

DOMINION ENERGY INC /VA/

Form S-4

February 14, 2018

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

DOMINION ENERGY, INC.

(Exact name of Registrant as specified in its charter)

Virginia	4911	54-1229715
(State or other jurisdiction of	(Primary Standard Industrial	(I.R.S. Employer
incorporation or organization)	Classification Code Number)	Identification No.)

120 TREDEGAR STREET RICHMOND, VIRGINIA 23219

(804) 819-2000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Carlos M. Brown, Esq.

Vice President and General Counsel

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120 Tredegar Street

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Telephone: (804) 819-2690

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Approximate date of commencement of proposed sale of the securities to the public: , 2018.

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If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Non-accelerated Filer (Do not check if a smaller reporting company)

Accelerated Filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

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Title of each class of securities to be registered⁽¹⁾	Amount to be registered⁽²⁾	Proposed	Proposed	Amount of registration fee⁽⁴⁾
		maximum offering price per share	maximum aggregate offering price⁽³⁾⁽⁴⁾	
Common Stock	95,611,418	N/A	\$5,078,452,603.75	\$632,267.35

- (1) This Registration Statement relates to shares of common stock, no par value, of Dominion Energy, Inc. (Dominion Energy common stock), issuable to holders of common stock, no par value, of SCANA Corporation (SCANA common stock) upon completion of the merger described herein.
- (2) Represents the estimated maximum number of shares of Dominion Energy common stock to be issued upon completion of the merger described herein. This number is based on 142,916,917 shares of SCANA common stock, the estimated maximum number of shares of SCANA common stock outstanding or reserved for issuance under various equity plans or otherwise, immediately prior to the merger, and the exchange of each such share of SCANA common stock for 0.6690 of a share of Dominion Energy common stock, pursuant to the terms of the Agreement and Plan of Merger, dated as of January 2, 2018, by and among Dominion Energy, Inc., Sedona Corp. and SCANA Corporation, which is attached to the proxy statement/prospectus included in this Registration Statement on Form S-4 as Annex A.
- (3) Estimated solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act and computed pursuant to Rule 457(f) of the Securities Act. The proposed maximum offering price is equal to the product of (a) \$35.5343, the average of the high and low prices of SCANA s common stock reported on the New York Stock Exchange on February 13, 2018 and (b) 142,916,917, the estimated maximum number of shares of SCANA common stock that is expected to be exchanged in connection with the merger described herein.
- (4) Computed in accordance with Section 6(b) of the Securities Act by multiplying 0.00012450 by the proposed maximum aggregate offering price.

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The information in this document is not complete and may be changed. Dominion Energy, Inc. may not sell the securities offered by this document until the registration statement filed with the Securities and Exchange Commission, of which this document is a part, is declared effective. This document shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction where such offer, solicitation or sale is not permitted.

PRELIMINARY SUBJECT TO COMPLETION DATED , 2018

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

Dear SCANA Shareholders:

The board of directors of SCANA Corporation, which we refer to as SCANA, has adopted an Agreement and Plan of Merger, which we refer to as the merger agreement, dated as of January 2, 2018, by and among Dominion Energy, Inc., which we refer to as Dominion Energy, Sedona Corp., a wholly owned subsidiary of Dominion Energy, which we refer to as Merger Sub, and SCANA.

Pursuant to the merger agreement, Merger Sub will merge with and into SCANA, which we refer to as the merger, with SCANA surviving the merger as a wholly owned subsidiary of Dominion Energy. In the merger, holders of SCANA common stock, whom we refer to as SCANA shareholders, will have the right to receive 0.6690 of a share of Dominion Energy common stock for each share of SCANA common stock held at the time of the merger, which we refer to as the merger consideration, with cash to be paid in lieu of the issuance of any fractional share of Dominion Energy common stock. The value of the merger consideration to be received in exchange for each share of SCANA common stock will fluctuate with the market value of Dominion Energy common stock. The transaction structure contemplates that the receipt of shares of Dominion Energy common stock will be tax-deferred for SCANA shareholders.

SCANA shareholders are encouraged to read this entire proxy statement/prospectus carefully, including:

the Questions and Answers About the Merger and the Special Meeting section beginning on page iv;

the Risk Factors section beginning on page 17; and

the The Merger SCANA s Reasons for the Merger; Recommendation of the SCANA Board section beginning on page 47.

SCANA will hold a special meeting of shareholders to consider the merger, which we refer to as the special meeting. Based on the number of shares of SCANA common stock outstanding on _____, 2018, the record date for the special meeting, Dominion Energy expects to issue approximately _____ shares of Dominion Energy common stock to the SCANA shareholders. As a result, upon the completion of the merger, former SCANA shareholders will own approximately 13% of the issued and outstanding shares of Dominion Energy common stock. SCANA common stock is listed on the New York Stock Exchange, which we refer to as the NYSE, under the symbol SCG and Dominion Energy common stock is listed on the NYSE under the symbol D.

We cannot complete the merger unless the SCANA shareholders approve the proposal related to the merger and, therefore, your vote is very important. Whether or not you expect to attend the special meeting in person, please vote your shares as promptly as possible by (i) accessing the Internet website specified on your proxy card, (ii) calling the toll-free number specified on your proxy card or (iii) signing all proxy cards that you receive and returning them in the postage-paid envelopes provided, so that your shares of SCANA common stock may be represented and voted at the special meeting. You may change or revoke your proxy at any time before the vote at the special meeting by following the procedures outlined in this proxy statement/prospectus.

We look forward to the successful completion of the merger.

Sincerely,

Jimmy E. Addison

Chief Executive Officer

SCANA Corporation

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued in connection with the merger or determined that this proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

This proxy statement/prospectus is dated _____, 2018, and is first being mailed to SCANA shareholders on or about _____, 2018.

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SCANA CORPORATION

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON _____, 2018

NOTICE IS HEREBY GIVEN that SCANA Corporation, a South Carolina corporation, which we refer to as SCANA, will hold a special meeting, which we refer to as the special meeting, of the shareholders of SCANA, whom we refer to as SCANA shareholders, on _____, 2018, at _____ [a.m./p.m.], Eastern Daylight Time, at _____.

The SCANA shareholders are being asked to consider and vote on the proposals listed below at the special meeting or any adjournment or postponement of the special meeting:

1. the proposal to approve the Agreement and Plan of Merger, dated as of January 2, 2018, by and among Dominion Energy, Inc., a Virginia corporation, which we refer to as Dominion Energy, Sedona Corp., a South Carolina corporation and a wholly owned subsidiary of Dominion Energy, which we refer to as Merger Sub, and SCANA, as such agreement may be amended from time to time, which we refer to as the merger agreement, pursuant to which Merger Sub will be merged with and into SCANA, with SCANA surviving the merger as a wholly owned subsidiary of Dominion Energy, and each outstanding share of the common stock of SCANA, no par value, which we refer to as SCANA common stock, will be converted into the right to receive 0.6690 of a share of the common stock of Dominion Energy, no par value, which we refer to as Dominion Energy common stock, with cash paid in lieu of fractional shares, which we refer to as the merger proposal;
2. the proposal to approve, on a non-binding advisory basis, the compensation to be paid to SCANA's named executive officers that is based on or otherwise relates to the merger, which we refer to as the merger-related compensation proposal; and
3. the proposal to adjourn the special meeting, if necessary or appropriate, in the view of the board of directors of SCANA, which we refer to as the SCANA board, to solicit additional proxies in favor of the merger proposal if there are not sufficient votes at the time of the special meeting to approve the merger proposal, which we refer to as the adjournment proposal.

Approval of the merger proposal by SCANA shareholders is required to complete the merger. Approval of the merger-related compensation proposal and the adjournment proposal are not required to complete the merger.

The SCANA board has unanimously adopted the merger agreement and approved the transactions contemplated thereby, including the merger, and recommends that you vote **FOR** the merger proposal, **FOR** the merger-related compensation proposal and **FOR** the adjournment proposal. Only SCANA shareholders of record at the close of business on _____, 2018, are entitled to notice of and to vote at the special meeting.

