

# SECURITIES AND EXCHANGE COMMISSION

## FORM DEFA14A

Additional definitive proxy soliciting materials and Rule 14(a)(12) material

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### FILER

#### **ATMOS ENERGY CORP**

CIK: **731802** | IRS No.: **751743247** | State of Incorpor.: **TX** | Fiscal Year End: **0930**  
Type: **DEFA14A** | Act: **34** | File No.: **001-10042** | Film No.: **94500613**  
SIC: **4924** Natural gas distribution

Business Address  
*1800 THREE LINCOLN CTR  
5430 LBJ FREEWAY  
DALLAS TX 75240  
2149349227*

SCHEDULE DEF14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities and Exchange Act of 1934

Filed by the Registrant    
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to (S)240.14a-11(c) or (S)240.14a-12

ATMOS ENERGY CORPORATION  
(Name of Registrant as Specified In Its Charter)

ATMOS ENERGY CORPORATION  
(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

- \$125 per Exchange Act Rules 0-11(c)(1)(ii), 14a-6(i)(1), or 14a-6(j)(2).  
 \$500 per each party to the controversy pursuant to Exchange Act Rule 14a-6(i)(3).  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- (1) Title of each class of securities to which transaction applies: \_\_\_\_\_  
(2) Aggregate number of securities to which transaction applies: \_\_\_\_\_  
(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:/1/ \_\_\_\_\_  
(4) Proposed maximum aggregate value of transaction: \_\_\_\_\_

/1/ Set forth the amount on which the filing fee is calculated and state how it was determined.

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- (1) Amount Previously Paid: \$125.00  
(2) Form, Schedule or Registration Statement No.: 14A  
(3) Filing Party: ATMOS ENERGY CORPORATION  
(4) Date Filed: 12/27/93

January 7, 1994

TO THE SHAREHOLDERS OF ATMOS ENERGY CORPORATION:

Recently, you received a copy of the Company's Proxy Statement dated December 27, 1993 relating to the Annual Meeting of Shareholders to be held on February 9, 1994. Since the mailing of the Proxy Statement, we have found an error in footnote (c) to the Summary Compensation Table on page 8 of the Proxy Statement, which footnote lists the number and value of the aggregate restricted stock holdings at the end of the last fiscal year for each of the executive officers listed in the Summary Compensation Table. The number and value of such restricted stock holdings in the footnote were incorrectly stated for some of the executive officers. Consequently, we are providing to you another copy of the Summary Compensation Table which contains the corrected footnote (c). No other changes have been made to the Table.

We apologize for any inconvenience this error may have caused. If you have any questions, please contact the Company's Shareholder Relations Department at 1-800-38-ATMOS.

Sincerely,

/s/ Glen Blanscet

Glen Blanscet  
Assistant General Counsel and  
Corporate Secretary

Summary Compensation Table. The following table sets forth the compensation paid by the Company for each of the Company's last three completed fiscal years to Mr. Vaughan and to the Company's four most highly compensated executive officers other than Mr. Vaughan.

## SUMMARY COMPENSATION TABLE

<TABLE>  
<CAPTION>

NAME AND PRINCIPAL POSITION	YEAR	ANNUAL COMPENSATION			LONG TERM COMPENSATION	
		SALARY (\$)	BONUS (\$)	OTHER ANNUAL COMPENSATION (A) (\$)	RESTRICTED STOCK AWARDS (B) (\$)	ALL OTHER COMPENSATION (C) (\$)
Charles K. Vaughan..... Chairman of the Board and Chief Executive Officer	1993	374,690	401,400	--	0	17,394 (e)
	1992	347,625	178,000		420,000	
Ronald L. Fancher(f).... President and Chief Operating Officer	1993	145,833	225,000	94,963 (g)	246,250	13,500 (h)
James F. Purser ..... Executive Vice President	1993	186,219	190,700	--	0	7,449 (i)
	1992	173,650	64,900		42,000	

and Chief Financial Officer	1991	156,000	38,400		59,500	
Robert F. Stephens.....	1993	207,642	166,100	--	23,125	8,306(i)
Executive Vice President	1992	194,150	56,400		37,800	
	1991	177,625	43,300		0	
Jerry D. Knierim(j)....	1993	170,819	83,500	28,013(k)	0	6,833(i)
Executive Vice President	1992	156,613	58,700		73,500	
	1991	139,750	34,300		163,200	

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- (a) Bonuses were actually paid after the end of the fiscal year in which they are reported. Because their payment relates to services rendered in the fiscal year prior to payment, the Company has consistently reported bonus payments in such prior fiscal year.
- (b) In accordance with the transitional provisions applicable to the revised rules on executive officer and director compensation adopted by the Securities and Exchange Commission, amounts of Other Annual Compensation are excluded for the Company's 1991 and 1992 fiscal years.
- (c) The number and value of the aggregate restricted stock holdings at the end of the last fiscal year for each of the executives listed above are as follows: Charles K. Vaughan, 72,625 shares with a value of \$2,215,063; Ronald L. Fancher, 10,000 shares with a value of \$305,000; James F. Purser, 15,875 shares with a value of \$484,188; Robert F. Stephens, 14,275 shares with a value of \$435,388; and Jerry D. Knierim, 19,250 shares with a value of \$587,125. Dividends are paid on the restricted stock reported in the Table at the same rate as paid on all of the Company's Common Stock.
- (d) In accordance with the transitional provisions applicable to the revised rules on executive officer and director compensation disclosure adopted by the Securities and Exchange Commission, amounts of All Other Compensation are excluded for the Company's 1991 and 1992 fiscal years.
- (e) The total of All Other Compensation paid to Mr. Vaughan during the last fiscal year consists of Company matching contributions made pursuant to the Company's Employee Stock Ownership Plan in the amount of \$8,994 and director fees in the amount of \$8,400.
- (f) Mr. Fancher was employed by the Company on March 1, 1993.
- (g) Other Annual Compensation paid to Mr. Fancher during the last fiscal year includes payments made by the Company in accordance with its relocation plan in the amount of \$46,523 and the purchase by the Company of a country club membership in the amount of \$25,703.
- (h) This amount is the amount of director fees paid to Mr. Fancher during the last fiscal year prior to his resignation from the Board on March 1, 1993.
- (i) This amount reflects the amount of Company matching contributions made during the last fiscal year to the named executive officer's account pursuant to the Company's Employee Stock Ownership Plan.
- (j) Mr. Knierim retired on December 1, 1993.
- (k) Other Annual Compensation paid to Mr. Knierim during the last fiscal year includes a car allowance in the amount of \$12,600.