the Exchange Act.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

<u>Exhibit Number</u>	<u>Description</u>
3.1	<a href="#">Certificate of Elimination of the Series C Participating Cumulative Preferred Stock of The Williams Companies, Inc.</a>
99.1	<a href="#">Press Release dated February 3, 2022.</a>
104	Cover Page Interactive Data File. The cover page XBRL tags are embedded within the inline XBRL document (contained in Exhibit 101).

---

**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.

**THE WILLIAMS COMPANIES, INC.**

Dated: February 3, 2022

By: /s/ Robert E. Riley, Jr.

Robert E. Riley, Jr.

Corporate Secretary

**CERTIFICATE OF ELIMINATION  
OF THE  
SERIES C PARTICIPATING CUMULATIVE PREFERRED STOCK  
OF  
THE WILLIAMS COMPANIES, INC.**

(Pursuant to Section 151(g) of the  
General Corporation Law of the State of Delaware)

The Williams Companies, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the “Company”), does hereby certify as follows:

1. That pursuant to Section 151 of the General Corporation Law of the State of Delaware (the “DGCL”) and authority granted in the Company’s Amended and Restated Certificate of Incorporation, as amended, the Company’s Board of Directors (the “Board”) duly adopted a resolution designating a series of 1,470,000 shares of Series C Participating Cumulative Preferred Stock of the Company (the “Series C Participating Cumulative Preferred Stock”) and established the voting and other powers, preferences and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof; and on March 20, 2020, the Company filed a Certificate of Designations of Series C Participating Cumulative Preferred Stock (the “Certificate of Designation”) in the office of the Secretary of State of the State of Delaware.

2. That none of the authorized shares of the Series C Participating Cumulative Preferred Stock are outstanding, and none will be issued subject to the Certificate of Designation.

3. That pursuant to Section 151(g) of the DGCL, the Board adopted the following resolutions respecting the Series C Participating Cumulative Preferred Stock, which resolutions have not been amended or rescinded:

**WHEREAS** at a meeting held on March 19, 2020, the Board duly adopted a resolution designating a series of 1,470,000 shares of Series C Participating Cumulative Preferred Stock (the “Series C Participating Cumulative Preferred Stock”); and

**WHEREAS** a Certificate of Designations of Series C Participating Cumulative Preferred Stock was filed in the office of the Secretary of State of the State of Delaware on March 20, 2020 (the “Certificate of Designation”); and

**WHEREAS** the Board deems it advisable and in the best interest of The Williams Companies, Inc. (the “Company”) and its stockholders to eliminate the Series C Participating Cumulative Preferred Stock.

**NOW, THEREFORE, IT IS HEREBY RESOLVED**, that none of the authorized shares of Series C Participating Cumulative Preferred Stock are outstanding, and none will be issued subject to the Certificate of Designation; and

---

**FURTHER RESOLVED** that the officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to take any and all actions as such officer deems necessary and appropriate to eliminate the Series C Participating Cumulative Preferred Stock, including to execute and file, or cause to be executed and filed, a Certificate of Elimination of the Series C Participating Cumulative Preferred Stock with the Secretary of State of the State of Delaware; and

**FURTHER RESOLVED** that when the Certificate of Elimination becomes effective, it shall have the effect of eliminating from the Amended and Restated Certificate of Incorporation, as amended, of the Company all matters set forth in the Certificate of Designation with respect to the Series C Participating Cumulative Preferred Stock, and all of the shares that were designated as Series C Participating Cumulative Preferred Stock shall be returned to the status of preferred shares of the Company, without designation as to series.

4. That in accordance with Section 151(g) of the DGCL, all matters set forth in the previously filed Certificate of Designation with respect to the Series C Participating Cumulative Preferred Stock are hereby eliminated from the Amended and Restated Certificate of Incorporation, as amended, of the Company.

*[Signature Page Follows]*

IN WITNESS WHEREOF, The Williams Companies, Inc. has caused this Certificate to be signed by its duly authorized officer this 2nd day of February, 2022.