You may vote your shares of SCANA common stock over the Internet at *proxy.georgeson.com*, by calling toll-free [_____] , by completing and mailing the enclosed proxy card, or in person at the special meeting. We request that you vote in advance whether or not you plan to attend the special meeting.

If you do not vote on the merger proposal, it will have the same effect as a vote by you against the merger proposal.

You may revoke your proxy at any time prior to the vote at the special meeting by voting your shares of SCANA common stock in person at the special meeting, revoting through the website or telephone numbers listed above, or returning a later-dated proxy card.

Sincerely,

Gina Champion

Vice President, Corporate Secretary and

Deputy General Counsel

, 2018

This proxy statement/prospectus incorporates important business and financial information about Dominion Energy and SCANA from other documents that Dominion Energy and SCANA have each filed with the U.S. Securities and Exchange Commission, which we refer to as the SEC. For a listing of documents incorporated by reference into this proxy statement/prospectus, please see the section entitled *Where You Can Find More Information* beginning on page 136 of this proxy statement/prospectus. This information is available for you to review at the SEC's public reference room located at 100 F Street, N.E., Room 1580, Washington, D.C. 20549, and through the SEC's website at www.sec.gov.

This information is available to you without charge upon your request. You can obtain the documents incorporated by reference into this proxy statement/prospectus by requesting them in writing or by telephone from the appropriate company at:

SCANA Corporation
220 Operation Way, Mail Code C103
Cayce, South Carolina 29033
(803) 217-6916
Attn: Investor Relations

Dominion Energy, Inc.
120 Tredegar Street
Richmond, Virginia 23219
Corporate.Secretary@dominionenergy.com
Attn: Corporate Secretary

The firm assisting SCANA with the solicitation of proxies:

Georgeson, Inc.

480 Washington Boulevard

Jersey City, NJ 07310

Shareholders Call Toll-Free: []

Banks and Brokers Call Collect: []

Email: []

Investors may also consult SCANA's or Dominion Energy's website for more information concerning the merger and other related transactions described in this proxy statement/prospectus. SCANA's website is www.scana.com. Dominion Energy's website is www.dominionenergy.com. Each company's filings with the SEC are also available at www.sec.gov. Information contained on SCANA's and Dominion Energy's respective websites is not incorporated by reference into, and does not constitute part of, this proxy statement/prospectus. The references to SCANA's and Dominion Energy's respective websites are intended to be inactive textual references only.

If you would like to request documents, please do so by _____, 2018 in order to receive them before the special meeting.

For more information, see the section entitled Where You Can Find More Information beginning on page 136 of this proxy statement/prospectus.

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ABOUT THIS PROXY STATEMENT/PROSPECTUS

This document, which forms part of a registration statement on Form S-4 filed with the SEC by Dominion Energy (File No. 333-), constitutes a prospectus of Dominion Energy under Section 5 of the Securities Act of 1933, as amended, which we refer to as the Securities Act, with respect to the shares of Dominion Energy common stock to be issued to SCANA shareholders pursuant to the merger agreement. This document also constitutes a proxy statement of SCANA under Section 14(a) of the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act, with respect to the special meeting at which SCANA shareholders will be asked to vote upon and approve the merger proposal, the non-binding merger-related compensation proposal and the adjournment proposal. It also constitutes a notice of meeting with respect to the special meeting.

You should rely only on the information contained in, or incorporated by reference into, this proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this proxy statement/prospectus. This proxy statement/prospectus is dated , 2018. You should not assume that the information contained in, or incorporated by reference into, this proxy statement/prospectus is accurate as of any date other than, in the case of this proxy statement/prospectus, the date on the front cover of this proxy statement/prospectus and, in the case of information incorporated by reference, the respective dates of such referenced documents. Neither the mailing of this proxy statement/prospectus to SCANA shareholders nor the issuance by Dominion Energy of shares of Dominion Energy common stock in connection with the merger will create any implication to the contrary.

This proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction in which, or from any person to whom, it is unlawful to make any such offer or solicitation in such jurisdiction. Information contained in this proxy statement/prospectus regarding Dominion Energy has been provided by Dominion Energy and information contained in this proxy statement/prospectus regarding SCANA has been provided by SCANA.

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QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETING

*The following questions and answers are intended to briefly address some questions that you, as a SCANA shareholder, may have regarding the merger, the merger agreement and the special meeting. Dominion Energy and SCANA urge you to read carefully the remainder of this proxy statement/prospectus because these questions and answers may not address all questions or provide all information that might be important to you with respect to the merger, the merger agreement and the matters being considered at the special meeting. Additional important information is also contained in the annexes and the documents incorporated by reference into this proxy statement/prospectus. You may obtain the information incorporated by reference into this proxy statement/prospectus without charge by following the instructions under the section entitled *Where You Can Find More Information* beginning on page 136 of this proxy statement/prospectus. For your convenience, these questions and answers have been divided into questions and answers about the merger and questions and answers about the special meeting.*

Questions and Answers About the Merger

Q: What is the merger?

A: SCANA, Dominion Energy and Merger Sub have entered into the merger agreement, a copy of which is attached as Annex A to this proxy statement/prospectus and is incorporated by reference herein. The merger agreement contains the terms and conditions of the merger, in which Merger Sub will merge with and into SCANA with SCANA surviving the merger as a wholly owned subsidiary of Dominion Energy, which we refer to as the surviving corporation.

Q: Why am I receiving this proxy statement/prospectus and proxy or voting instruction card?

A: SCANA is sending these materials to the SCANA shareholders to help them decide how to vote their shares of SCANA common stock with respect to the merger and other matters to be considered at the special meeting. SCANA is holding the special meeting to ask its shareholders to consider and vote upon the merger proposal. The merger cannot be completed unless SCANA shareholders approve the merger proposal. At the special meeting, SCANA shareholders will also be asked to consider and vote upon (i) the merger-related compensation proposal, on a non-binding, advisory basis and (ii) the adjournment proposal, if necessary or appropriate in the view of the SCANA board.

This proxy statement/prospectus includes important information about the merger, the merger agreement and the special meeting. SCANA shareholders should read this information carefully and in its entirety. The enclosed voting materials allow SCANA shareholders to vote their shares without attending the special meeting in person.

Your vote is very important. We encourage you to vote as soon as possible.

This proxy statement/prospectus constitutes both a proxy statement of SCANA and a prospectus of Dominion Energy. It is a proxy statement of SCANA because the SCANA board is soliciting proxies from the SCANA shareholders. It is a prospectus of Dominion Energy because Dominion Energy will issue shares of Dominion Energy common stock in exchange for outstanding shares of SCANA common stock in the merger.

Q: What will I receive if the merger is completed?

A: If the merger is completed, you will have the right to receive the merger consideration (0.6690 of a share of Dominion Energy common stock for each share of SCANA common stock that you own at the time of the merger). No fractional shares of Dominion Energy common stock will be issued in the merger; instead, if you otherwise would be owed a fraction of a share of Dominion Energy common stock, you will receive the value of that fraction of a share in cash, without interest and rounded to the nearest cent, where value is

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based on a formula that takes into account the volume-weighted average price of Dominion Energy common stock for the ten (10) consecutive trading day period ending on and including the second trading day prior to the time of the closing of the merger. For example, if you own 100 shares of SCANA common stock, in exchange for your shares of Dominion Energy common stock, you will receive 66 shares of Dominion Energy common stock, plus an amount of cash equivalent to the value of 0.90 of a share of Dominion Energy common stock. See the section entitled *The Merger Agreement Terms of the Merger* beginning on page 84 of this proxy statement/prospectus.

Q: Will my shares of Dominion Energy common stock acquired in the merger receive a dividend?

A: After the closing of the merger, as a holder of Dominion Energy common stock, you will receive the same dividends on shares of Dominion Energy common stock that all other holders of Dominion Energy common stock will receive with respect to any dividend record date that occurs after the effective time of the merger (as defined below).

