

SCHEDULE 14A INFORMATION

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

Southwest Gas Holdings, Inc.

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
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- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:



March 25, 2019
Companywide

Annual Report & Proxy Highlight 2018 Successes Employee Shareholders' Votes Are Encouraged

The 2018 Annual Report and 2019 Proxy Statement were mailed to all shareholders last week. Among the proposals that shareholders are asked to vote on are the election of the Board of Directors, approval of an increase in authorized shares of Company Common Stock, and a request to change the state of incorporation for Southwest Gas Holdings, Inc. from California to Delaware. The Annual Report describes our recent accomplishments and our strategic plans for the future. The 2018 Annual Report and 2019 Proxy Statement are both accessible for review through our Southwest Gas Holdings Investor Relations webpage at www.swgasholdings.com.

Our current Board of Directors is composed of individuals possessing core competencies in management, operations, finance, administration and strategic transactions. They bring diverse and unique perspectives, personal integrity and strong leadership skills, and have overseen impressive growth in both business segments of the Company. Over the three-, five- and ten-year periods ended December 31, 2018, the Company has delivered more value, as expressed by annualized total shareholder return, than the S&P 500 Index.

The proposal to increase the authorized shares of Company Common Stock addresses the Company's ability to issue Common Stock to meet its ongoing capital requirements without delay or the need for special shareholders meetings. Among other reasons, continued access to capital is important as we expand the markets and customers we serve in our Southwest Gas regulated utility and Centuri Construction Group unregulated utility infrastructure services operations.

Finally, this year's proxy also includes a proposal to change the state of incorporation for Southwest Gas Holdings, Inc. from California to Delaware. Delaware has become the preferred state of incorporation for most publicly traded companies in the United States due to that state's laws and courts. The Board of Directors believes the proposed reincorporation is in the best interest of the Company.

Your interest in, and support of, the Annual Meeting recommendations of our Board of Directors is greatly appreciated.

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Forward-Looking Statements

This document may contain statements which constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 (the “Reform Act”). All such forward-looking statements are intended to be subject to the safe harbor protection provided by the Reform Act. Forward-looking statements may be identified by their use of words like “plans,” “expects,” “will,” “believes,” “intends,” “estimates,” “anticipates” or other words of similar meaning. All statements that address expectations or projections about the future, including statements about the Company’s ongoing capital requirements, expanding the markets and customers the Company serves in its Southwest Gas regulated utility segment and Centuri Construction Group unregulated utility infrastructure services segment, the advantages of reincorporation, and the solicitation of votes for the Annual Meeting are forward-looking statements. Forward-looking statements are not guarantees of future performance and are based on certain assumptions and expectations of future events which may not be realized. A number of important factors affecting the business and financial results of the Company and other factors outside the Company’s control could cause actual results to differ materially from those stated in the forward-looking statements. These factors include, but are not limited to, timing and amount of rate relief, changes in rate design, customer growth rates, the effects of regulation/deregulation, tax reform and related regulatory decisions, the impacts of construction activity at Centuri Construction Group, future earnings trends, seasonal patterns, and the impacts of stock market volatility, as well as the risks discussed under Item 1A, “Risk Factors” of the Southwest Gas Holdings, Inc.’s Annual Report on Form 10-K for the year ended December 31, 2018 and in Southwest Gas Holdings, Inc.’s other filings with the U.S. Securities and Exchange Commission (the “SEC”) and in its press releases. The statements in this document are made as of the date of this document, even if subsequently made available by the Company on its website or otherwise. The Company does not assume any obligation to update the forward-looking statements provided to reflect events that occur or circumstances that exist after the date on which they were made.

Additional Information

The Company has filed a definitive proxy statement with the SEC with respect to the 2019 Annual Meeting of Shareholders. Company shareholders are strongly encouraged to read the definitive proxy statement, the accompanying proxy card and other documents filed with the SEC carefully and in their entirety because they contain important information. The Company, its directors, executive officers and other employees may be deemed to be participants in the solicitation of proxies from Company shareholders in connection with the matters to be considered at the 2019 Annual Meeting. Information about Company directors and executive officers is available in the Company’s definitive proxy statement for the 2019 Annual Meeting. Shareholders will be able to obtain a copy of the definitive proxy statement, any amendments or supplements to the definitive proxy statement and other documents filed by the Company with the SEC free of charge at the SEC’s website at www.sec.gov. Copies will also be available free of charge at Southwest Gas Holdings’ Investor Relations Proxy Materials webpage at www.swgasholdings.com or by contacting Southwest Gas Holdings Investor Relations at (702) 876-7237.
