

Edgar Filing: SOUTHWESTERN ENERGY CO - Form SC 13G

SOUTHWESTERN ENERGY CO  
Form SC 13G  
January 21, 2016

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

---

Schedule 13G

---

INFORMATION TO BE INCLUDED IN STATEMENTS PURSUANT TO RULES 13d-1(b), (c)  
AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2  
UNDER THE SECURITIES EXCHANGE ACT OF 1934\*

Southwestern Energy Company  
(Name of Issuer)

Common Stock, Par Value \$0.01  
(Title of Class of Securities)

845467109  
(CUSIP Number)

January 11, 2016  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

---

\* 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 the disclosures provided in a prior cover page.

The information required in 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).

Schedule 13G

PAGE 2 of 20

CUSIP No. 845467109

---

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Viking Global Investors LP

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

Edgar Filing: SOUTHWESTERN ENERGY CO - Form SC 13G

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 35,515,793

---

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
35,515,793

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
35,515,793

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

---

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
9.2%

---

(12) TYPE OF REPORTING PERSON  
PN

---

Schedule 13G

PAGE 3 of 20

CUSIP No. 845467109

---

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Viking Global Performance LLC

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [x]

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

Edgar Filing: SOUTHWESTERN ENERGY CO - Form SC 13G

BENEFICIALLY (6) SHARED VOTING POWER  
24,309,235  
OWNED BY \_\_\_\_\_  
EACH (7) SOLE DISPOSITIVE POWER  
0  
REPORTING \_\_\_\_\_  
PERSON WITH (8) SHARED DISPOSITIVE POWER  
24,309,235  
\_\_\_\_\_  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
24,309,235  
\_\_\_\_\_  
(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]  
\_\_\_\_\_  
(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
6.3%  
\_\_\_\_\_  
(12) TYPE OF REPORTING PERSON  
OO  
\_\_\_\_\_

Schedule 13G

PAGE 4 of 20

CUSIP No. 845467109

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Viking Global Equities LP  
\_\_\_\_\_  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [x]  
\_\_\_\_\_  
(3) SEC USE ONLY  
\_\_\_\_\_  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
\_\_\_\_\_

NUMBER OF (5) SOLE VOTING POWER  
0  
SHARES \_\_\_\_\_  
BENEFICIALLY (6) SHARED VOTING POWER  
8,289,452  
OWNED BY \_\_\_\_\_  
EACH (7) SOLE DISPOSITIVE POWER  
0  
REPORTING \_\_\_\_\_  
PERSON WITH (8) SHARED DISPOSITIVE POWER  
8,289,452  
\_\_\_\_\_

Edgar Filing: SOUTHWESTERN ENERGY CO - Form SC 13G

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
8,289,452

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
2.2%

(12) TYPE OF REPORTING PERSON  
PN

Schedule 13G

PAGE 5 of 20

CUSIP No. 845467109

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Viking Global Equities II LP

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [x]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 486,184

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
486,184

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
486,184

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
0.1%

Edgar Filing: SOUTHWESTERN ENERGY CO - Form SC 13G

(12) TYPE OF REPORTING PERSON  
PN

Schedule 13G

PAGE 6 of 20

CUSIP No. 845467109

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
VGE III Portfolio Ltd.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 15,533,599

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
15,533,599

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
15,533,599

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
4.0%

(12) TYPE OF REPORTING PERSON  
CO

Schedule 13G

PAGE 7 of 20

CUSIP No. 845467109

(1) NAME OF REPORTING PERSON

Edgar Filing: SOUTHWESTERN ENERGY CO - Form SC 13G

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Viking Long Fund GP LLC

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [x]

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 8,605,463

---

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
8,605,463

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
8,605,463

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

---

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
2.2%

---

(12) TYPE OF REPORTING PERSON  
OO

---

Schedule 13G

PAGE 8 of 20

CUSIP No. 845467109

---

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Viking Long Fund Master Ltd.

