

MICRONET ENERTEC TECHNOLOGIES, INC.  
Form NT 10-Q  
August 15, 2017

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

Commission File Number: 001-35850

CUSIP Number: 595117102

(Check one):    Form 10-K    Form 20-F    Form 11-K    Form 10-Q  
                  Form 10-D    Form N-SAR    Form N-CSR

For Period Ended: June 30, 2017

Transition Report on Form 10-K  
Transition Report on Form 20-F  
Transition Report on Form 11-K  
Transition Report on Form 10-Q  
Transition Report on Form N-SAR

**For the Transition Period Ended:**

**NOTHING IN THIS FORM SHALL BE CONSTRUED TO IMPLY THAT THE COMMISSION HAS VERIFIED ANY INFORMATION CONTAINED HEREIN.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

**PART I**  
**REGISTRANT INFORMATION**

**Micronet Enertec Technologies, Inc.**

Full Name of Registrant

Former Name if Applicable

**28 West Grand Avenue, Suite 3,**

Address of Principal Executive Office (Street and Number)

**Montvale, New Jersey 07645**

City, State and Zip Code

**PART II**  
**RULE 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate.)

(a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;

(b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and

(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III**  
**NARRATIVE**

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Micronet Enertec Technologies, Inc. (the "Company") is filing this Notification of Late Filing on Form 12b-25 with respect to its Quarterly Report on Form 10-Q for the period ended June 30, 2017 (the "Quarterly Report"). The Company has determined that it is unable to file the Quarterly Report within the prescribed time period without unreasonable effort or expense. Additional time is necessary as the Company is still working on the completion of the financial statements for the period ended June 30, 2017.

The Company currently expects to file the Quarterly Report within the 5 calendar day extension period provided by Rule 12b-25.

**PART IV**

**OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification

**David Lucatz (201) 225-0190**

(Name) (Area Code) (Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s). Yes No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes No

If so: attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

**Micronet Enertec Technologies, Inc.**

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 15, 2017 By: /s/ David Lucatz

David Lucatz

President and Chief Executive Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

**INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001).**

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, Euroclear and Clearstream, they are under no obligation to perform or to continue to perform these procedures. These procedures may be changed or discontinued at any time. We take no responsibility for the performance by DTC, Euroclear or Clearstream or their respective participants of their respective obligations under the rules and procedures governing their operations. EXCHANGE OF GLOBAL NOTES FOR CERTIFICATED NOTES We will exchange beneficial interests in global notes for certificated notes only if: - DTC notifies us that it is unwilling or unable to continue as depository for the global notes; - DTC ceases to be a clearing agency registered under the Exchange Act; or - we decide at any time not to have the securities represented by global notes and so notify the