Former SCANA shareholders who hold SCANA share certificates will not be entitled to be paid dividends otherwise payable on the shares of Dominion Energy common stock into which their shares of SCANA common stock are exchangeable until they surrender their SCANA share certificates according to the instructions provided to them. Dividends will be accrued for these shareholders and they will receive the accrued dividends when they surrender their SCANA share certificates. Dominion Energy most recently paid a quarterly dividend on December 20, 2017 in an amount equal to \$0.770 per share of Dominion Energy common stock. See the section entitled *Comparative Stock Prices and Dividends* on page 15 of this proxy statement/prospectus.

All future Dominion Energy dividends will remain subject to approval by the board of directors of Dominion Energy, which we refer to as the Dominion Energy board.

Q: What will holders of SCANA equity compensation awards receive in the merger?

A: At the effective time of the merger, each performance share award in respect of SCANA common stock, which we refer to as a performance share award, and restricted stock unit in respect of SCANA common stock, which we refer to as a restricted stock unit, granted under SCANA's 2015 Long-Term Equity Compensation Plan, 2000 Long-Term Equity Compensation Plan, or Director Compensation and Deferral Plan, as applicable, which we collectively refer to as the SCANA equity award plans, will fully vest (at the target level of performance in the case of the performance share awards) and will be cancelled and converted automatically into the right to receive an amount in cash, without interest, based on a formula that takes into account the volume-weighted average price of Dominion Energy common stock for the ten (10) consecutive trading day period ending on and including the second (2nd) trading day prior to the closing of the merger for each share of SCANA common stock underlying such performance share award or restricted stock unit, as applicable.

At the effective time of the merger each deferred unit in respect of SCANA common stock, which we refer to as a deferred unit, credited or deemed credited to the SCANA stock ledger under SCANA's Director Compensation and Deferral Plan or Executive Deferred Compensation Plan shall be converted automatically into a number of deferred unit(s) in respect of Dominion Energy common stock under such plans (which will be assumed by Dominion Energy) equal to the product of (x) such deferred unit multiplied by (y) the merger consideration, to be payable pursuant to the terms of the applicable plan.

For additional information regarding the SCANA equity compensation awards, see the section entitled *The Merger Interests of SCANA's Directors and Executive Officers in the Merger Equity Compensation* beginning on page 73 of this proxy statement/prospectus.

Q: Do any of SCANA's directors or executive officers have interests in the merger that may differ from or be in addition to my interests as a SCANA shareholder?

A: In considering the recommendation of the SCANA board with respect to the merger proposal, you should be aware that SCANA's directors and executive officers may have interests in the merger that are different

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from, or in addition to, the interests of the SCANA shareholders generally. The SCANA board was aware of and considered these interests, among other matters, in evaluating and negotiating the merger agreement and the merger, and in recommending that the SCANA shareholders approve the merger agreement. For additional information on the interests of SCANA's directors and executive officers in the merger, see the section entitled *The Merger Interests of SCANA's Directors and Executive Officers in the Merger* beginning on page 72 of this proxy statement/prospectus and *Non-Binding Advisory Vote on Named Executive Officer Merger-Related Compensation* beginning on page 110 of this proxy statement/prospectus.

Q: Why am I being asked to consider and vote on the merger-related compensation proposal?

A: Under SEC rules, we are required to conduct a non-binding advisory vote of shareholders regarding the compensation that may be paid or become payable to our named executive officers in connection with the completion of the merger.

Q: What will happen if the SCANA shareholders do not approve the merger-related compensation proposal?

A: Approval of the merger-related compensation proposal is not a condition to completion of the merger. The merger-related compensation vote is advisory and will not be binding. Therefore, if the merger proposal is approved by the SCANA shareholders and the merger is completed, the compensation that is the subject of the merger-related compensation proposal, which includes amounts we are contractually obligated to pay, would still be paid regardless of the outcome of the non-binding advisory vote.

Q: If I do not favor the approval of the merger agreement, do I have appraisal or dissenters' rights?

A: No. Because SCANA common stock is listed on the NYSE as of the record date of the special meeting, holders of SCANA common stock are not entitled to exercise appraisal or dissenters' rights under Section 33-13-102(B) of the South Carolina Business Corporation Act, which we refer to as the SCBCA, in connection with the merger. SCANA shareholders may vote against the merger proposal if they are not in favor of the approval of the merger agreement. For additional information on appraisal or dissenters' rights, see the section entitled *The Merger No Dissenters' Rights* beginning on page 67 of this proxy statement/prospectus.

Q: What are the U.S. federal income tax consequences of the merger to SCANA shareholders?

A: The merger is intended to be non-taxable to SCANA shareholders, provided it qualifies as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, which we refer to as the Code. The holders of SCANA common stock are not expected to recognize any gain or loss for U.S. federal income tax purposes on the exchange of shares of SCANA common stock for shares of Dominion Energy common stock in the merger, except with respect to any cash received in lieu of fractional shares of Dominion Energy common stock.

You should read *The Merger U.S. Federal Income Tax Consequences of the Merger* beginning on page 65 of this proxy statement/prospectus for a more complete discussion of the U. S. federal income tax consequences of the merger. Tax matters can be complicated and the tax consequences of the merger to you will depend on your particular tax situation. You should consult your tax advisor to determine the tax consequences of the merger to you.

Q: What will happen to SCANA as a result of the merger?

A: If the merger is completed, Merger Sub will be merged with and into SCANA, with SCANA continuing as the surviving corporation and a wholly owned subsidiary of Dominion Energy.

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SCANA will no longer be a public company, and its shares will be delisted from the NYSE, deregistered under the Exchange Act and cease to be publicly traded. SCANA shareholders of record at the effective time of the merger will be entitled to receive the merger consideration.

Q: What equity stake will SCANA shareholders hold in Dominion Energy immediately following the merger?

A: We estimate that upon the closing of the merger, holders of SCANA common stock will hold, in the aggregate, approximately 13% of the issued and outstanding shares of Dominion Energy common stock.

Q: When do you expect the merger to be completed?

A: We hope to complete the merger in 2018; however, the merger is subject to various regulatory approvals and other conditions set forth in the merger agreement and described elsewhere in this proxy statement/prospectus and it is possible that factors outside the control of SCANA and Dominion Energy could result in the merger being completed at a later time, or not at all. There may be a substantial amount of time between the special meeting and the completion of the merger. We hope to complete the merger as soon as reasonably practicable following the receipt of all required approvals and the satisfaction or waiver of the other conditions.

Q: What are the conditions to the completion of the merger?

A: In addition to the approval of the merger agreement by SCANA shareholders as described above, closing of the merger is subject to the satisfaction or, to the extent permitted by applicable law, waiver of a number of other conditions, including compliance with applicable federal and state regulatory filing and approval requirements under the terms of the merger agreement, including under the Hart-Scott-Rodino Act, which we refer to as the HSR Act, and from the Nuclear Regulatory Commission, which we refer to as the NRC, and the Federal Energy Regulatory Commission, which we refer to as FERC, as well as from the Public Service Commission of South Carolina, the North Carolina Utilities Commission and the Georgia Public Service Commission, which we refer to as SCPSC, NCUC and GPSC, respectively. Other conditions include that, since the date of the merger agreement, there have been no substantive changes in any applicable law or order with respect to the South Carolina Base Load Review Act of 2007, as amended, which we refer to as the BLRA, or other South Carolina public utility laws that have or would reasonably be expected to have an adverse effect on SCANA or any of its subsidiaries and that no governmental entity of competent jurisdiction shall have entered any order or enacted any change in law that imposes any condition that would reasonably be expected to result in any material change to the proposed terms, conditions or undertakings of the SCPSC petition (as defined in *Summary Conditions to Completion of the Merger*) or any significant change to the economic value of the proposed terms of the SCPSC petition, in each case as reasonably determined by Dominion Energy in good faith. Further conditions to closing include (1) that the SCPSC approve the SCPSC petition (other than the request for the SCPSC to make the SCPSC merger determination (as defined below)), unless otherwise consented to by Dominion Energy in its sole discretion, without any material change to the terms, conditions or undertakings of the cost recovery plan (as defined below) or any significant change to the economic value of the cost recovery plan, in each case as reasonably determined by Dominion Energy in good faith, and (2) that the SCPSC approve the merger with no

material changes to the terms of the merger or make a finding that the merger is in the public interest or make a finding that there is an absence of harm to South Carolina rate payers as a result of the merger. We refer to the condition in clause (2) as the SCPSC merger determination.