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [x]

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Edgar Filing: SOUTHWESTERN ENERGY CO - Form SC 13G

Cayman Islands

---

NUMBER OF SHARES	(5)	SOLE VOTING POWER 0
---------------------	-----	------------------------

---

BENEFICIALLY OWNED BY	(6)	SHARED VOTING POWER 8,605,463
--------------------------	-----	----------------------------------

---

EACH REPORTING PERSON WITH	(7)	SOLE DISPOSITIVE POWER 0
----------------------------------	-----	-----------------------------

---

	(8)	SHARED DISPOSITIVE POWER 8,605,463
--	-----	---------------------------------------

---

(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,605,463	
-----	--	--

---

(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	[ ]
------	---	-----

---

(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.2%	
------	--	--

---

(12)	TYPE OF REPORTING PERSON CO	
------	--------------------------------	--

---

Schedule 13G

PAGE 9 of 20

CUSIP No. 845467109

---

(1)	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Viking Global Opportunities GP LLC	
-----	---	--

---

(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [ ] (b) [x]
-----	--	--------------------

---

(3)	SEC USE ONLY	
-----	--------------	--

---

(4)	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
-----	--	--

---

---

NUMBER OF SHARES	(5)	SOLE VOTING POWER 0
---------------------	-----	------------------------

---

BENEFICIALLY OWNED BY	(6)	SHARED VOTING POWER 2,601,095
--------------------------	-----	----------------------------------

---

Edgar Filing: SOUTHWESTERN ENERGY CO - Form SC 13G

EACH (7) SOLE DISPOSITIVE POWER  
0

REPORTING

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
2,601,095

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
2,601,095

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

---

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
0.7%

---

(12) TYPE OF REPORTING PERSON  
OO

---

Schedule 13G

PAGE 10 of 20

CUSIP No. 845467109

---

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Viking Global Opportunities Portfolio GP LLC

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [x]

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

NUMBER OF (5) SOLE VOTING POWER  
0

SHARES

---

BENEFICIALLY (6) SHARED VOTING POWER  
2,601,095

OWNED BY

---

EACH (7) SOLE DISPOSITIVE POWER  
0

REPORTING

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
2,601,095

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
2,601,095

---



Edgar Filing: SOUTHWESTERN ENERGY CO - Form SC 13G

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

---

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
0.7%

---

(12) TYPE OF REPORTING PERSON  
OO

---

Schedule 13G

PAGE 11 of 20

CUSIP No. 845467109

---

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Viking Global Opportunities Liquid Portfolio Sub-Master LP

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [x]

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 2,601,095

---

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
2,601,095

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
2,601,095

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

---

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
0.7%

---

(12) TYPE OF REPORTING PERSON  
PN

---

Edgar Filing: SOUTHWESTERN ENERGY CO - Form SC 13G

Schedule 13G

PAGE 12 of 20

CUSIP No. 845467109

---

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
O. Andreas Halvorsen

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [x]

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Norway

---

NUMBER OF SHARES	(5) SOLE VOTING POWER 0
BENEFICIALLY OWNED BY	(6) SHARED VOTING POWER 35,515,793
EACH REPORTING PERSON WITH	(7) SOLE DISPOSITIVE POWER 0
	(8) SHARED DISPOSITIVE POWER 35,515,793

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
35,515,793

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

---

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
9.2%

---

(12) TYPE OF REPORTING PERSON  
IN

---

Schedule 13G

PAGE 13 of 20

CUSIP No. 845467109

---

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
David C. Ott

---

Edgar Filing: SOUTHWESTERN ENERGY CO - Form SC 13G

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]  
(b) [x]

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 35,515,793

---

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
35,515,793

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
35,515,793

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

---

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
9.2%

---

(12) TYPE OF REPORTING PERSON  
IN

---

Schedule 13G

PAGE 14 of 20

CUSIP No. 845467109

---

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Daniel S. Sundheim

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]  
(b) [x]

---

(3) SEC USE ONLY

---

Edgar Filing: SOUTHWESTERN ENERGY CO - Form SC 13G

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 35,515,793

---

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
35,515,793

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
35,515,793

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

---

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
9.2%

---

(12) TYPE OF REPORTING PERSON  
IN

---

Schedule 13G

PAGE 15 of 20

CUSIP No. 845467109

ITEM 1(a). NAME OF ISSUER:  
Southwestern Energy Company

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:  
10000 Energy Drive  
Spring, Texas 77389

