

ENERGEN CORP
Form SC 13D/A
November 30, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 23)*

ENERGEN CORPORATION
(Name of Issuer)
COMMON STOCK, \$0.01 PAR VALUE
(Title of Class of Securities)
29265N108
(CUSIP Number)
Keith Meister
Patrick J. Dooley, Esq.
Corvex Management LP
667 Madison Avenue
New York, NY 10065
(212) 474-6700
COPIES TO:
Jeffrey L. Kochian
Akin Gump Strauss Hauer & Feld LLP
One Bryant Park
New York, NY 10036
(212) 872-8069
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)
November 27, 2018
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to *the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 29265N108

1. Name of Reporting Person:
CORVEX MANAGEMENT LP
2. Check the Appropriate Box if a Member of a Group (See Instructions):
(a) (b)
3. SEC Use Only:
4. Source of Funds (See Instructions):
AF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):
6. Citizenship or Place of Organization:
DELAWARE
7. Sole Voting Power:
Number of Shares Beneficially Owned by Each Reporting Person With 0
8. Shared Voting Power:
0
9. Sole Dispositive Power:
0
10. Shared Dispositive Power:
0
11. Aggregate Amount Beneficially Owned by Each Reporting Person:
0
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
13. Percent of Class Represented by Amount in Row (11):
0%
14. Type of Reporting Person (See Instructions):

PN, IA

CUSIP No. 29265N108

1. Name of Reporting Person:
KEITH MEISTER
2. Check the Appropriate Box if a Member of a Group (See Instructions):
(a) (b)
3. SEC Use Only:
4. Source of Funds (See Instructions):
AF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):
6. Citizenship or Place of Organization:
United States
- | | | |
|--------------|-----|---------------------------|
| | 7. | Sole Voting Power: |
| Number of | | 0 |
| Shares | | Shared Voting Power: |
| Beneficially | 8. | 0 |
| Owned by | | Sole Dispositive Power: |
| Each | | 0 |
| Reporting | 9. | Shared Dispositive Power: |
| Person | | 0 |
| With | 10. | 0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person:
0
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
13. Percent of Class Represented by Amount in Row (11):
0%
14. Type of Reporting Person (See Instructions):

IN, HC

This Amendment No. 23 supplements the information set forth in the Schedule 13D filed by Corvex Management LP and Keith Meister with the United States Securities and Exchange Commission (the "SEC") on May 31, 2017, as previously amended (the "Schedule 13D"), relating to the shares of common stock, par value \$0.01 per share (the "Shares"), of Energen Corporation, an Alabama corporation (the "Issuer"). Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Schedule 13D.

The information set forth in response to each separate Item below shall be deemed to be a response to all Items where such information is relevant. The Schedule 13D is supplementally amended as follows.

Item 4. Purpose of Transaction

On November 29, 2018, the transactions pursuant to the Agreement and Plan of Merger by and among the Issuer, Diamondback Energy, Inc. ("Diamondback") and Sidewinder Merger Sub Inc., a wholly owned subsidiary of Diamondback ("Merger Sub"), closed and (1) Merger Sub was merged with and into the Issuer (the "Merger"), with the Issuer surviving and continuing as the surviving corporation in the Merger, and, (2) at the effective time of the Merger, each outstanding Share (other than Shares held in treasury by the Issuer, Shares owned by Diamondback or Merger Sub or Shares with respect to which dissenters' rights that were validly exercised in accordance with Alabama law) was converted into the right to receive 0.6442 of a share of common stock of Diamondback, plus cash in lieu of any fractional shares that otherwise would have been issued (the "Merger Consideration"). The Reporting Persons no longer beneficially own any Shares as the Shares beneficially owned by the Reporting Persons were converted into the right to receive the Merger Consideration.

Item 5. Interest in Securities of the Issuer

(a)-(b) The Reporting Persons no longer beneficially own any Shares.

(c) Except as set forth herein or disclosed elsewhere in this Schedule 13D, there have been no transactions in the Shares during the sixty days prior to the date hereof by any of the Reporting Persons.

(d) The limited partners of (or investors in) each of the private investment funds for which Corvex or its affiliates acts as general partner and/or investment adviser have the right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares held for the accounts of their respective funds in accordance with their respective limited partnership interests (or investment percentages) in their respective funds.

(e) On November 27, 2018, the Reporting Persons ceased to be the beneficial owners of more than 5% of the Issuer's Shares.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 29, 2018

CORVEX MANAGEMENT LP

By: /s/ Keith Meister
Keith Meister
Managing Partner

KEITH MEISTER

By: /s/ Keith Meister
Keith Meister