trustee. If there is an exchange, we will issue certificated notes in authorized denominations and registered in the names which DTC directs. MATERIAL UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS In the opinion of White & Case LLP, special tax counsel to Williams, the following statements discuss the material U.S. federal income tax consequences of the exchange of outstanding securities for the new securities in the exchange offer and constitute the opinion of White & Case LLP regarding such matters. The discussion is based upon the Internal Revenue Code of 1986, as amended (the "Code"), Treasury Regulations, judicial authorities, published positions of the Internal Revenue Service (the "IRS") and other applicable authorities, all as in effect on the date hereof and all of which are subject to change or differing interpretations (possibly with retroactive effect). The discussion does not address all of the tax consequences that may be relevant to a particular holder or to certain holders subject to special treatment under U.S. federal income tax laws. This discussion is limited to persons that hold their outstanding securities and new securities as "capital assets" within the meaning of section 1221 of the Code. Williams has not sought, and does not intend to seek, a ruling from the IRS regarding the matters discussed herein. No assurance can be given that the IRS would not assert, or that a court would not sustain, a position contrary to any of the tax aspects set forth below. PROSPECTIVE INVESTORS MUST CONSULT THEIR OWN TAX ADVISORS AS TO THE FEDERAL INCOME TAX CONSEQUENCES OF ACQUIRING, HOLDING AND DISPOSING OF NEW SECURITIES, AS WELL AS THE EFFECTS OF STATE, LOCAL AND NON-U.S. TAX LAWS. 42 For purposes of this discussion, the term "U.S. holder" means any one of the following: - a citizen or resident of the United States; - a corporation (or other entity treated as a corporation for U.S. federal income tax purposes) created or organized in the United States or under the laws of the United States or of any political subdivision thereof; - an estate, the income of which is includible in gross income for U.S. federal income tax purposes regardless of its source; - a trust, the administration of which is subject to the primary supervision of the U.S. courts and that has one or more U.S. persons who have the authority to control all substantial decisions of the trust, or that was in existence on August 20, 1996 and properly elected to continue to be treated as a U.S. person; or - any individual or entity described above that is otherwise subject to U.S. federal income tax on a net income basis with respect to the new securities. The term "non-U.S. holder" means a holder that is not a U.S. holder. The term "new securities" means the new 8.125% notes and the new 8.750% notes. The term "outstanding securities" means the outstanding 8.125% notes and the outstanding 8.750% notes. EXCHANGE OF OUTSTANDING SECURITIES FOR NEW SECURITIES The exchange of the outstanding securities for the new securities issued in the exchange offer will not be treated as an "exchange" for U.S. federal income tax purposes because the new securities issued in the exchange offer will not be considered to differ materially in kind or extent from the outstanding securities. Rather, the new securities issued in the exchange offer received by a holder will be treated as a continuation of the outstanding securities in the hands of such holder. As a result, no gain or loss will be recognized by a holder who exchanges outstanding securities for new securities in the exchange offer and any exchanging holder of outstanding securities will have the same tax basis and holding period in, and income in respect of, the new securities as such holder had in the outstanding securities immediately prior to the exchange. U.S. HOLDERS Payments of Interest. Payments of interest on new securities generally will be taxable to a U.S. holder as ordinary interest income at the time such payments are accrued or received (in accordance with the U.S. holder's method of accounting for U.S. federal income tax purposes). Disposition of New Securities. Upon the sale or other disposition of a new security, a U.S. holder will generally recognize capital gain or loss equal to the difference between the amount realized on the sale or other disposition and the holder's adjusted tax basis in the new security. For these purposes, the amount realized on the sale or other disposition of a new security does not include any amount received attributable to accrued but unpaid interest, which will be taxable as ordinary income unless previously taken into account. Capital gain or loss on the sale or other disposition of a new security will be long-term capital gain or loss if the holder's cumulative holding period with respect to the new security and the outstanding securities exchanged therefor is more than one year at the time of the sale or other disposition. 43 NON-U.S. HOLDERS Payments of Interest. Subject to the discussion below concerning information reporting and backup withholding, payments of interest on a new security to any non-U.S. holder will generally not be subject to U.S. federal income tax or withholding tax, provided that all of the following are true: - the interest on the new security is not effectively connected with the non-U.S. holder's conduct of a trade or business within the United States; - the non-U.S. holder does not actually or constructively own 10% or more of the total combined voting power of all classes of Williams stock; - the non-U.S. holder is not a "controlled foreign corporation" with respect to which Williams is a "related person" for U.S. federal income tax purposes; and - the non-U.S. holder either (A) certifies, on