ITEM 2(a). NAME OF PERSON FILING:  
Viking Global Investors LP ("VGI"),  
Viking Global Performance LLC ("VGP"),  
Viking Global Equities LP ("VGE"),  
Viking Global Equities II LP ("VGEII"),  
VGE III Portfolio Ltd. ("VGEIII"),  
Viking Long Fund GP LLC ("VLFGP"),  
Viking Long Fund Master Ltd. ("VLFM"),  
Viking Global Opportunities GP LLC ("Opportunities GP"),  
Viking Global Opportunities Portfolio GP LLC  
("Opportunities Portfolio GP"),  
Viking Global Opportunities Liquid Portfolio Sub-Master LP  
("Opportunities Fund"),  
O. Andreas Halvorsen, David C. Ott and

## Edgar Filing: SOUTHWESTERN ENERGY CO - Form SC 13G

Daniel S. Sundheim (collectively, the "Reporting Persons")

- ITEM 2(b). ADDRESS OF PRINCIPAL OFFICE OR, IF NONE, RESIDENCE:  
The business address of each of the Reporting Persons is  
55 Railroad Avenue, Greenwich, Connecticut 06830.
- ITEM 2(c). CITIZENSHIP:  
VGI, VGE and VGEII are Delaware limited partnerships;  
VGEIII and VLFM are Cayman Islands exempted companies;  
VGP, VLFGP, Opportunities GP and Opportunities Portfolio GP  
are Delaware limited liability companies; and Opportunities Fund  
is a Cayman Islands exempted limited partnership.  
O. Andreas Halvorsen is a citizen of Norway.  
David C. Ott and Daniel S. Sundheim are citizens of  
the United States.
- ITEM 2(d). TITLE OF CLASS OF SECURITIES:  
Common Stock, Par Value \$0.01 ("Common Stock")
- ITEM 2(e). CUSIP NUMBER: 845467109
- ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO 13d-1(b) OR 13d-2(b) OR (c),  
CHECK WHETHER THE PERSON FILING IS A:
- (a)  Broker or dealer registered under Section 15 of the  
Act
  - (b)  Bank as defined in Section 3(a)(6) of the Act
  - (c)  Insurance Company as defined in Section 3(a)(19) of  
the Act
  - (d)  Investment Company registered under Section 8 of the  
Investment Company Act of 1940
  - (e)  Investment Adviser registered under Section 203 of the  
Investment Advisers Act of 1940: see Rule 13d-  
1(b)(1)(ii)(E)
  - (f)  Employee Benefit Plan, Pension Fund which is subject  
to the provisions of the Employee Retirement Income  
Security Act of 1974 or Endowment Fund; see Rule 13d-  
1(b)(1)(ii)(F)
- Schedule 13G PAGE 16 of 20
- CUSIP No. 845467109
- (g)  Parent Holding Company, in accordance with Rule 13d-  
1(b)(ii)(G)
  - (h)  Savings Associations as defined in Section 3(b) of the  
Federal Deposit Insurance Act
  - (i)  Church Plan that is excluded from the definition of an  
investment company under Section 3(c)(14) of the  
Investment Company Act of 1940
  - (j)  A non-U.S. institution in accordance with  
Rule 240.13d-1(b)(1)(ii)(J)

## Edgar Filing: SOUTHWESTERN ENERGY CO - Form SC 13G

- (k) [ ] Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).  
If filing as a non-U.S. institution in accordance with  
Rule 240.13d-1(b)(1)(ii)(J), please specify  
the type of institution:

### ITEM 4. OWNERSHIP.

#### A. VGI

- (a) Amount beneficially owned: 35,515,793  
(b) Percent of class: 9.2%  
The percentages used herein and in this Item 4 are calculated based upon the Company's Form 10-Q for the quarterly period ended September 30, 2015 filed on October 22, 2015, which states that as of October 20, 2015 there were 384,478,569 shares of Common Stock outstanding.
- (c) Number of shares as to which such person has:
- (i) sole power to vote or to direct the vote  
0
  - (ii) shared power to vote or to direct the vote  
35,515,793
  - (iii) sole power to dispose or to direct the disposition  
of 0
  - (iv) shared power to dispose or to direct the disposition  
of 35,515,793

VGI provides managerial services to VGE, VGEII, VGEIII, VLFM and Opportunities Fund. VGI has the authority to dispose of and vote the shares of Common Stock.