For a more complete summary of these conditions and additional conditions that must be satisfied or waived prior to the closing of the merger, see the section entitled *The Merger Agreement Conditions to Completion of the Merger* beginning on page 88 of this proxy statement/prospectus.

Q: What happens if I sell my shares of SCANA common stock before the special meeting?

A: The record date for SCANA shareholders entitled to vote at the special meeting is _____, 2018, which is earlier than the date of the special meeting. If you sell or otherwise transfer your shares of SCANA

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common stock after the record date but before the special meeting, you will retain your right to vote such shares at the special meeting but will otherwise transfer ownership of your shares of SCANA common stock, unless special arrangements (such as provision of a proxy) are made between you and the person to whom you transfer your shares and each of you notifies us in writing of such special arrangements.

Q: What happens if I sell or otherwise transfer my shares of SCANA common stock before the completion of the merger?

A: Only holders of shares of SCANA common stock at the time the articles of merger have been filed with the South Carolina Secretary of State (unless the parties agree in writing to a later time for the completion of the merger and specify such time in the articles of merger), which we refer to as the effective time of the merger, will become entitled to receive the merger consideration. If you sell your shares of SCANA common stock prior to the completion of the merger, you will not be entitled to receive the merger consideration upon completion of the merger.

Q: What happens if the merger is not completed?

A: Under the terms of the merger agreement, if the conditions to the merger are not satisfied or waived by January 2, 2019, which we refer to as the termination date (which will automatically be extended to April 2, 2019 if on the termination date certain required regulatory approvals have not been obtained), then either SCANA or Dominion Energy may terminate the merger agreement, subject to certain restrictions. The merger agreement can also be terminated under other circumstances specified under the merger agreement (see the section entitled *The Merger Agreement Termination of the Merger Agreement* beginning on page 99 of this proxy statement/prospectus). Under specified circumstances, SCANA may be required to pay to Dominion Energy, or be entitled to receive from Dominion Energy, a fee with respect to the termination of the merger agreement. See the section entitled *The Merger Agreement Termination Fees* beginning on page 100.

We cannot complete the merger unless the SCANA shareholders approve the merger proposal. If the merger agreement is not approved by SCANA shareholders or if the merger is not completed for any other reason, SCANA will remain an independent company, the SCANA shareholders will not receive any merger consideration for their shares of SCANA common stock in connection with the merger, and the shares of SCANA common stock will remain outstanding and will continue to be listed and traded on the NYSE.

Questions and Answers Regarding the Special Meeting and Voting

Q: When and where will the special meeting be held?

A: The special meeting will be held at [a.m./p.m.], Eastern Daylight Time on , 2018 at .

Q: What matters will be voted on at the special meeting?

A: You will be asked to consider and vote on the following proposals:

the merger proposal;

the merger-related compensation proposal; and

the adjournment proposal.

SCANA will transact no other business at the special meeting or any adjournment or postponement thereof.

Q: What vote is required for approval of the proposals?

A: Approval of the merger proposal requires the affirmative vote of the holders of at least two-thirds of the outstanding shares of SCANA common stock;

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The merger-related compensation proposal will be approved if more votes are cast in favor of the proposal than against the proposal (the outcome of the merger-related compensation proposal will not be binding on SCANA or the SCANA board or the compensation committee of the SCANA board); and

The adjournment proposal will be approved if more votes are cast in favor of the proposal than against the proposal.

Q: How does the SCANA board recommend that I vote on the proposals?

A: The SCANA board recommends that the SCANA shareholders vote (i) **FOR** the merger proposal, (ii) **FOR** the merger-related compensation proposal and (iii) **FOR** the adjournment proposal.

Q: Who is entitled to vote at the special meeting?

A: All holders of SCANA common stock as of the close of business on _____, 2018, the record date for the special meeting, are entitled to vote at the special meeting, unless a new record date is fixed for any adjournment or postponement of the special meeting.

Q: What are the quorum requirements?

A: A quorum requires the presence, in person or by proxy, of the holders of a majority of the shares of SCANA common stock outstanding and entitled to vote. A quorum is needed to conduct the votes on the merger proposal and the merger-related compensation proposal. Abstentions and broker non-votes, if any, will be counted as present and entitled to vote for purposes of determining the presence or absence of a quorum.

Q: How can I attend the special meeting in person?

A: An admission ticket or proof of share ownership as of the record date is required to attend the special meeting in person. If you plan to use the admission ticket, please remember to detach the admission ticket from your proxy card before mailing your proxy card. If you forget to bring the admission ticket, you will be admitted to the special meeting only if you are listed as a shareholder of record as of the record date and you bring proof of identification. If you hold your shares through a broker, bank or other nominee, you must provide proof of ownership by bringing either a copy of the voting instruction card provided by your broker, bank or other nominee or a brokerage statement showing your share ownership as of the record date. If you are a SCANA shareholder of record and your shares are owned jointly and you need an additional admission ticket, you should contact the SCANA Corporate Secretary, SCANA Corporation, 220 Operation Way, Mail Code D133, Cayce, South Carolina 29033, or call 803-217-7568.

Q: How do I vote?

A: If you are a SCANA shareholder of record as of the record date for the special meeting, whether or not you plan to attend the special meeting, you may vote by submitting a proxy via the Internet, touchtone telephone or mail before the special meeting, or you may vote in person at the special meeting. To ensure your shares are represented at the special meeting, you may submit your proxy by:

accessing *proxy.georgeson.com* (this Internet website is specified on your proxy card);

calling (this toll-free number is specified on your proxy card); or

signing and returning the enclosed proxy card in the postage-paid envelope provided.

If you hold shares of SCANA common stock through a broker, bank or other nominee, please follow the voting instructions provided by your broker, bank or other nominee to ensure that your shares are represented at the special meeting.

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Q: How many votes do I have?

A: You are entitled to one (1) vote for each share of SCANA common stock that you owned as of the record date. As of the close of business on _____, 2018, there were _____ outstanding shares of SCANA common stock.

Q: What will happen if I fail to vote or I abstain from voting?

A: You are strongly encouraged to vote. It is important that your views be represented no matter how many shares you own. Your failure to vote, or failure to instruct your broker, bank or other nominee to vote, or your abstention from voting, will have the same effect as a vote against the merger proposal, but will not be counted as a vote for or against the merger-related compensation proposal or the adjournment proposal.

Q: Who is SCANA's transfer agent?

A: Wells Fargo Shareowner Services, a division of Wells Fargo Bank, N.A., which we refer to as Shareowner Services, has served as the transfer agent and registrar for SCANA. On July 12, 2017, Wells Fargo Bank, N.A. announced that it had entered into an agreement to sell Shareowner Services to Equiniti Group plc. In connection with the sale of Shareowner Services, its appointment as transfer agent of SCANA will be transferred to Equiniti Trust Company, which we refer to as EQ, provided that the sale closes. Accordingly, following the closing of the sale, EQ will serve as the transfer agent and registrar for SCANA common stock.

Q: What is the difference between holding shares as a shareholder of record and as a beneficial owner?

A: If your shares of SCANA common stock are registered directly in your name with SCANA's transfer agent, you are considered the shareholder of record with respect to those shares and you can attend the special meeting and vote in person. You can also vote your shares by proxy without attending the special meeting in any of the ways specified in *The Special Meeting Voting by Proxy* beginning on page 31 of this proxy statement/prospectus. If your shares of SCANA common stock are held by a brokerage firm, trustee, bank, other financial intermediary or nominee, referred to as an intermediary, you are considered the beneficial owner of shares held in street name, and the intermediary is considered the shareholder of record with respect to those shares.

Q: How do I vote my shares of SCANA common stock if my shares are held in street name by my broker, bank or other nominee?

