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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

**Southwest Gas Holdings, Inc.**

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(Name of Issuer)

**Common Stock, par value \$1 per share**

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(Title of Class of Securities)

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(CUSIP Number)

**Keith Meister/Patrick Dooley  
Corvex Management LP, 667 Madison Avenue  
New York, NY, 10065  
(212) 474-6700**

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**05/06/2026**

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(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13D

CUSIP No.

1 Name of reporting person

Corvex Management LP

2 Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only  
Source of funds (See Instructions)

4 AF  
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5   
Citizenship or place of organization

6 DELAWARE

Sole Voting Power

7

3,618,161.00

Number of Shares Beneficially

Shared Voting Power

8

Owned by Each Reporting Person

0.00

Sole Dispositive Power

9

With: 3,618,161.00

Shared Dispositive Power

10

0.00

Aggregate amount beneficially owned by each reporting person

11 3,618,161.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12   
Percent of class represented by amount in Row (11)

13 4.99 %

Type of Reporting Person (See Instructions)

14 IA, PN

## SCHEDULE 13D

### CUSIP No.

Name of reporting person

1 Keith A. Meister

Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
Source of funds (See Instructions)

4 AF  
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5   
Citizenship or place of organization

6 UNITED STATES

Number of 7 Sole Voting Power

Shares	
Beneficially	3,618,161.00
Owned by	Shared Voting Power
Each	8
Reporting	0.00
Person	Sole Dispositive Power
With:	9
	3,618,161.00
	Shared Dispositive Power
	10
	0.00
	Aggregate amount beneficially owned by each reporting person
11	3,618,161.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	<input type="checkbox"/>
	Percent of class represented by amount in Row (11)
13	4.99 %
	Type of Reporting Person (See Instructions)
14	IN, HC

## SCHEDULE 13D

### Item 1. Security and Issuer

Title of Class of Securities:

(a) Common Stock, par value \$1 per share  
Name of Issuer:

(b) Southwest Gas Holdings, Inc.  
Address of Issuer's Principal Executive Offices:

(c) 8360 S. Durango Drive, Las Vegas, NEVADA , 89113.

**Item 1** This Amendment No. 2 ("Amendment No. 2") supplements the information set forth in the Schedule 13D dated  
**Comment:** October 23, 2023, and as amended by Amendment No. 1 on May 28, 2025, filed by Corvex Management LP ("Corvex") and Keith Meister ("Mr. Meister", and together with Corvex, the "Reporting Persons") with the United States Securities and Exchange Commission (the "Schedule 13D") relating to the shares of common stock, par value \$1 per share (the "Shares"), of Southwest Gas Holdings, Inc., a Delaware corporation (the "Issuer"). Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Schedule 13D. The information set forth in response to each separate Item below shall be deemed to be a response to all Items where such information is relevant.

### Item 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby amended and restated in its entirety as follows: The Reporting Persons used the working capital of the Corvex Funds to purchase the 3,618,161 Shares reported herein. The total purchase price for the Shares reported herein was approximately \$218,295,069. Various of the Reporting Persons may effect purchases of securities through margin accounts maintained for the Corvex Funds with brokers, which extend margin credit as and when required to open or carry positions in their margin accounts, subject to applicable federal margin regulations, stock exchange rules and such firms' credit policies. Positions in Shares may be held in margin accounts and may be pledged as collateral security for the repayment of debit balances in such accounts.

### Item 5. Interest in Securities of the Issuer

Corvex may be deemed to be the beneficial owner of 3,618,161 Shares, which represent approximately 4.99% of the Issuer's outstanding Shares. By virtue of his position as control person of the general partner of Corvex, Mr. Meister may be considered to beneficially own such Shares. The percentage calculated in the immediately foregoing paragraph is calculated based on a total of 72,374,873 Shares outstanding as of May 1, 2026, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on May 5, 2026.

(a) Items 7 through 10 of each of the cover pages of this Amendment No. 2 are incorporated herein by reference.

(b) Except as set forth in Exhibit 99.1 attached hereto, there have been no transactions in the Shares during the sixty days

prior to the date hereof by any of the Reporting Persons.

- (d) The limited partners of (or investors in) each of the private investment funds for which Corvex or its affiliates acts as general partner and/or investment adviser have the right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares held for the accounts of their respective funds in accordance with their respective limited partnership interests (or investment percentages) in their respective funds.
  - (e) The Reporting Persons ceased to be beneficial owners of more than five percent of the Shares on May 6, 2026.
- Item 7. Material to be Filed as Exhibits.  
Exhibit 99.1 Transactions in the Shares effected in the past 60 days.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Corvex Management LP

Signature: /s/ Keith Meister  
Name/Title: Keith Meister / Managing Partner  
Date: 05/08/2026

Keith A. Meister

Signature: /s/ Keith Meister  
Name/Title: Keith Meister / Self  
Date: 05/08/2026

### Schedule of Transactions in Shares

The following table sets forth all transactions effected in the last sixty days by the Reporting Persons (on behalf of the Corvex Funds) in respect of the Shares, inclusive of any transactions effected through 4:00 p.m., New York City time, on May 8, 2026. All such transactions were sales of securities effected in the open market, and the table excludes commissions paid in per share prices.

NATURE OF TRANSACTION	DATE OF TRANSACTION	AMOUNT OF SECURITIES	PRICE PER SHARE \$ <sup>1</sup>
Sale of Common Stock	03/09/2026	38,600	87.38
Sale of Common Stock	03/10/2026	16,173	87.84
Sale of Common Stock	03/11/2026	32,600	87.49
Sale of Common Stock	03/12/2026	17,727	87.48
Sale of Common Stock	03/13/2026	5,402	88.00
Sale of Common Stock	03/16/2026	7,623	88.27
Sale of Common Stock	05/06/2026	700,000	90.34

(1) Other than the sale on May 6, 2026, the prices in each of the following rows are weighted average prices. Other than the sale on May 6, 2026, the Shares were sold in multiple transactions. The Reporting Persons undertake to provide the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Shares sold at each separate price.