**The Williams Companies, Inc.**

By: /s/ Robert E. Riley, Jr.  
Name: Robert E. Riley, Jr.  
Title: Corporate Secretary

# News Release

Williams (NYSE: WMB)  
One Williams Center  
Tulsa, OK 74172  
800-Williams  
www.williams.com



**DATE:** Thursday, Feb. 3, 2022

**MEDIA:**

media@williams.com  
800-945-8723

**INVESTOR CONTACT:**

Danilo Juvane  
918-573-5075

Grace Scott  
918-573-1092

**Williams Appoints Richard Muncrief and Jesse Tyson to Board of Directors**

TULSA, Okla. – Williams (NYSE: WMB) today announced that its Board of Directors has appointed Richard E. Muncrief and Jesse J. Tyson as independent directors on the Board, effective March 1, 2022.

Mr. Muncrief brings more than 40 years of experience in energy, primarily from the upstream sector. He is currently president and chief executive officer of Devon Energy, having previously served as chief executive officer and chairman of the board of WPX Energy before its merger with Devon in 2021. Prior to joining WPX, he was senior vice president, operations and resource development of Continental Resources, Inc. At Williams, Mr. Muncrief will serve as a member of the Board's Compensation and Management Committee and the Environmental, Health and Safety Committee.

Mr. Tyson built a 35-year global career with ExxonMobil that included leadership roles in marketing, logistics, safety and operations. After retiring from ExxonMobil, he became president and chief executive officer of the National Black MBA Association from 2012 to 2018. As head of the largest association of MBA graduates in the U.S., Mr. Tyson was responsible for leading the strategic development of corporate and university partnerships to connect members with career matches and graduate school opportunities. At Williams, Mr. Tyson will serve as a member of the Audit Committee and the Sustainability Committee.

"We are extremely pleased to add Richard and Jesse to the Board as we continue to increase bench strength with regard to strategic decision making and corporate governance for the long-term benefit of shareholders," said Stephen W. Bergstrom, chairman of the Williams Board of Directors. "We believe these two gentlemen bring uniquely diverse skill sets and experiences that will advance our position as a leader in the clean energy economy and help us cultivate an increasingly diverse and inclusive workforce."

With the appointment of Mr. Muncrief and Mr. Tyson, the Williams Board of Directors consists of 14 members, 13 of whom are independent.

**About Richard Muncrief**

Mr. Muncrief currently serves as president and chief executive officer of Devon Energy. He previously served as chief executive officer and chairman of the board of WPX Energy, which merged with Devon in 2021. Prior to joining WPX, he served as senior vice president, operations and resource development of Continental Resources, Inc. Muncrief was earlier served in business management positions at Resource Production Company, Quest Midstream Partners, LP., ConocoPhillips and its predecessor companies, Burlington Resources, Meridian Oil and El Paso Exploration. Muncrief holds a Bachelor of Science degree in petroleum engineering technology from Oklahoma State University, where he has also been recognized as a distinguished alumnus and is a member of the College of Engineering, Architecture & Technology Hall of Fame. He serves on the board of directors and the executive committee of the American Petroleum Institute. He is a past chairman and currently serves on the board of directors and the executive committee of the American Exploration & Production Council. Muncrief also serves on the national advisory board of the Gilcrease Museum.

---

### **About Jesse Tyson**

Mr. Tyson built a 35-year global career with ExxonMobil that included marketing, logistics, safety, operations, order-to-cash and financial stewardship. His career with the world's largest energy corporation centered on sales strategy and operations, regional energy policy, leading road transportation, as well as safety and efficiency. Upon retirement from ExxonMobil in 2011, he became president and chief executive officer of the National Black MBA Association (2013-2019), the largest association of MBA graduates in the U.S. Tyson graduated with honors from Lane College where the U.S. Department of State awarded him a scholarship to study the economic impact of the drought in Senegal, West Africa. He earned an MBA from Ohio State University and later attended the Brookings Institution and the International Institute for Management Development Business School in Lausanne, Switzerland.

### **About Williams**

Williams (NYSE: WMB) is committed to being the leader in providing infrastructure that safely delivers natural gas products to reliably fuel the clean energy economy. Headquartered in Tulsa, Oklahoma, Williams is an industry-leading, investment grade C-Corp with operations across the natural gas value chain including gathering, processing, interstate transportation and storage of natural gas and natural gas liquids. With major positions in top U.S. supply basins, Williams connects the best supplies with the growing demand for clean energy. Williams owns and operates more than 30,000 miles of pipelines system wide – including Transco, the nation's largest volume and fastest growing pipeline – and handles approximately 30 percent of the natural gas in the United States that is used every day for clean-power generation, heating and industrial use.

###