A: If your shares of SCANA common stock are held in street name (that is, through a broker, bank or other nominee), you will receive a voting instruction card or other information from your broker, bank or other nominee seeking instruction from you as to how your shares should be voted, and, to vote your shares, you must provide your broker, bank or other nominee with instructions on how to vote them. Please follow the voting

instructions provided by your broker, bank or other nominee. Please note that you may not vote shares held in street name by returning a proxy card directly to SCANA or by voting in person at the special meeting unless you provide a legal proxy, which you must obtain from your broker, bank or other nominee.

Q: If my shares of SCANA common stock are held in street name, what will happen if I do not instruct my broker, bank or other nominee on how to vote?

A: If you do not instruct your broker, bank or other nominee on how to vote your shares:

your broker, bank or other nominee may not vote your shares on the merger proposal, which broker non-votes will have the same effect as a vote against the merger proposal;

x

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your broker, bank or other nominee may not vote your shares on the merger-related compensation proposal, which broker non-votes will not be counted as a vote for or against the merger-related compensation proposal; and

your broker, bank or other nominee may not vote your shares on the adjournment proposal, which broker non-votes will not be counted as a vote for or against the adjournment proposal.

Q: If I am a shareholder of record, what will happen if I sign and return my proxy card without indicating how to vote?

A: If you sign and return your proxy card without indicating how to vote on any particular proposal, the SCANA common stock represented by your proxy will be voted in favor of that proposal.

Q: How do I vote shares I hold as a participant in the SCANA Corporation 401(k) Retirement Savings Plan (formerly named the SCANA Corporation Stock Purchase-Savings Plan)?

A: If you own shares of SCANA common stock as a participant in the SCANA Corporation 401(k) Retirement Savings Plan, which we refer to as the Plan, you will receive a proxy card that covers only your Plan shares. Proxies executed by Plan participants will serve as instructions to the Plan's trustee as to how Plan shares are to be voted. If you do not instruct the Plan's trustee how your Plan shares are to be voted, the Plan trustee will instruct the proxy agents to vote your shares in the same proportion as the Plan shares for which the Plan's trustee received instructions were voted. As a result of this proportional voting, if voting instructions are given for only a small percentage of Plan participant shares, the wishes of those participants would determine the voting instructions by the Plan's trustee. Accordingly, the greater the number of Plan participant shares for which Plan participants complete and execute proxies, the more representative the Plan trustee's voting instructions will be.

The deadline to provide voting directions for shares allocated to your Plan account in the Plan is [a.m./p.m.], Eastern Daylight Time on , 2018, which, for administrative reasons, is earlier than the deadline for voting SCANA common stock not held through the Plan. You will not be able to submit or change voting directions after this deadline. If you own SCANA common stock both through and outside of the Plan, you will be required to vote those shares separately.

Q: May I change my vote after I have returned a proxy or voting instruction card?

A: Yes. You may change your vote (i.e., revoke your proxy card) at any time before your proxy is voted at the special meeting. If you are a shareholder of record (i.e., you hold your shares directly in your name), you may accomplish this by granting a new proxy (by telephone, Internet or mail) bearing a later date or by attending the special meeting and voting in person (each of which automatically revokes the earlier proxy). However, your attendance at the special meeting alone will not revoke any proxy that you have previously given. If you hold your shares in street name, you must follow the instructions on the voting instruction card you received from your broker, bank or other nominee in order to change or revoke your instructions.

Q: What do I need to do now?

A: Carefully read and consider the information contained in and incorporated by reference into this proxy statement/prospectus, including its annexes.

In order for your shares to be represented at the special meeting:

you can vote through the Internet or by telephone by following the instructions included on your proxy card;

you can indicate on the enclosed proxy card how you would like to vote and return the card in the accompanying pre-addressed postage paid envelope; or

you can attend the special meeting in person.

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Q: Do I need to do anything with my SCANA common stock certificates now?

A: No. If and after the merger is completed, if you held certificates representing shares of SCANA common stock, which we refer to as SCANA stock certificates, prior to the merger, Dominion Energy's exchange agent will send you a letter of transmittal and instructions for exchanging your SCANA stock certificates for the merger consideration. Upon surrender of the SCANA stock certificates for cancellation along with the executed letter of transmittal and other required documents described in the instructions, you will receive the merger consideration. The shares of Dominion Energy common stock you receive in the merger will be issued in book-entry form.

Q: Who will solicit and pay the cost of soliciting proxies?

A: SCANA has engaged Georgeson, Inc. to assist in the solicitation of proxies for the special meeting, and will pay an estimated fee of \$ for their services plus associated costs and expenses.

Q: Who can help answer my questions?

A: If you have questions about the merger or the other matters to be voted on at the special meeting or desire additional copies of this proxy statement/prospectus or additional proxy cards, you should contact our proxy solicitor or our shareholder services provider:

Georgeson, Inc.

480 Washington Boulevard,

Jersey City, NJ 07310

Shareholders Call Toll-Free: []

Banks and Brokers Call Collect: []

Email: []

or

[]

[]

Telephone: []

Email: []

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SUMMARY

*This summary highlights information contained elsewhere in this proxy statement/prospectus and may not contain all the information that is important to you. We urge you to read carefully the remainder of this proxy statement/prospectus, including the attached annexes, and the other documents to which we have referred you for a more complete understanding of the matters being considered at the special meeting. See also the section entitled *Where You Can Find More Information* on page 136 of this proxy statement/prospectus. We have included page references to direct you to a more complete description of the topics presented in this summary.*

Parties to the Merger

Dominion Energy

120 Tredegar Street

Richmond, Virginia 23219

(804) 819-2000

Headquartered in Richmond, Virginia and incorporated in Virginia in 1983, Dominion Energy is one of the nation's largest producers and transporters of energy, with a portfolio of approximately 26,000 megawatts of electric generation, 66,100 miles of natural gas transmission, gathering, storage and distribution pipelines and 64,500 miles of electric transmission and distribution lines. Dominion Energy operates one of the largest natural gas storage systems in the U.S. with 1 trillion cubic feet of capacity, and serves nearly 6 million utility and retail energy customers.

Dominion Energy common stock is listed on the NYSE under the symbol **D**.

Additional information about Dominion Energy is included in the documents incorporated by reference into this proxy statement/prospectus. See the section entitled *Where You Can Find More Information* beginning on page 136 of this proxy statement/prospectus.

SCANA

100 SCANA Parkway

Cayce, South Carolina 29033

(803) 217-9000

SCANA is a South Carolina corporation created in 1984 as a holding company. SCANA, through its wholly owned regulated subsidiaries, is primarily engaged in the generation, transmission, distribution and sale of electricity in the central, southern and southwestern portions of South Carolina and in the purchase, transmission and sale of natural gas in North Carolina and South Carolina. SCANA, through a wholly owned nonregulated subsidiary, also markets natural gas to retail customers in Georgia and to wholesale customers in the southeast United States.

SCANA common stock is traded on the NYSE under the symbol **SCG**.

Additional information about SCANA and its subsidiaries is included in the documents incorporated by reference into this proxy statement/prospectus. See the section entitled *Where You Can Find More Information* on page 136 of this proxy statement/prospectus.

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Merger Sub

120 Tredegar Street

Richmond, Virginia 23219

(804) 819-2000

Merger Sub, a wholly owned subsidiary of Dominion Energy, is a South Carolina corporation formed on December 29, 2017 for the purpose of effecting the merger. To date, Merger Sub has not conducted any activities other than those incidental to its formation and the matters contemplated by the merger agreement in connection with the merger.

The Merger and the Merger Agreement

The terms and conditions of the merger are contained in the merger agreement, a copy of which is attached as Annex A to this proxy statement/prospectus. We encourage you to carefully read the merger agreement in its entirety, as it is the principal document that governs the merger.

Pursuant to and in accordance with the terms and conditions of the merger agreement, at the effective time of the merger, Merger Sub will merge with and into SCANA. After the effective time of the merger, SCANA will be the surviving corporation and a wholly owned subsidiary of Dominion Energy. Following the effective time of the merger, SCANA common stock will be delisted from the NYSE, deregistered under the Exchange Act, and cease to be publicly traded.