IRS Form W-8BEN (or a permissible substitute or successor form) under penalties of perjury, that it is a non-U.S. holder and provides its name and address, or (B) is a securities clearing organization, bank or other financial institution that holds customers' securities in the ordinary course of its trade or business (a "financial institution") and holds the new securities, certifies under penalties of perjury that it has received an IRS Form W-8BEN (or a permissible substitute or successor form) from the beneficial owner of the new securities or that another financial institution has received such Form from the beneficial owner, and furnishes the payor with a copy thereof. Interest paid to a non-U.S. holder that does not qualify for exemption from withholding tax generally will be subject to withholding of U.S. federal income tax unless the non-U.S. holder of the new securities provides to Williams a properly executed: (i) IRS Form W-8BEN (or a permissible substitute or successor form) claiming an exemption from (or reduction in) withholding under the benefit of an applicable income tax treaty; or (ii) IRS Form W-8ECI (or a permissible substitute or successor form) stating that the interest paid on new securities is not subject to withholding tax because it is effectively connected with the non-U.S. holder's conduct of a trade or business in the United States. Non-U.S. holders should consult any applicable income tax treaties, which may provide for exemption from (or reduction in) U.S. withholding for other rules different from those described above.

**Disposition of New Securities.** Subject to the discussion below concerning information reporting and backup withholding, any gain realized by a non-U.S. holder on the sale or other disposition of new securities generally will not be subject to U.S. federal income tax, unless (i) such gain is effectively connected with the conduct by such non-U.S. holder of a trade or business within the U.S. or (ii) the non-U.S. holder is an individual who is present in the United States for 183 days or more in the taxable year of the disposition and certain other conditions are satisfied.

**INFORMATION REPORTING AND BACKUP WITHHOLDING** Generally, Williams must report annually to the IRS and to each holder the amounts of interest paid to that holder, and the amount of tax, if any, that was withheld on the interest. This information may also be made available to the tax authorities of a country in which a non-U.S. holder resides. Backup withholding will generally apply to interest payments made to persons that fail to furnish certain required information. A U.S. holder may be subject to backup withholding on interest payments with respect to new securities unless such U.S. holder (i) is a corporation or comes within certain other exempt categories and demonstrates this fact, or (ii) provides a correct taxpayer identification number, certifies as to no loss of exemption from backup withholding and otherwise complies with applicable requirements. Backup withholding generally will not apply to interest payments made in respect of new securities held by a non-U.S. holder, if the holder properly certifies as to its non-U.S. status or otherwise establishes an exemption. 44 Backup withholding is not an additional tax. Any amounts we withhold under the backup withholding rules will be allowed as a refund or credit against such non-U.S. holder's federal income tax liability, provided that the requisite procedures are followed and certain information is provided to the IRS. In the case of the payment of proceeds from the disposition of new securities to or through a non-U.S. office of a U.S. broker, or foreign brokers with certain types of relationships to the United States, information reporting, but not backup withholding, will be required on the payment, unless the broker has documentary evidence in its files that the owner is a non-U.S. holder and certain other conditions are met, or the holder otherwise establishes an exemption.

**PLAN OF DISTRIBUTION** Based on interpretations by the staff of the SEC in no-action letters issued to third parties, we believe that you may transfer new 8.125% notes and new 8.750% notes issued under the exchange offer in exchange for the outstanding 8.125% notes and outstanding 8.750% notes if: - you acquire the new 8.125% notes or new 8.750% notes in the ordinary course of your business; and - you are not engaged in, and do not intend to engage in, and have no arrangement or understanding with any person to participate in, a distribution of the new 8.125% notes or new 8.750% notes. Broker-dealers receiving new 8.125% notes or new 8.750% notes in the exchange offer will be subject to a prospectus delivery requirement with respect to resales of the new 8.125% notes and new 8.750% notes. We believe that you may not transfer new 8.125% notes or new 8.750% notes issued under the exchange offer in exchange for the outstanding 8.125% notes or outstanding 8.750% notes without compliance with the registration and prospectus delivery provisions of the Securities Act if you are: - our "affiliate" within the meaning of Rule 405 under the Securities Act; - a broker-dealer that acquired outstanding 8.125% notes or outstanding 8.750% notes directly from us; or - a broker-dealer that acquired outstanding 8.125% notes or outstanding 8.750% notes as a result of market-making or other trading activities. To date, the staff of the SEC has taken the position that participating broker-dealers may fulfill their prospectus delivery requirements with respect to transactions involving an exchange of securities such as this exchange offer, other than a resale of an unsold allotment from the original sale of the outstanding 8.125% notes or outstanding 8.750% notes, with the prospectus contained in the exchange offer

