
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

**Date of Report: December 28, 2016
(Date of earliest event reported)**

Gas Natural Inc.
(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction
of incorporation)

001-34585
(Commission
File Number)

27-3003768
(I.R.S. Employer
Identification No.)

1375 East Ninth Street, Suite 3100, Cleveland, Ohio
(Address of principal executive offices)

44114
(Zip Code)

(440) 974-3770
(Registrant's telephone number, including area code)

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))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

On December 28, 2016, Gas Natural Inc. (the “Company”) held a special meeting of shareholders (the “Special Meeting”), at 11:00 a.m. at Fairfield Inn & Suites, located at 628 CC Camp Road / 268 Bypass, Elkin, North Carolina 28621, to submit to a vote the shareholder proposals described in the definitive proxy statement filed with the Securities and Exchange Commission on November 23, 2016 in connection with the previously announced Agreement and Plan of Merger (the “Merger Agreement”), by and among the Company, FR Bison Holdings, Inc. and FR Bison Merger Sub, Inc. (“Merger Sub”), pursuant to which Merger Sub will merge with and into the Company (the “Merger”), on the terms and subject to the conditions set forth in the Merger Agreement.

The proposal to approve the Merger and the other transactions contemplated by the Merger Agreement required the affirmative vote of the holders of a majority of the outstanding shares of the Company’s common stock entitled to vote on the proposal. There were 10,519,728 shares of the Company’s common stock issued and outstanding and entitled to vote at the Special Meeting, of which 7,682,992 shares of the Company’s common stock, representing approximately 73.03% of the total common stock issued and outstanding and entitled to vote, were represented, in person or by proxy at the Special Meeting, constituting a quorum on all proposals voted upon.

At the Special Meeting, the Company’s shareholders voted on and approved all of the Company’s proposals. The results of each shareholder vote taken at the Special Meeting, by proposal, were as follows:

Proposal 1: The shareholders approved the Merger and the other transactions contemplated by the Merger Agreement.

	<u>Number of Votes</u>
For	7,542,756
Against	72,623
Abstain	67,612
Broker Non-Votes	0

Proposal 2: The shareholders approved, by a non-binding, advisory vote, the Merger related compensation that may be paid by the Company to its named executive officers.

	<u>Number of Votes</u>
For	6,559,147
Against	990,780
Abstain	133,065
Broker Non-Votes	0

Proposal 3: The shareholders approved an adjournment of the special meeting to a later date or time, if necessary or appropriate, including for the purpose of soliciting additional votes in favor of the proposal to approve the Merger, and the other transactions contemplated by the Merger Agreement.

	<u>Number of Votes</u>
For	7,362,994
Against	222,259
Abstain	97,738
Broker Non-Votes	0

Item 8.01. Other Events.

On December 28, 2016, the Company issued a press release announcing the results of the Special Meeting. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated December 28, 2016

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Gas Natural Inc.

By: /s/ Christopher J. Hubbert

Name: Christopher J. Hubbert

Title: Corporate Secretary

Dated: December 28, 2016



NEWS RELEASE

1375 East 9th St | Suite 3100 | Cleveland, Ohio 44114 | 216.202.1509

For Immediate Release

Gas Natural Inc. Shareholders Approve Merger with First Reserve

CLEVELAND, OH, December 28, 2016 — Gas Natural Inc. (NYSE MKT: EGAS) (“Gas Natural” or the “Company”), a holding company operating local natural gas utilities serving approximately 68,600 customers in four states, today announced that, based on votes cast at the Company’s special meeting of shareholders held earlier today, Gas Natural’s shareholders voted to approve the Company’s previously announced plan to merge with FR Bison Merger Sub, Inc., an indirect wholly-owned subsidiary of First Reserve Energy Infrastructure Fund II, L.P (“First Reserve”), a leading global private equity and infrastructure investment firm exclusively focused on energy. Over 73.0% percent of the outstanding shares voted, with 98.2% percent approving the proposed merger.

“We are pleased with the result of the vote as it overwhelmingly demonstrates the strong support for the transaction by our shareholders,” said Gregory J. Osborne, Gas Natural’s President and Chief Executive Officer. “We have achieved a major milestone toward completing the merger with First Reserve. With shareholder support, we can move forward and seek regulatory approvals. The result of the vote demonstrates shareholder confidence in the strength of the franchise to serve our customers’ needs and to grow the business. I would like to thank Gas Natural Inc. shareholders and employees for their support throughout the process.”