Merger Consideration (See page 84)

Upon completion of the merger, each issued and outstanding share of SCANA common stock (other than shares owned by Dominion Energy, Merger Sub or any other wholly owned subsidiary of Dominion Energy and shares owned by SCANA or any wholly owned subsidiary of SCANA, which shares we refer to as cancelled shares) will be automatically converted into the right to receive the merger consideration. Cash will be paid in lieu of any fractional shares of Dominion Energy common stock.

Recommendations of the SCANA Board of Directors (See page 47)

On January 2, 2018 the SCANA board adopted the merger agreement by a unanimous vote. For the factors considered by the SCANA board in reaching its decision to approve the merger agreement, see the section entitled *The Merger SCANA's Reasons for the Merger; Recommendation of the SCANA Board* beginning on page 42.

The SCANA board recommends that the SCANA shareholders vote (i) FOR the merger proposal, (ii) FOR the merger-related compensation proposal and (iii) FOR the adjournment proposal.

Opinions of SCANA's Financial Advisors (See page 47)

Opinion of Morgan Stanley & Co. LLC (See page 47)

The SCANA board selected Morgan Stanley & Co. LLC, which we refer to as Morgan Stanley, to act as its financial advisor based on Morgan Stanley's qualifications, expertise and reputation, its knowledge of and involvement in recent

transactions in SCANA's industry and its knowledge and understanding of the business and affairs of SCANA. On January 2, 2018, Morgan Stanley rendered its oral opinion, which was subsequently confirmed in writing, to the SCANA board to the effect that, as of that date, and based upon and subject to the assumptions made, procedures followed, matters considered and qualifications and limitations on the scope of

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review undertaken by Morgan Stanley as set forth in Morgan Stanley's written opinion, the merger consideration to be received by the holders of shares of SCANA common stock (other than the holders of the cancelled shares) pursuant to the merger agreement was fair from a financial point of view to the holders of shares of SCANA common stock.

The full text of the written opinion of Morgan Stanley delivered to the SCANA board, dated January 2, 2018, is attached as Annex B and incorporated into this proxy statement/prospectus by reference in its entirety. The opinion sets forth, among other things, the assumptions made, procedures followed, matters considered and qualifications and limitations on the scope of the review undertaken by Morgan Stanley in rendering its opinion. SCANA shareholders are urged to, and should, read the opinion carefully and in its entirety. Morgan Stanley's opinion is directed to the SCANA board and addresses only the fairness from a financial point of view of the merger consideration to be received by the holders of shares of SCANA common stock (other than the holders of the cancelled shares) pursuant to the merger agreement as of the date of the opinion. Morgan Stanley's opinion did not address the relative merits of the transactions contemplated by the merger agreement as compared to other business or financial strategies that might be available to SCANA, nor did it address the underlying business decision of SCANA to enter into the merger agreement or proceed with any other transaction contemplated by the merger agreement. In addition, Morgan Stanley's opinion did not in any manner address the prices at which shares of Dominion Energy common stock will trade following completion of the merger or at any time, and Morgan Stanley's opinion was not intended to, and does not, express any opinion or recommendation as to how the SCANA shareholders should vote at the special meeting. The summary of Morgan Stanley's opinion set forth in this proxy statement/prospectus is qualified in its entirety by reference to the full text of Morgan Stanley's opinion.

For a summary of Morgan Stanley's opinion and the methodology that Morgan Stanley used to render its opinion, see the section entitled *The Merger Opinions of SCANA's Financial Advisors Opinion of Morgan Stanley & Co. LLC* beginning on page 47 of this proxy statement/prospectus.

Opinion of RBC Capital Markets, LLC (See page 58)

SCANA has engaged RBC Capital Markets, LLC, which we refer to as RBC Capital Markets, as a financial advisor to SCANA in connection with the merger. As part of this engagement, RBC Capital Markets delivered an opinion, dated January 2, 2018, to the SCANA board as to the fairness, from a financial point of view and as of such date, of the merger consideration to be received by holders of SCANA common stock pursuant to the merger agreement. The full text of RBC Capital Markets' written opinion, dated January 2, 2018, is attached as Annex C to this proxy statement/prospectus and sets forth, among other things, the procedures followed, assumptions made, factors considered and qualifications and limitations on the review undertaken by RBC Capital Markets in connection with its opinion, as more fully described in the section entitled *The Merger Opinions of SCANA's Financial Advisors Opinion of RBC Capital Markets, LLC* beginning on page 58 of this proxy statement/prospectus. **RBC Capital Markets delivered its opinion to the SCANA board for the benefit, information and assistance of the SCANA board (in its capacity as such) in connection with its evaluation of the merger. RBC Capital Markets opinion addressed only the fairness, from a financial point of view and as of the date of such opinion, of the merger consideration (to the extent expressly specified in such opinion) and did not address any other aspect of the merger. RBC Capital Markets' opinion also did not address the underlying business decision of SCANA to engage in the merger or the relative merits of the merger compared to any alternative business strategy or transaction that might be available to SCANA or in which SCANA might engage. RBC Capital Markets does not express any opinion and does not make any recommendation to any shareholder as to how such shareholder should vote or act with respect to the merger or any proposal to be voted upon in connection with the merger or otherwise.**

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Interests of SCANA's Directors and Executive Officers in the Merger (See page 72)

In considering the recommendation of the SCANA board with respect to the merger proposal and the other information contained in this proxy statement/prospectus, you should be aware that SCANA's executive officers and directors may have interests in the merger that may be different from, or in addition to, the interests of the SCANA shareholders. These interests include the accelerated vesting of equity awards, arrangements that provide for severance benefits if the employment of a SCANA executive officer is terminated under specified circumstances following the completion of the merger and rights to indemnification and director's and officer's liability insurance that will survive the completion of the merger. For a detailed discussion of the interests that SCANA's directors and executive officers may have in the merger, please see the section entitled *The Merger Interests of SCANA's Directors and Executive Officers in the Merger* beginning on page 72 of this proxy statement/prospectus.

Expected Timing of the Merger (See page 68)

We are targeting to complete the merger in 2018, subject to the receipt of required shareholder and regulatory approvals and the satisfaction or waiver of the other conditions to the merger discussed below.

Conditions to Completion of the Merger (See page 88)

As more fully explained below, the obligation of SCANA, Dominion Energy and Merger Sub to effect the merger is subject to the satisfaction or waiver of the following mutual conditions:

the receipt of the affirmative vote of holders of at least two-thirds of the outstanding shares of SCANA common stock entitled to vote thereon at a duly held special meeting (or any adjournment or postponement of the special meeting) with respect to the merger proposal, which we refer to as the SCANA requisite vote;

the absence of any law or order issued by any governmental entity (as defined below) prohibiting the completion of the merger;

the expiration or termination of the waiting period applicable to the completion of the merger under the HSR Act;

authorization of the merger from the FERC;

authorization of the merger from the NRC;

authorization of the merger from the GPSC;

authorization of the merger from the NCUC;

the issuance by the SCPSC of an order approving the SCPSC petition (other than with respect to the SCPSC merger determination, which is discussed in the conditions of Dominion Energy and Merger Sub in the immediately following paragraph), unless otherwise consented to by Dominion Energy in its sole discretion, without any material changes to the proposed terms, conditions or undertakings set forth in the cost recovery plan or any significant changes to the economic value of the proposed terms of the cost recovery plan (we refer to (i) the South Carolina Public Service Authority as Santee Cooper, (ii) the New Nuclear Development Project under which SCANA and Santee Cooper undertook to construct two (2) Westinghouse AP1000 Advanced Passive Safety nuclear units in Jenkinsville, South Carolina as the NND project, (iii) the cost recovery plan set forth in the SCPSC petition as the cost recovery plan and (iv) the joint petition filed by SCANA's wholly owned utility subsidiary South Carolina Electric & Gas Company, which we refer to as SCE&G, and Dominion Energy with the SCPSC requesting that the SCPSC approve the merger and approve the terms for cost recovery and other regulatory matters with respect to the NND project set forth therein as the SCPSC petition);

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the approval for listing of the shares of Dominion Energy common stock to be issued in the merger on the NYSE; and

the effectiveness under the Securities Act of the registration statement on Form S-4 of which this proxy statement/prospectus is a part.

