

ONEOK INC /NEW/  
Form DEFA14A  
May 03, 2017

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

**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**ONEOK, INC.**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) 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 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
- (4) Proposed maximum aggregate value of transaction:
  
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
  
- (2) Form, Schedule or Registration Statement No.:
  
- (3) Filing Party:

(4) Date Filed:

**SUPPLEMENT TO THE PROXY STATEMENT DATED APRIL 6, 2017**

**FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 24, 2017**

On April 6, 2017, ONEOK, Inc. (the Company) mailed to its shareholders a definitive proxy statement (the Proxy Statement) for the Company's annual meeting of shareholders to be held on May 24, 2017. This Supplement, which describes recent changes in the proposed nominees for election to the Board of Directors of the Company (the Board), should be read in conjunction with the Proxy Statement. Except as described in this Supplement, the information provided in the Proxy Statement continues to apply and should be considered in voting your shares.

**Withdrawal of Nominee for Election as Director**

Effective May 2, 2017, Kevin S. McCarthy, a member of the Board and a nominee for re-election as a Director at the annual meeting, resigned as a director of the Company in connection with Mr. McCarthy's increased responsibilities as Chairman of Kayne Anderson Acquisition Corp, which completed its IPO in April 2017. Mr. McCarthy's resignation from the Board did not result from any disagreement with the Company on any matter relating to its operations, policies or practices.

Mr. McCarthy had been included as a nominee of the Board in the Company's Proxy Statement and proxy card for the Company's 2017 annual meeting of shareholders. In light of his departure from the Board, Mr. McCarthy is no longer standing for re-election to the Board at the 2017 annual meeting. In connection with Mr. McCarthy's resignation, the size of the Board was reduced from 11 members to 10 members, and therefore no other nominee for election at the annual meeting will be named in Mr. McCarthy's place. The Company's slate of nominees otherwise remains unchanged, previously voted proxies remain valid (other than with respect to Mr. McCarthy) and Company shareholders eligible to vote at the 2017 annual meeting may continue to use their proxy cards to vote their shares as to the Board's remaining nominees and the other matters being voted on at the 2017 annual meeting.

**Voting Matters**

*If you have already returned your proxy or provided voting instructions, you do not need to take any action unless you wish to change your vote.* Proxies already returned by shareholders will remain valid and will be voted at the annual meeting unless revoked. Proxies received in respect of the re-election of Mr. McCarthy will not be voted with respect to his election, but will continue to be voted as directed or otherwise as set forth therein and described in the Proxy Statement with respect to all other matters properly brought before the annual meeting. If you have not yet returned your proxy card or submitted your voting instructions, please complete the card or submit instructions, disregarding Mr. McCarthy's name as a nominee for election as Director. Information regarding how to vote your shares, or revoke your proxy or voting instructions, is available in the Proxy Statement.

Sincerely,

John W. Gibson

Chairman of the Board

ONEOK, Inc.

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