registration statement. We have agreed to permit participating broker-dealers to use this prospectus in connection with the resale of new 8.125% notes and new 8.750% notes. If you wish to exchange your outstanding 8.125% notes for new 8.125% notes or your outstanding 8.750% notes for new 8.750% notes in the exchange offer, you will be required to make representations to us as described in "The Exchange Offer -- Exchange Terms" and "-- Procedures for Tendering Outstanding Securities -- Other Matters" in this prospectus and in the letter of transmittal. In addition, if you are a broker-dealer who receives new 8.125% notes or new 8.750% notes for your own account in exchange for outstanding 8.125% notes or outstanding 8.750% notes that were acquired by you as a result of market-making activities or other trading activities, you will be required to acknowledge that you will deliver a prospectus in connection with any resale by you of such new 8.125% notes or new 8.750% notes. See "The Exchange Offer -- Resale of New Securities." 45 We will not receive any proceeds from any sale of new 8.125% notes or new 8.750% notes by broker-dealers or from any other person. Broker-dealers who receive new 8.125% notes or new 8.750% notes for their own account in the exchange offer may sell them from time to time in one or more transactions: - in the over-the-counter market; - in negotiated transactions; - through the writing of options on the new 8.125% notes or new 8.750% notes or a combination of such methods of resale; - at market prices prevailing at the time of resale; and - at prices related to such prevailing market prices or negotiated prices. Any resale may be made directly to purchasers or to or through brokers or dealers who may receive compensation in the form of commissions or concessions from any broker-dealer or the purchasers of any new 8.125% notes or new 8.750% notes. Any broker-dealer that resells new 8.125% notes or new 8.750% notes it received for its own account in the exchange offer and any broker or dealer that participates in a distribution of such new 8.125% notes or new 8.750% notes may be deemed to be an "underwriter" within the meaning of the Securities Act. Any profit on any resale of new 8.125% notes or new 8.750% notes and any commissions or concessions received by any such persons may be deemed to be underwriting compensation under the Securities Act. The letter of transmittal states that by acknowledging that it will deliver and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an "underwriter" within the meaning of the Securities Act. We have agreed to pay all expenses incidental to the exchange offer other than commissions and concessions of any brokers or dealers. We will indemnify holders of the outstanding 8.125% notes and outstanding 8.750% notes, including any broker-dealers, against certain liabilities, including liabilities under the Securities Act, as provided in the registration rights agreement. FORWARD-LOOKING STATEMENTS Certain matters discussed in this prospectus, excluding historical information, include forward-looking statements -- statements that discuss our expected future results based on current and pending business operations. Forward-looking statements can be identified by words such as "anticipates," "believes," "could," "continues," "estimates," "expects," "forecasts," "might," "planned," "potential," "projects," "scheduled" or similar expressions. Although we believe these forward-looking statements are based on reasonable assumptions, statements made regarding future results are subject to a number of assumptions, uncertainties and risks that could cause future results to be materially different from the results stated or implied in this prospectus. Events in 2002 significantly impacted the risk environment all businesses face and raised a level of uncertainty in the capital markets that has approached that which led to the general market collapse of 1929. Beliefs and assumptions as to what constitutes appropriate levels of capitalization and fundamental value have changed abruptly. The deterioration of our energy industry sector in the wake of the collapse of Enron combined with the meltdown of the telecommunications industry are both new realities that have had and will likely continue to have specific impacts on all companies, including us. Although we believe these forward-looking statements are based on reasonable assumptions, statements made regarding future results are subject to a number of assumptions, uncertainties and risks that could cause future results to be materially different from the results stated or implied in this prospectus. Additional information about issues that could lead to material changes in performance is contained in our annual report on Form 10-K for the year ended December 31, 2002 which is incorporated by reference in this prospectus. 46 LEGAL MATTERS The validity of the new 8.125% notes and the new 8.750% notes has been passed upon by William G. von Glahn, Esq., who, prior to his retirement from Williams in December 2002, served as Senior Vice President and General Counsel of Williams. As of December 31, 2002, Mr. von Glahn was the beneficial holder of 75,000 shares of Williams common stock (including shares subject to stock options, deferred stock awards and Williams' 401(k) retirement plan). Mr. von Glahn was a participant in Williams' stock option plan and various other employee benefit plans offered to employees of Williams. White & Case LLP, special tax counsel for Williams, will pass upon the discussion set forth under the heading "Material United States Federal Income Tax Considerations" on page 42. EXPERTS The consolidated financial statements and schedule of Williams appearing in



