

**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): August 28, 2017

The Williams Companies, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-04174
(Commission
File Number)

73-0569878
(I.R.S. Employer
Identification No.)

One Williams Center, Tulsa, Oklahoma
(Address of Principal Executive Offices)

74172
(Zip Code)

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

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

Williams Partners L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-34831
(Commission
File Number)

20-2485124
(I.R.S. Employer
Identification No.)

One Williams Center, Tulsa, Oklahoma
(Address of Principal Executive Offices)

74172
(Zip Code)

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

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On August 28, 2017, The Williams Companies, Inc. (“Williams”) announced that John D. Chandler has been named Senior Vice President and Chief Financial Officer of Williams and WPZ GP LLC, the general partner of Williams Partners L.P. (“WPZ”), effective September 5, 2017. Mr. Chandler, age 47, has over 20 years of energy finance and leadership experience, most recently serving as Senior Vice President and Chief Financial Officer of Magellan GP, LLC, the general partner of Magellan Midstream Partners, LP from 2009 until his retirement in March 2014. From 2003 until 2009, he served as Senior Vice President and Chief Financial Officer for the general partner of Magellan Midstream Holdings, L.P. From 1992 until 2002, Mr. Chandler held various accounting and finance roles within Williams and MAPCO Inc., prior to its acquisition by Williams.

In connection with his appointment, Mr. Chandler will receive an annual base salary of \$525,000 and will be eligible for an award under the Williams annual incentive plan (“AIP Plan”), at a target of 80% of his annual base salary. Actual bonus payments under the AIP Plan will be made at the discretion of Williams’ Compensation and Management Development Committee, and generally will be based upon performance as compared to stated objectives and certain other factors as may be determined from time to time. Mr. Chandler will also be eligible for long-term incentive awards under Williams’ 2007 Long-Term Incentive Plan (“LTI Plan”) at an annual equity target of \$1,700,000 through a combination of performance-based restricted stock units, time-based restricted stock units, and stock options. Actual awards under the LTI Plan will be made at the discretion of the Compensation and Management Development Committee and are generally based on corporate and individual performance. Mr. Chandler will also receive an initial off-cycle equity award of \$500,000 to be paid in time-based restricted stock units. In addition, Mr. Chandler will be eligible to participate in certain other benefits on the same terms and conditions as other Williams executives, and will be eligible to enter into a Change in Control Severance Agreement for Tier One executives.

There are no arrangements or understandings between Mr. Chandler and any other person pursuant to which he was selected as an officer. There are no existing relationships between Mr. Chandler, Williams, WPZ or any of their respective subsidiaries that would require disclosure pursuant to Item 404(a) of Regulation S-K or any familial relationship that would require disclosure under Item 401(d) of Regulation S-K.

As previously announced, Donald R. Chappel continues to target a retirement date of late 2017, after a transition of responsibilities to Mr. Chandler.

Item 7.01 Regulation FD Disclosure.

On August 28, 2017, Williams issued a press release related to the above matter. A copy of this press release is furnished and attached as Exhibit 99.1 hereto and is incorporated herein by reference.

The information furnished is not deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, is not subject to the liabilities of that section and is not deemed incorporated by reference in any filing under the Securities Act.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release dated August 28, 2017.

SIGNATURE

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 thereunto duly authorized.

THE WILLIAMS COMPANIES, INC.

By: /s/ Joshua H. De Rienzi
Joshua H. De Rienzi
Vice President and Corporate Secretary

WILLIAMS PARTNERS L.P.

By: WPZ GP LLC, its General Partner
By: /s/ Joshua H. De Rienzi
Joshua H. De Rienzi
Vice President and Secretary

DATED: August 28, 2017

EXHIBIT INDEX

**Exhibit
No.**

Description

99.1 Press release dated August 28, 2017.

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



News Release

DATE: Aug. 28, 2017

MEDIA CONTACT:

Keith Isbell
(918) 573-7308

INVESTOR CONTACT:

Brett Krieg
(918) 573-4614

Williams Appoints John D. Chandler as Senior Vice President and Chief Financial Officer

TULSA, Okla. – The Williams Companies, Inc. (NYSE: WMB) (“Williams”) today announced that John D. Chandler has been appointed senior vice president and chief financial officer, effective Sept. 5, 2017. Mr. Chandler will replace Don Chappel, who announced his planned retirement from Williams earlier this year.