The obligation of Dominion Energy and Merger Sub to effect the merger is subject to the satisfaction or waiver of the following additional conditions:

the representations and warranties of SCANA relating to SCANA's capitalization being true and correct in all respects, except for de minimis inaccuracies;

the representations and warranties of SCANA relating to (i) SCANA's authority to execute and deliver the merger agreement and perform its obligations under the merger agreement and (ii) broker's and advisor's fees and commissions owed by SCANA to brokers or other financial advisors in connection with the merger, each being true and correct in all material respects;

the representations and warranties of SCANA relating to (i) the absence of any changes since January 1, 2017 that have or would be reasonably expected to have, individually or in the aggregate, a material adverse effect on SCANA and its subsidiaries, taken as a whole and (ii) the SCANA requisite vote being the only vote of the SCANA shareholders required to approve the merger agreement and the merger, each being true and correct in all respects;

each of the representations and warranties of SCANA other than those referred to in the three immediately preceding bullets being true and correct in all respects, except where the failure of such representations and warranties to be true and correct has not had or would not be reasonably expected to have, individually or in the aggregate, a material adverse effect on SCANA and its subsidiaries, taken as a whole;

performance in all material respects by SCANA of all obligations required to be performed by it under the merger agreement on or prior to the closing date of the merger;

Dominion Energy having received a certificate of the chief executive officer or the chief financial officer of SCANA, certifying that the conditions set forth in the five (5) immediately preceding bullets have been satisfied;

the absence of any regulatory approval or other approval or consent, in each case in connection with the merger, or order of a governmental entity related to any of the foregoing imposing a burdensome condition;

the absence of any changes since the date of the merger agreement that have or would be reasonably expected to have, individually or in the aggregate, a material adverse effect on SCANA and its subsidiaries, taken as a whole;

the absence of any order enacted by a governmental entity of competent jurisdiction or any change in law which, in each case, imposes any condition that would reasonably be expected to result in (i) a material change to the proposed terms, conditions, or undertakings set forth in the SCPSC petition, or (ii) a significant change to the economic value of the proposed terms set forth in the SCPSC petition, in each case as reasonably determined by Dominion Energy in good faith;

the SCPSC shall have made the SCPSC merger determination; and

the absence of any (i) substantive change in applicable law or any order with respect to the BLRA as in effect as of the date of the merger agreement or (ii) substantive change in any applicable law or any order enacted by a governmental entity with respect to any other laws of the State of South Carolina governing public utilities as in effect as of the date of the merger agreement, in each case, which has or would reasonably be expected to have an adverse effect on SCANA or any of its subsidiaries.

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The obligation of SCANA to effect the merger is subject to the satisfaction or waiver of the following additional conditions:

the representations and warranties of Dominion Energy and Merger Sub relating to Dominion Energy's and Merger Sub's capitalization being true and correct in all respects, except for *de minimis* inaccuracies;

the representations and warranties of Dominion Energy and Merger Sub relating to (i) Dominion Energy's and Merger Sub's authority to execute and deliver the merger agreement and perform its obligations under the merger agreement and (ii) broker's and advisor's fees and commissions owed by Dominion Energy and Merger Sub to brokers or other financial advisors in connection with the merger, each being true and correct in all material respects;

the representations and warranties of Dominion Energy and Merger Sub relating to (i) the absence of any change since January 1, 2017 that has or would be reasonably expected to have, individually or in the aggregate, a material adverse effect on Dominion Energy and its subsidiaries, taken as a whole and (ii) the approval of the merger agreement by the sole shareholder of Merger Sub being the only vote or consent of any class of capital stock of Dominion Energy or any of its affiliates necessary for Dominion Energy and Merger Sub to approve the merger agreement and complete the merger and the other transactions contemplated by the merger agreement, each being true and correct in all respects;

each of the representations and warranties of Dominion Energy and Merger Sub other than those referred to in the three (3) immediately preceding bullets above being true and correct in all respects, except where the failure of such representations and warranties to be true and correct has not had or would not be reasonably expected to have, individually or in the aggregate, a material adverse effect on Dominion Energy and its subsidiaries, taken as a whole;

performance in all material respects by Dominion Energy and Merger Sub of all obligations required to be performed by them under the merger agreement on or prior to the closing date of the merger; and

SCANA having received a certificate of the chief executive officer or the chief financial officer of Dominion Energy certifying that the conditions set forth in the five (5) immediately preceding bullets have been satisfied.

We cannot be certain when, or if, the conditions to the merger will be satisfied or waived, or that the merger will be completed.

Termination of the Merger Agreement (See page 99)

As more fully explained below, the merger agreement may be terminated and the merger may be abandoned at any time prior to the effective time of the merger:

by mutual written consent of Dominion Energy and SCANA;

by either Dominion Energy or SCANA:

if the merger shall not have been completed on or before January 2, 2019, except that such date will be automatically extended to April 2, 2019 if, as of January 2, 2019, the only conditions to closing not yet satisfied or waived are the ones relating to governmental orders, regulatory approvals or the SCPSC's approval of the cost recovery plan;

if the SCANA requisite vote is not obtained at the special meeting (or any adjournment or postponement thereof); or

if a governmental entity shall have entered a final, nonappealable order that prohibits completion of the merger;

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by SCANA:

if, prior to obtaining the SCANA requisite vote, the SCANA board has effected a SCANA board adverse recommendation change with respect to a superior proposal in accordance with the procedures set forth in the merger agreement and shall have approved, and concurrently with the termination of the merger agreement, SCANA shall have entered into, an alternative acquisition agreement with respect to a superior proposal and paid to Dominion Energy the applicable termination fee; or

if Dominion Energy or Merger Sub have breached any of their respective representations or warranties or failed to perform any of their respective covenants under the merger agreement where (i) such breach would give rise to a failure of a condition to SCANA's obligation to complete the merger relating to (a) the accuracy of Dominion Energy's and Merger Sub's representations and warranties or (b) the performance by Dominion Energy and Merger Sub of all obligations required to be performed by them under the merger agreement and (ii) the breach cannot be cured by Dominion Energy or Merger Sub prior to the termination date, or is not cured by Dominion Energy or Merger Sub prior to the earlier of (a) the thirtieth (30th) day after SCANA provides Dominion Energy written notice of such breach and (b) the third (3rd) business day immediately preceding the termination date;

by Dominion Energy:

if the SCANA board (or a committee thereof) has effected a SCANA board adverse recommendation change; or

if SCANA has breached any of its representations or warranties or failed to perform any of its covenants under the merger agreement where (i) such breach would give rise to a failure of a condition to Dominion Energy's and Merger Sub's obligation to complete the merger relating to (a) the accuracy of SCANA's representations and warranties or (b) the performance by SCANA of all obligations required to be performed by it under the merger agreement and (ii) the breach cannot be cured by SCANA prior to the termination date, or is not cured by SCANA prior to the earlier of (a) the thirtieth (30th) day after Dominion Energy provides SCANA written notice of such breach and (b) the third (3rd) business day immediately preceding the termination date.

Termination Fees (See page 100)

The merger agreement provides that, upon termination of the merger agreement under certain circumstances, each party may be obligated to pay the other party a termination fee, discussed under the section entitled *The Merger Agreement Termination Fees* beginning on page 100 of this proxy statement/prospectus.

Directors and Management of Dominion Energy After the Merger (See page 65)

Upon completion of the merger, the board of directors and executive officers of Dominion Energy are expected to remain unchanged. Pursuant to the terms of the merger agreement, as soon as practical after completion of the merger, the Dominion Energy board intends to appoint a mutually agreeable current member of the SCANA board or SCANA's executive management to serve on the Dominion Energy board. For information on Dominion Energy's

current directors and executive officers, please see Dominion Energy's proxy statement dated March 20, 2017. See the section entitled *Where You Can Find More Information* beginning on page 136 of this proxy statement/prospectus.