Based on Rule 13d-3 of the Securities Exchange Act of 1934, as amended (the "Act"), VGI may be deemed to beneficially own the shares of Common Stock directly held by VGE, VGEII, VGEIII, VLFM and Opportunities Fund. VGI does not directly own any shares of Common Stock.

Schedule 13G

PAGE 17 of 20

CUSIP No. 845467109

#### B. VGP

- (a) Amount beneficially owned: 24,309,235  
(b) Percent of class: 6.3%  
(c) Number of shares as to which such person has:
- (i) sole power to vote or to direct the vote  
0
  - (ii) shared power to vote or to direct the vote  
24,309,235
  - (iii) sole power to dispose or to direct the disposition  
of 0
  - (iv) shared power to dispose or to direct the disposition  
of 24,309,235

VGP, as the general partner of VGE and VGEII, has the authority to dispose of and vote the shares of Common Stock directly owned by VGE and VGEII. VGP serves as investment manager to VGEIII and has the authority to dispose of and vote the shares of Common Stock directly owned by VGEIII. VGP does not directly own any shares of Common Stock.

## Edgar Filing: SOUTHWESTERN ENERGY CO - Form SC 13G

Based on Rule 13d-3 of the Act, VGP may be deemed to beneficially own the shares of Common Stock directly held by VGE, VGEII and VGEIII.

### C. VLFGP

- (a) Amount beneficially owned: 8,605,463
- (b) Percent of class: 2.2%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  
0
  - (ii) shared power to vote or to direct the vote  
8,605,463
  - (iii) sole power to dispose or to direct the disposition  
of 0
  - (iv) shared power to dispose or to direct the disposition  
of 8,605,463

VLFGP serves as the investment manager of VLFM and has the authority to dispose of and vote the shares of Common Stock directly owned by VLFM. VLFGP does not directly own any shares of Common Stock.

Based on Rule 13d-3 of the Act, VLFGP may be deemed to beneficially own the shares of Common Stock directly held by VLFM.

### D. Opportunities GP

- (a) Amount beneficially owned: 2,601,095
- (b) Percent of class: 0.7%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  
0
  - (ii) shared power to vote or to direct the vote  
2,601,095
  - (iii) sole power to dispose or to direct the disposition  
of 0
  - (iv) shared power to dispose or to direct the disposition  
of 2,601,095

Opportunities GP serves as the sole member of Opportunities Portfolio GP and has the authority to dispose of and vote the shares of Common Stock controlled by Opportunities Portfolio GP, which consists of the shares of Common Stock directly held by Opportunities Fund. Opportunities GP does not directly own any shares of Common Stock.

Based on Rule 13d-3 of the Act, Opportunities GP may be deemed to beneficially own the shares of Common Stock controlled by Opportunities Portfolio GP, which consists of the shares of Common Stock directly held by Opportunities Fund.

### E. Opportunities Portfolio GP

- (a) Amount beneficially owned: 2,601,095
- (b) Percent of class: 0.7%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  
0
  - (ii) shared power to vote or to direct the vote  
2,601,095
  - (iii) sole power to dispose or to direct the disposition  
of 0
  - (iv) shared power to dispose or to direct the disposition

Edgar Filing: SOUTHWESTERN ENERGY CO - Form SC 13G

of 2,601,095

Opportunities Portfolio GP serves as the general partner of Opportunities Fund and has the authority to dispose of and vote the shares of Common Stock directly owned by Opportunities Fund. Opportunities Portfolio GP does not directly own any shares of Common Stock.