Williams' Annual Report on Form 10-K for the year ended December 31, 2002, have been audited by Ernst & Young LLP, independent auditors, as set forth in their report thereon included therein and incorporated herein by reference. Such consolidated financial statements and schedule are incorporated herein by reference in reliance upon such report given on the authority of such firm as experts in accounting and auditing. WHERE YOU CAN FIND MORE INFORMATION We file annual, quarterly and special reports, proxy statements and other information with the SEC under the Exchange Act. The registration statement of which this prospectus forms a part and these reports, proxy statements and other information can be inspected and copied at the public reference room maintained by the SEC at Room 1024, Judiciary Plaza, 450 Fifth Street, N.W., Washington, D.C. 20549, and at the SEC's regional offices at 500 West Madison Street, Suite 1400, Chicago, Illinois 60661 and at 233 Broadway, New York, New York 10005. Copies of these materials may also be obtained from the SEC at prescribed rates by writing to the public reference room maintained by the SEC at Room 1024, Judiciary Plaza, 450 Fifth Street, N.W., Washington, D.C. 20549. You may obtain information on the operation of the public reference room by calling the SEC at 1-800-SEC-0330. We have filed with the SEC a registration statement on Form S-4 under the Securities Act with respect to this offering. This prospectus, which forms a part of the registration statement, does not contain all the information included in the registration statement and the attached exhibits. The SEC maintains a World Wide Web site on the internet at <http://www.sec.gov> that contains reports, proxy and information statements and other information regarding us. The reports, proxy and information statements and other information about us can be downloaded from the SEC's website and can also be inspected and copied at the offices of the New York Stock Exchange, Inc., 20 Broad Street, New York, New York 10005. INCORPORATION OF DOCUMENTS BY REFERENCE The SEC allows us to "incorporate by reference" into this prospectus the information we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus, and later information that we file with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings made with the SEC under section 13(a), 13(c), 14 or 15(d) of the Exchange Act until the exchange offer is completed: - our annual report on Form 10-K for the year ended December 31, 2002; - our current reports on Form 8-K filed January 2, 2003, January 9, 2003, January 17, 2003, January 24, 2003, February 19, 2003, February 21, 2003, March 6, 2003, March 12, 2003, 47 March 19, 2003, March 21, 2003, April 10, 2003, April 15, 2003, April 16, 2003, April 21, 2003 and April 22, 2003; and - our definitive proxy statement on Schedule 14A filed April 7, 2003. You may request a copy of these filings, at no cost, by writing or calling us at the following address: The Williams Companies, Inc. One Williams Center Tulsa, Oklahoma 74172 Attention: Corporate Secretary Telephone: (918) 573-2000 ANY REQUEST FOR THESE FILINGS SHOULD BE MADE BY MAY --, 2003 TO ENSURE TIMELY DELIVERY OF THE FILINGS PRIOR TO THE EXPIRATION DATE OF THE EXCHANGE OFFER. You should rely only on the information incorporated by reference or provided in this prospectus. We have not authorized anyone else to provide you with any information. You should not assume that the information in this document is current as of any date other than the date on the front page of this prospectus. 48 PART II INFORMATION NOT REQUIRED IN THE PROSPECTUS ITEM 20. INDEMNIFICATION OF DIRECTORS AND OFFICERS Williams, a Delaware corporation, is empowered by Section 145 of the General Corporation Law of the State of Delaware, subject to the procedures and limitations stated therein, to indemnify any person against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any threatened, pending, or completed action, suit, or proceeding in which such person is made party by reason of their being or having been a director, officer, employee, or agent of Williams. The statute provides that indemnification pursuant to its provisions is not exclusive of other rights of indemnification to which a person may be entitled under any by-law, agreement, vote of stockholders or disinterested directors, or otherwise. The By-laws of Williams provide for indemnification by Williams of its directors and officers to the fullest extent permitted by the General Corporation Law of the State of Delaware. In addition, Williams has entered into indemnity agreements with its directors and certain officers providing for, among other things, the indemnification of and the advancing of expenses to such individuals to the fullest extent permitted by law, and to the extent insurance is maintained, for the continued coverage of such individuals. Policies of insurance are maintained by Williams under which the directors and officers of Williams are insured, within the limits and subject to the limitations of the policies, against certain expenses in connection with the defense of actions, suits, or proceedings, and certain liabilities which might be imposed as a result of such actions, suits or proceedings, to which they are parties by reason of being or having been such directors or