Regulatory Approvals Required for the Merger (See page 67)

Under the terms of the merger agreement, to complete the merger, Dominion Energy and SCANA must obtain approvals or consents from, or make filings with, public utility, antitrust and other regulatory authorities.

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The U. S. federal and state approvals, consents and filings required under the terms of the merger agreement to complete the merger include the following:

the expiration or early termination of certain waiting periods under the HSR Act and the related rules and regulations, which provide that certain acquisition transactions may not be completed until required information has been furnished to the Antitrust Division of the Department of Justice, which we refer to as the DOJ, and the Federal Trade Commission, which we refer to as the FTC;

approval of the FERC under the Federal Power Act, which we refer to as the FPA;

consent of the NRC under Section 184 of the Atomic Energy Act and the NRC's implementing regulations in 10 C.F.R. 50.80;

approval of the GPSC under § 46-4-25 of the Official Code of Georgia, which we refer to as the O.C.G.A.;

authorization of the NCUC under Section 62-111(a) of the North Carolina General Statutes, which we refer to as the NCGS;

approval by the SCPSC of the SCPSC petition (other than the request for the SCPSC to make the SCPSC merger determination), unless otherwise consented to by Dominion Energy in its sole discretion, without any material changes to the terms, conditions or undertakings of the cost recovery plan or any significant change to the economic value of the cost recovery plan, in each case as reasonably determined by Dominion Energy in good faith; and

the SCPSC merger determination.

While not a condition to the closing of the merger, the transfer of indirect control over certain licenses for private internal communications held by SCANA and certain SCANA subsidiaries will require the approval of the Federal Communications Commission, which we refer to as the FCC, and the indirect transfer of control of certain state issued radioactive material licenses will require state-level consents.

Dominion Energy and SCANA have made or intend to make various filings and submissions for the above-mentioned authorizations and approvals. Dominion Energy and SCANA filed the required HSR Act notification and report forms with the DOJ and FTC on January 19, 2018, requested early termination of the HSR Act waiting period and were granted such early termination on February 1, 2018. We cannot assure that we will obtain such consents or approvals on terms and subject to conditions that will satisfy the requirements of the merger agreement. Please see the section entitled *The Merger Regulatory Approvals Required for the Merger* beginning on page 67 of this proxy statement/prospectus for additional information about these matters.

U.S. Federal Income Tax Consequences of the Merger (See page 65)

The merger is intended to be non-taxable to shareholders, provided it qualifies as a reorganization within the meaning of Section 368(a) of the Code. The holders of SCANA common stock are not expected to recognize any gain or loss for U.S. federal income tax purposes on the exchange of shares of SCANA common stock for shares of Dominion Energy common stock in the merger, except with respect to any cash received in lieu of fractional shares of Dominion Energy common stock.

You should read *The Merger U.S. Federal Income Tax Consequences of the Merger* beginning on page 65 of this proxy statement/prospectus for a more complete discussion of the U. S. federal income tax consequences of the merger. Tax matters can be complicated and the tax consequences of the merger to you will depend on your particular tax situation. You should consult your tax advisor to determine the tax consequences of the merger to you.

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Accounting Treatment (See page 67)

Dominion Energy prepares its financial statements in accordance with generally accepted accounting principles in the United States, which we refer to as GAAP. The merger will be accounted for using the acquisition method of accounting. Dominion Energy will be treated as the acquiror for accounting purposes.

No Dissenters Rights (See page 67)

No SCANA shareholder will be entitled to exercise any dissenters rights, appraisal rights or other similar rights in connection with the merger and the other transactions contemplated by the merger agreement.

The Special Meeting (See page 29)

The special meeting will be held at [a.m./p.m.] Eastern Daylight Time on , 2018 at . At the special meeting, SCANA shareholders will be asked to consider and vote on:

the merger proposal;

the merger-related compensation proposal; and

the adjournment proposal, if necessary or appropriate in the view of the SCANA board.

You may vote at the special meeting if you owned common stock of SCANA at the close of business on the record date, , 2018. As of the record date there were shares of SCANA common stock outstanding and entitled to vote.

You may cast one (1) vote for each share of SCANA common stock that you owned on the record date.

Required Vote (See page 30)

Approval of the merger proposal requires the affirmative vote of the holders of at least two-thirds of the outstanding shares of SCANA common stock. Your failure to vote, or failure to instruct your broker, bank or other nominee to vote, or your abstention from voting, will have the same effect as a vote against the merger proposal.

The merger-related compensation proposal will be approved if more votes are cast in favor of the proposal than against the proposal. Because the votes for the merger-related compensation proposal are non-binding, if the merger agreement is approved by the SCANA shareholders and the merger is completed, the compensation that is the subject of the merger-related compensation proposal, which includes amounts SCANA is contractually obligated to pay, would still be paid regardless of the outcome of the non-binding advisory vote. Abstentions and broker non-votes will not be counted as a vote for or against the merger-related compensation proposal.

The adjournment proposal will be approved if more votes are cast in favor of the proposal than against the proposal. Abstentions and broker non-votes will not be counted as a vote for or against the adjournment proposal.

If you sign and return your proxy card without indicating how to vote on any particular proposal, SCANA common stock represented by your proxy will be voted in favor of that proposal.

As of the record date for the special meeting, the directors and executive officers of SCANA as a group owned and were entitled to vote shares of the common stock of SCANA, or approximately % of the outstanding shares of SCANA common stock on that date. SCANA currently expects that its directors and executive officers will vote their shares in favor of approval of the merger agreement, but none of SCANA's directors or executive officers have entered into any agreement obligating them to do so.

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Risk Factors (See page 17)

Before voting at the special meeting, you should carefully consider all of the information contained in or incorporated by reference into this proxy statement/prospectus, as well as the specific factors under the section entitled *Risk Factors* beginning on page 17 of this proxy statement/prospectus.

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The selected historical consolidated financial data of Dominion Energy for each of the years ended 2016, 2015 and 2014 and at December 31, 2016 and 2015 have been derived from Dominion Energy's audited consolidated financial statements and related notes contained in its Annual Report on Form 10-K for the year ended December 31, 2016, which are incorporated by reference into this proxy statement/prospectus, and will accompany this proxy statement/prospectus mailed to SCANA shareholders in accordance with South Carolina law. The selected historical consolidated financial data for the years ended 2013 and 2012 and at December 31, 2014, 2013 and 2012 have been derived from Dominion Energy's audited consolidated financial statements, which have not been incorporated by reference into this proxy statement/prospectus. The selected historical consolidated financial data at September 30, 2017 and for the nine months ended September 30, 2017 and 2016 have been derived from Dominion Energy's unaudited consolidated financial statements and related notes contained in its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2017, which are incorporated by reference into this proxy statement/prospectus. The selected historical consolidated financial data at September 30, 2016 has been derived from Dominion Energy's unaudited consolidated financial statements, which have not been incorporated by reference into this proxy statement/prospectus. The information set forth below is only a summary and is not necessarily indicative of the results of future operations of Dominion Energy or the combined company, and you should read the following information together with Dominion Energy's audited consolidated financial statements, the related notes and the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in Dominion Energy's Annual Report on Form 10-K for the year ended December 31, 2016, and Dominion Energy's unaudited consolidated financial statements, the related notes and the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in Dominion Energy's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2017, which are incorporated by reference. For more information, see the section entitled "Where You Can Find More Information" beginning on page 136 of this proxy statement/prospectus.

	Nine Months Ended September 30,		Year Ended December 31,				
	2017	2016	2016	2015	2014	2013	2012
(millions, except per share amounts)							
Dominion Energy							
Operating revenue	\$ 9,376	\$ 8,651	\$ 11,737	\$ 11,683	\$ 12,436	\$ 13,120	\$ 12,835
Income from continuing operations, net of tax	1,687	1,666	2,123	1,899	1,310	1,789	1,427
Loss from discontinued operations, net of tax						(92)	(1,125)
Net income attributable to Dominion Energy	1,687	1,666	2,123	1,899	1,310	1,697	302