Until 2014, Mr. Chandler served as chief financial officer of Magellan Midstream Partners, L.P. (NYSE: MMP) beginning that role in 2002 in advance of Magellan’s spinoff from Williams in 2003. Mr. Chandler was an integral part of Magellan’s strategy development and ultimate performance. In his time at Magellan, he oversaw all financial aspects for the company as it grew from an enterprise value of approximately \$1.5 billion to more than \$18 billion. During his tenure, Magellan also improved from a non-investment grade MLP to the highest investment-grade MLP in the sector. Prior to his role at Magellan, Mr. Chandler served in various financial roles at MAPCO, Inc. and at Williams following MAPCO’s acquisition by Williams in 1998.

“John is a deeply experienced chief financial officer who is well-known in the energy markets and within Williams,” said Alan Armstrong, Williams’ president and chief executive officer. “He brings a proven track record of financial leadership and delivering shareholder value, and I’m looking forward to his contributions to the Williams team.”

Mr. Armstrong continued: “As Williams focuses on delivering predictable, low-risk growth from its unique position between growing natural gas demand markets and the best supply areas in the U.S., I’m confident John will immediately contribute to the ongoing success of our natural gas-focused business strategy.”

Mr. Chandler stated: “I’m honored to be joining Williams at such an exciting time. The Williams Board of Directors, its leadership team and all of its employees are focused on delivering exceptional financial performance and shareholder value, and I look forward to sharing the Williams’ growth story with our investors and the financial community.”

Mr. Armstrong also expressed appreciation for Mr. Chappel’s significant contributions to the company throughout Mr. Chappel’s Williams tenure that began in 2003.

“Don has played a critical role here at Williams and has earned the trust and confidence of our investors,” Armstrong said. “I want to personally thank him for his service to this great organization, for his valuable counsel and for his financial leadership.”

About John Chandler

Mr. Chandler graduated Magna Cum Laude in 1992 from the University of Tulsa with a Bachelor's degree in Business Administration, majoring in both accounting and finance. He began his career at MAPCO, Inc. in Tulsa in 1992. Following Williams' acquisition of MAPCO, he served in strategic planning and development leadership roles before assuming the chief financial officer role at Magellan in 2002. Since 2013, he's been an active member of several energy industry Boards of Directors, including USA Compression Partners (NYSE: USAC), Cone Midstream Partners (NYSE: CNNX), Green Plains Partners (NYSE: GPP), and Matrix Services Company (NASDAQ: MTRX).

About Williams & Williams Partners

Williams (NYSE: WMB) is a premier provider of large-scale infrastructure connecting U.S. natural gas and natural gas products to growing demand for cleaner fuel and feedstocks. Headquartered in Tulsa, Okla., Williams owns approximately 74 percent of Williams Partners L.P. (NYSE: WPZ). Williams Partners is an industry-leading, large-cap master limited partnership with operations across the natural gas value chain including gathering, processing and interstate transportation of natural gas and natural gas liquids. With major positions in top U.S. supply basins, Williams Partners owns and operates more than 33,000 miles of pipelines system wide – including the nation's largest volume and fastest growing pipeline – providing natural gas for clean-power generation, heating and industrial use. Williams Partners' operations touch approximately 30 percent of U.S. natural gas. www.williams.com

Portions of this document may constitute “forward-looking statements” as defined by federal law. Although the company believes any such statements are based on reasonable assumptions, there is no assurance that actual outcomes will not be materially different. Any such statements are made in reliance on the “safe harbor” protections provided under the Private Securities Reform Act of 1995. Additional information about issues that could lead to material changes in performance is contained in the company's annual and quarterly reports filed with the Securities and Exchange Commission.

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