officers. ITEM 21. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES (a) Exhibits The following instruments and documents are included as Exhibits to this Registration Statement. EXHIBIT NUMBER EXHIBIT ----- 3.1 Restated Certificate of Incorporation, as supplemented (filed as Exhibit 3.1 to the Registration Statement on Form S-3 filed April 4, 2002, file number 333-85540).\* 3.2 Restated Bylaws (filed as Exhibit 99.1 to Form 8-K filed January 19, 2000).\* 4.1 Form of Senior Debt Indenture between the registrant and Bank One Trust Company, N.A. (formerly The First National Bank of Chicago), as trustee (filed as Exhibit 4.1 to the Registration Statement on Form S-3 filed September 8, 1997, file number 333-35099).\* 4.2 Seventh Supplemental Indenture, dated March 19, 2002, between the registrant and Bank One Trust Company, N.A., as trustee.\*\* 4.3 Registration Rights Agreement, dated March 19, 2002, among the registrant and the initial purchasers named therein.\*\* 4.4 Instrument of Resignation, Appointment and Acceptance, dated January 16, 2003, by and among The Williams Companies, Inc., Bank One Trust Company, N.A., as the resigning trustee, and JPMorgan Chase Bank, as successor trustee.\*\* 5.1 Opinion of William G. von Glahn, Esq., as to the validity of the new 8.125% notes and the new 8.750% notes.\*\* 8.1 Opinion of White & Case LLP, as to certain tax matters. 10.1 Purchase Agreement, dated March 14, 2002, among the registrant and the initial purchasers named therein.\*\* 12.1 Statement regarding Computation of Ratios of Earnings to Combined Fixed Charges and Preferred Stock Dividend Requirements (filed as Exhibit 12 to the Annual Report on Form 10-K for the year ending December 31, 2002 and filed March 19, 2003).\* II-1 EXHIBIT NUMBER EXHIBIT ----- 21 Subsidiaries of the registrant (filed as Exhibit 21 to the Annual Report on Form 10-K for the year ended December 31, 2002).\* 23.1 Consent of Ernst & Young LLP.\*\* 23.2 Consent of William G. von Glahn, Esq. (contained in Exhibit 5.1). 23.3 Consent of White & Case LLP (contained in Exhibit 8.1). 24.1 Power of Attorney.\*\* 24.2 Certified copy of resolutions authorizing signatures pursuant to Power of Attorney.\*\* 25.1 Statement of Eligibility of Bank One Trust Company, N.A., as trustee, on Form T-1 with respect to the issuance of 8.125% Notes due March 15, 2012 and 8.750% Notes due March 15, 2032, by the registrant pursuant to the Indenture between the registrant and Bank One Trust Company, N.A., as trustee.\*\* 25.2 Statement of Eligibility of JPMorgan Chase Bank, as trustee, on Form T-1 with respect to the issuance of 8.125% Notes due March 15, 2012 and 8.750% Notes due March 15, 2032, by the registrant pursuant to the Indenture between the registrant and JPMorgan Chase Bank, as trustee.\*\* 99.1 Form of Letter of Transmittal.\*\* 99.2 Form of Notice of Guaranteed Delivery.\*\* 99.3 Form of Letter to Registered Holders and DTC Participants.\*\* 99.4 Form of Letter to Clients.\*\* 99.5 Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.\*\* ----- \* Indicates exhibits incorporated by reference as indicated. \*\* Previously filed. ITEM 22. UNDERTAKINGS (a) The undersigned registrant hereby undertakes: 1. To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement: (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933; (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement. 2. That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. II-2 3. To remove from registration by means of a post-effective amendment any of the securities being registered that remain unsold at the termination of the offering. (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. (c) Insofar as indemnification for liabilities arising under the

Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue. (d) The undersigned registrant hereby undertakes to respond to requests for information that is incorporated by reference into the prospectus pursuant to Item 4, 10(b), 11, or 13 of this form, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request. (e) The undersigned registrant hereby undertakes to supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the registration statement when it became effective.

**II-3 SIGNATURES**  
Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Amendment No. 3 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tulsa and State of Oklahoma on the 1st day of May, 2003.

**THE WILLIAMS COMPANIES, INC. BY: /s/ BRIAN K. SHORE**  
----- Name: Brian K. Shore Title: Secretary Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 3 to registration statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ STEVEN J. MALCOLM*	President, Chief Executive Officer	May 1, 2003
/s/ DONALD R. CHAPPEL*	Senior Vice President and Chief Financial Officer	May 1, 2003
/s/ GARY R. BELITZ*	Controller	May 1, 2003
/s/ HUGH M. CHAPMAN*	Director	May 1, 2003
/s/ THOMAS H. CRUIKSHANK*	Director	May 1, 2003
/s/ WILLIAM E. GREEN*	Director	May 1, 2003
/s/ W. R. HOWELL*	Director	May 1, 2003
/s/ JAMES C. LEWIS*	Director	May 1, 2003
/s/ CHARLES M. LILLIS*	Director	May 1, 2003
/s/ GEORGE A. LORCH*	Director	May 1, 2003
/s/ FRANK T. MACINNIS*	Director	May 1, 2003
/s/ GORDON R. PARKER*	Director	May 1, 2003
/s/ JANICE D. STONEY*	Director	May 1, 2003
/s/ JOSEPH H. WILLIAMS*	Director	May 1, 2003

----- and Chairman of the Board (Principal Steven J. Malcolm Executive Officer) /s/ DONALD R. CHAPPEL\* Senior Vice President and Chief Financial Officer Donald R. Chappel (Principal Financial Officer) /s/ GARY R. BELITZ\* Controller May 1, 2003 ----- (Principal Accounting Officer) Gary R. Belitz /s/ HUGH M. CHAPMAN\* Director May 1, 2003 ----- Hugh M. Chapman /s/ THOMAS H. CRUIKSHANK\* Director May 1, 2003 ----- Thomas H. Cruikshank /s/ WILLIAM E. GREEN\* Director May 1, 2003 ----- William E. Green /s/ W. R. HOWELL\* Director May 1, 2003 ----- W. R. Howell /s/ JAMES C. LEWIS\* Director May 1, 2003 ----- James C. Lewis /s/ CHARLES M. LILLIS\* Director May 1, 2003 ----- Charles M. Lillis /s/ GEORGE A. LORCH\* Director May 1, 2003 ----- George A. Lorch