Based on Rule 13d-3 of the Act, Opportunities Portfolio GP may be deemed to beneficially own the shares of Common Stock directly held by Opportunities Fund.

Schedule 13G

PAGE 18 of 20

CUSIP No. 845467109

F. VGE

- (a) Amount beneficially owned: 8,289,452
- (b) Percent of class: 2.2%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  
0
  - (ii) shared power to vote or to direct the vote  
8,289,452
  - (iii) sole power to dispose or to direct the disposition  
of 0
  - (iv) shared power to dispose or to direct the disposition  
of 8,289,452

VGE has the authority to dispose of and vote the shares of Common Stock directly owned by it, which power may be exercised by its general partner, VGP, and by VGI, an affiliate of VGP, which provides managerial services to VGE.

G. VGEII

- (a) Amount beneficially owned: 486,184
- (b) Percent of class: 0.1%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  
0
  - (ii) shared power to vote or to direct the vote  
486,184
  - (iii) sole power to dispose or to direct the disposition  
of 0
  - (iv) shared power to dispose or to direct the disposition  
of 486,184

VGEII has the authority to dispose of and vote the shares of Common Stock directly owned by it, which power may be exercised by its general partner, VGP, and by VGI, an affiliate of VGP, which provides managerial services to VGEII.

H. VGEIII

- (a) Amount beneficially owned: 15,533,599
- (b) Percent of class: 4.0%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  
0
  - (ii) shared power to vote or to direct the vote  
15,533,599
  - (iii) sole power to dispose or to direct the disposition



## Edgar Filing: SOUTHWESTERN ENERGY CO - Form SC 13G

- of 0
- (iv) shared power to dispose or to direct the disposition of 15,533,599

VGEIII has the authority to dispose of and vote the shares of Common Stock directly owned by it, which power may be exercised by its investment manager, VGP, and by VGI, an affiliate of VGP, which provides managerial services to VGEIII. Viking Global Equities III Ltd. (a Cayman Islands exempted company) invests substantially all of its assets through VGEIII.

### I. VLFM

- (a) Amount beneficially owned: 8,605,463
- (b) Percent of class: 2.2%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  
0
  - (ii) shared power to vote or to direct the vote  
8,605,463
  - (iii) sole power to dispose or to direct the disposition of 0
  - (iv) shared power to dispose or to direct the disposition of 8,605,463

VLFM has the authority to dispose of and vote the shares of Common Stock directly owned by it, which power may be exercised by its investment manager, VLFGP, and by VGI, an affiliate of VLFGP, which provides managerial services to VLFM. Viking Long Fund LP (a Delaware limited partnership) and Viking Long Fund III Ltd. (a Cayman Islands exempted company), through its investment in Viking Long Fund Intermediate LP (a Cayman Islands limited partnership), invest substantially all of their assets through VLFM.

### J. Opportunities Fund

- (a) Amount beneficially owned: 2,601,095
- (b) Percent of class: 0.7%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  
0
  - (ii) shared power to vote or to direct the vote  
2,601,095
  - (iii) sole power to dispose or to direct the disposition of 0
  - (iv) shared power to dispose or to direct the disposition of 2,601,095

Opportunities Fund has the authority to dispose of and vote the shares of Common Stock directly owned by it, which power may be exercised by its general partner, Opportunities Portfolio GP, and by VGI, an affiliate of Opportunities Portfolio GP, which provides managerial services to Opportunities Fund. Viking Global Opportunities LP (a Delaware limited partnership) and Viking Global Opportunities III LP (a Cayman Islands exempted limited partnership), through its investment in Viking Global Opportunities Intermediate LP (a Cayman Islands exempted limited partnership), invest substantially all of their assets in Viking Global Opportunities Master LP (a Cayman Islands exempted limited partnership), which in turn invests through Opportunities Fund.