Under the terms of the merger agreement with First Reserve, Gas Natural shareholders will receive \$13.10 for each share of Gas Natural common stock that they own.

Gas Natural and First Reserve continue to expect to complete the transaction in the second half of 2017, subject to the satisfaction of the remaining customary closing conditions, including the approval of the Maine Public Utilities Commission, the Montana Public Service Commission, the North Carolina Utilities Commission and the Public Utility Commission of Ohio.

About Gas Natural Inc.

Gas Natural Inc., a holding company, distributes and sells natural gas to residential, commercial, and industrial customers. It distributes approximately 21 billion cubic feet of natural gas to roughly 68,600 customers through regulated utilities operating in Montana, Ohio, Maine and North Carolina. The Company’s other operations include intrastate pipeline, natural gas production and natural gas marketing. The Company’s Montana public utility was originally incorporated in 1909. Gas Natural Inc. regularly posts information on its website at www.egas.net.

About First Reserve

First Reserve is a leading global private equity and infrastructure investment firm exclusively focused on energy. With over 30 years of industry insight, investment expertise and operational excellence, First Reserve has cultivated an enduring network of global relationships and raised approximately USD \$31 billion of aggregate capital since inception. Putting these to work, First Reserve has completed approximately 600 transactions (including platform investments and add-on acquisitions), creating several notable energy companies throughout First Reserve’s history. Its portfolio companies operate on six continents, spanning the energy spectrum from upstream oil and gas to midstream and downstream, including resources, equipment and services and infrastructure. For more information, please visit www.firstreserve.com.

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Safe Harbor Regarding Forward-Looking Statements

The Company is including the following cautionary statement in this release to make applicable, and to take advantage of, the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 for any forward-looking statements made by, or on behalf of, Gas Natural Inc. Forward-looking statements are all statements other than statements of historical fact, including, without limitation, those that are identified by the use of the words “anticipates,” “estimates,” “expects” “intends,” “plans,” “predicts,” “believes,” “may,” “will” and similar expressions. Such statements are inherently subject to a variety of risks and uncertainties that could cause actual results to differ materially from those expressed. Factors that may affect forward-looking statements and the Company’s business generally include, but are not limited to the Company’s ability to complete the proposed transaction; any event, change or circumstance that might give rise to the termination of the merger agreement; the effect of the announcement of the proposed transaction on the Company’s relationships with its customers, operating results and business generally; the risk that the proposed transaction will not be consummated in a timely manner; the failure to receive, on a timely basis or otherwise, approval of the merger, and the other transactions contemplated by the merger agreement, by the Company’s shareholders or the approval of government or regulatory agencies with regard to the merger; the failure of one or more conditions to the closing of the merger to be satisfied; risks arising from the merger’s diversion of management’s attention from our ongoing business operations; risks that the Company’s stock price may decline significantly if the merger is not completed; the Company’s ability to successfully integrate the operations of the companies it has acquired and consummate additional acquisitions; the Company’s continued ability to make dividend payments; the Company’s ability to implement its business plan, grow earnings and improve returns on investment; fluctuating energy commodity prices; the possibility that regulators may not permit the Company to pass through all of its increased costs to its customers; changes in the utility regulatory environment; wholesale and retail competition; the Company’s ability to satisfy its debt obligations, including compliance with financial covenants; weather conditions; litigation risks; and various other matters, many of which are beyond the Company’s control; the risk factors and cautionary statements made in the Company’s public filings with the Securities and Exchange Commission (the “SEC”); and other factors that the Company is currently unable to identify or quantify, but may exist in the future. Gas Natural Inc. expressly undertakes no obligation to update or revise any forward-looking statement contained herein to reflect any change in Gas Natural Inc.’s expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based. Additional factors that may affect the future results of the Company are set forth in its filings with the SEC, including its Annual Report on Form 10-K for the year ended December 31, 2015 and recent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed with the SEC, which are available on the SEC’s website at www.sec.gov. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date thereof.

For more information, contact

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