**II-4 SIGNATURE TITLE DATE**  
----- /s/ FRANK T. MACINNIS\* Director May 1, 2003 ----- Frank T. MacInnis /s/ GORDON R. PARKER\* Director May 1, 2003 ----- Gordon R. Parker /s/ JANICE D. STONEY\* Director May 1, 2003 ----- Janice D. Stoney /s/ JOSEPH H. WILLIAMS\* Director May 1, 2003 ----- Joseph H. Williams

**\*By: /s/ BRIAN K. SHORE** ----- Brian K. Shore Attorney-in-Fact

**II-5 INDEX TO EXHIBITS**  
EXHIBIT NUMBER EXHIBIT ----- 3.1 Restated Certificate of Incorporation, as supplemented (filed as Exhibit 3.1 to the Registration Statement on Form S-3 filed April 4, 2002, file number 333-85540).\* 3.2 Restated Bylaws (filed as Exhibit 99.1 to Form 8-K filed January 19, 2000).\* 4.1 Form of Senior Debt Indenture between the registrant and Bank One Trust Company, N.A. (formerly The First National Bank of Chicago), as trustee (filed as Exhibit 4.1 to the Registration Statement on Form S-3 filed September 8, 1997, file number 333-35099).\* 4.2 Seventh Supplemental Indenture, dated March 19, 2002, between the registrant and Bank One Trust Company, N.A., as trustee.\*\* 4.3 Registration Rights Agreement, dated March 19, 2002, among the registrant and the initial purchasers named therein.\*\* 4.4 Instrument of Resignation, Appointment and Acceptance, dated January 16, 2003, by and among The Williams Companies, Inc., Bank One Trust Company, N.A., as the resigning trustee, and JPMorgan Chase Bank, as successor trustee.\*\* 5.1 Opinion of William G. von Glahn, Esq., as to the validity of the new 8.125% notes and the new 8.750% notes.\*\* 8.1 Opinion of White & Case LLP, as to certain tax matters. 10.1 Purchase Agreement, dated March 14, 2002, among the registrant and the initial purchasers named therein.\*\* 12.1 Statement regarding Computation of Ratios of Earnings to Combined Fixed Charges and Preferred Stock Dividend Requirements (filed as

Exhibit 12 to the Annual Report on Form 10-K for the year ending December 31, 2002 and filed March 19, 2003).\* 21 Subsidiaries of the registrant (filed as Exhibit 21 to the Annual Report on Form 10-K for the year ended December 31, 2002).\* 23.1 Consent of Ernst & Young LLP.\*\* 23.2 Consent of William G. von Glahn, Esq. (contained in Exhibit 5.1). 23.3 Consent of White & Case LLP (contained in Exhibit 8.1). 24.1 Power of Attorney.\*\* 24.2 Certified copy of resolutions authorizing signatures pursuant to Power of Attorney.\*\* 25.1 Statement of Eligibility of Bank One Trust Company, N.A., as trustee, on Form T-1 with respect to the issuance of 8.125% Notes due March 15, 2012 and 8.750% Notes due March 15, 2032, by the registrant pursuant to the Indenture between the registrant and Bank One Trust Company, N.A., as trustee.\*\* 25.2 Statement of Eligibility of JPMorgan Chase Bank, as trustee, on Form T-1 with respect to the issuance of 8.125% Notes due March 15, 2012 and 8.750% Notes due March 15, 2032, by the registrant pursuant to the Indenture between the registrant and JPMorgan Chase Bank, as trustee.\*\* 99.1 Form of Letter of Transmittal.\*\* 99.2 Form of Notice of Guaranteed Delivery.\*\* 99.3 Form of Letter to Registered Holders and DTC Participants.\*\* 99.4 Form of Letter to Clients.\*\* 99.5 Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.\*\* ----- \* Indicates exhibits incorporated by reference as indicated. \*\* Previously filed.