Edgar Filing: SOUTHWESTERN ENERGY CO - Form SC 13G

Schedule 13G

PAGE 19 of 20

CUSIP No. 845467109

- K. O. Andreas Halvorsen, David C. Ott and Daniel S. Sundheim
- (a) Amount beneficially owned: 35,515,793
  - (b) Percent of class: 9.2%
  - (c) Number of shares as to which such person has:
    - (i) sole power to vote or to direct the vote  
0
    - (ii) shared power to vote or to direct the vote  
35,515,793
    - (iii) sole power to dispose or to direct the disposition  
of 0
    - (iv) shared power to dispose or to direct the disposition  
of 35,515,793

Messrs. Halvorsen, Ott and Sundheim, as Executive Committee Members of VGI, VGP, VLFGP and Opportunities GP, have shared authority to dispose of and vote the shares of Common Stock beneficially owned by VGI, VGP, VLFGP and Opportunities GP. None of Messrs. Halvorsen, Ott and Sundheim directly owns any shares of Common Stock.

Based on Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Common Stock directly held by VGE, VGE II, VGEIII, VLFGP and Opportunities Fund.

- ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.  
If this statement is being filed to report the fact that as of the date hereof the Reporting Persons has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.[]
- ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.  
Yes, see Item 4.
- ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.  
Not applicable.
- ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.  
Not applicable.
- ITEM 9. NOTICE OF DISSOLUTION OF GROUP.  
Not applicable.
- ITEM 10. CERTIFICATION. (if filing pursuant to Rule 13d-1(c))  
By signing below each Reporting Person certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and not held in connection with or as a participant in any transaction having that purpose or effect.

Schedule 13G

PAGE 20 of 20

CUSIP No. 845467109

Edgar Filing: SOUTHWESTERN ENERGY CO - Form SC 13G

SIGNATURES

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

DATED: January 21, 2016

/s/ O. ANDREAS HALVORSEN

By: O. Andreas Halvorsen - individually and as an Executive Committee Member of VIKING GLOBAL PERFORMANCE LLC, on behalf of itself and VIKING GLOBAL EQUITIES LP, VIKING GLOBAL EQUITIES II LP and VGE III PORTFOLIO LTD., and as an Executive Committee Member of Viking Global Partners LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING LONG FUND GP LLC, on behalf of itself and VIKING LONG FUND MASTER LTD., and as an Executive Committee Member of VIKING GLOBAL OPPORTUNITIES GP LLC, on behalf of itself and VIKING GLOBAL OPPORTUNITIES PORTFOLIO GP LLC and VIKING GLOBAL OPPORTUNITIES LIQUID PORTFOLIO SUB-MASTER LP

/s/ DAVID C. OTT

By: David C. Ott - individually and as an Executive Committee Member of VIKING GLOBAL PERFORMANCE LLC, on behalf of itself and VIKING GLOBAL EQUITIES LP, VIKING GLOBAL EQUITIES II LP and VGE III PORTFOLIO LTD., and as an Executive Committee Member of Viking Global Partners LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING LONG FUND GP LLC, on behalf of itself and VIKING LONG FUND MASTER LTD., and as an Executive Committee Member of VIKING GLOBAL OPPORTUNITIES GP LLC, on behalf of itself and VIKING GLOBAL OPPORTUNITIES PORTFOLIO GP LLC and VIKING GLOBAL OPPORTUNITIES LIQUID PORTFOLIO SUB-MASTER LP

/s/ DANIEL S. SUNDHEIM

By: Daniel S. Sundheim - individually and as an Executive Committee Member of VIKING GLOBAL PERFORMANCE LLC, on behalf of itself and VIKING GLOBAL EQUITIES LP, VIKING GLOBAL EQUITIES II LP and VGE III PORTFOLIO LTD., and as an Executive Committee Member of Viking Global Partners LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING LONG FUND GP LLC, on behalf of itself and VIKING LONG FUND MASTER LTD., and as an Executive Committee Member of VIKING GLOBAL OPPORTUNITIES GP LLC, on behalf of itself and VIKING GLOBAL OPPORTUNITIES PORTFOLIO GP LLC and VIKING GLOBAL OPPORTUNITIES LIQUID PORTFOLIO SUB-MASTER LP