

ENERGEN CORP
Form 8-K/A
May 08, 2018
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report
May 3, 2018
(Date of earliest event reported)

Commission file number 1-7810
Energen Corporation
(Exact name of registrant as specified in its charter)

Alabama	63-0757759
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
605 Richard Arrington Jr. Boulevard North, Birmingham, Alabama	35203-2707
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code
(205) 326-2700

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act. ☐

Explanatory Note

This amendment to registrant's Current Report on Form 8-K dated May 3, 2018 is being filed for the sole purpose of providing information with respect to paragraph (c) of Item 5.07 which was not included in the report as originally filed. Except as described above and for adding paragraph references in Item 5.07 to clearly identify the information being provided in response to paragraphs (a) and (b) of Item 5.07, no other changes have been made to the original filing.

Submission
of Matters to
ITEM 5.07 a Vote of
Security
Holders

The
registrant's
annual
meeting of
shareholders
on May 3,
2018. There
were
97,404,730
shares of
common
stock eligible
(a) - (b) to be voted at
the Annual
Meeting, and
89,158,162
shares were
represented
in person or
by proxy.
Shareholders
voted on the
following
proposals:

1. Three nominees for Director were elected for three-year terms expiring 2021 as follows:

Jonathan Z. Cohen	For	56,251,518
	Against	26,006,389
	Abstain	65,160
	Broker non-votes	6,835,095

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William G. Hargett	For	80,868,118
	Against	1,409,818
	Abstain	45,131
	Broker non-votes	6,835,095

Alan A. Kleier	For	80,985,998
	Against	1,277,449
	Abstain	59,620
	Broker non-votes	6,835,095

One nominee for Director was elected for a two-year term expiring in 2020.

Vincent J. Intrieri	For	55,415,188
	Against	26,842,585
	Abstain	65,294
	Broker non-votes	6,835,095

Two nominees for Director were elected for one-year term expiring in 2019.

Laurence M. Downes	For	81,034,271
	Against	1,226,440
	Abstain	62,356
	Broker non-votes	6,835,095

Lori A. Lancaster	For	81,374,089
	Against	889,638
	Abstain	59,340

Broker non-votes 6,835,095

2. Proposal to ratify PricewaterhouseCoopers LLP as the Company's independent registered public accountants - approved

For	87,869,857
Against	1,191,568
Abstain	96,737
Broker non-votes	0

3. Advisory vote on executive compensation - approved

For	78,928,503
Against	3,229,284
Abstain	165,280
Broker non-votes	6,835,095

(c) The information with respect to registrant's agreement with Corvex Master Fund, LP respecting nominations to the registrant's board of directors and certain related matters set forth in registrant's definitive Proxy Statement filed on Schedule 14A on March 22, 2018 under the headings "PROXY STATEMENT SUMMARY - Director Nominees" and "OUR DIRECTOR NOMINEES" is incorporated herein by this

reference.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ENERGEN CORPORATION
(Registrant)

May 8, 2018 By /s/ John K. Molen
John K. Molen
Vice President, General Counsel and Secretary of Energen Corporation