

WPX ENERGY, INC.
Form DEF 14A
March 27, 2019

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

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 §240.14a-12

WPX Energy, Inc.

(Name of Registrant as Specified In Its Charter)

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

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 - (1) Title of each class of securities to which transaction applies:
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**3500 One Williams Center
Tulsa, Oklahoma 74172**

April 2, 2019

Dear WPX Energy Stockholders:

You are cordially invited to attend the 2019 Annual Meeting of Stockholders of WPX Energy, Inc. The meeting will be held on Thursday, May 16, 2019, in the Robert J. Lafortune Studio of the Tulsa Performing Arts Center, 110 East Second Street, Tulsa, Oklahoma 74103, at 9:30 a.m., Central Daylight Time. We look forward to greeting personally as many of our stockholders as possible at the Annual Meeting.

The notice of the Annual Meeting and proxy statement that accompany this letter provide information concerning matters to be considered and acted upon at the Annual Meeting. Our proxy statement also includes information about the meeting itself, including:

how to obtain admission to the meeting if you plan to attend; and

different methods you can use to vote by proxy, including by Internet, telephone and mail.

As a stockholder of WPX Energy, you play an important role in our company by considering and taking action on these matters. We appreciate the time and attention you invest in making thoughtful decisions.

While most of our stockholders are unlikely to be able to attend the Annual Meeting in person, it is important that your shares be represented and voted at the meeting. We encourage you to vote your shares as promptly as possible.

Thank you for your continued interest in our company.

Very truly yours,

Richard E. Muncrief
*Chairman of the Board of Directors
and Chief Executive Officer*

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WPX ENERGY, INC.

**3500 One Williams Center
Tulsa, Oklahoma 74172**

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

May 16, 2019

To the stockholders of WPX Energy, Inc.:

WPX Energy, Inc. will hold its Annual Meeting of Stockholders on May 16, 2019 at 9:30 a.m. Central Daylight Time in the Robert J. Lafortune Studio of the Tulsa Performing Arts Center, 110 East Second Street, Tulsa, Oklahoma 74103. Details for the Annual Meeting of Stockholders are below:

TIME	9:30 a.m., Central Daylight Time, on Thursday, May 16, 2019
PLACE	Robert J. Lafortune Studio of the Tulsa Performing Arts Center, 110 East Second Street, Tulsa, Oklahoma 74103
ITEMS OF BUSINESS	<ol style="list-style-type: none">1. To elect nine director nominees identified in this proxy statement, on the terms and conditions specified;2. To conduct an advisory vote on executive compensation;3. To conduct an advisory vote on the frequency of future advisory votes on executive compensation;4. To ratify the appointment of Ernst & Young LLP as our independent auditors for 2019; and5. To transact such other business as may properly come before the Annual Meeting or any adjournment of the meeting.
RECORD DATE	You can vote and attend the Annual Meeting if you were a stockholder of record at the close of business on March 25, 2019.
ANNUAL REPORT	Our 2018 annual report, which includes a copy of our Annual Report on Form 10-K, accompanies this proxy statement.
PROXY VOTING	It is important that your shares be represented and voted at the Annual Meeting. We encourage you to vote by Internet or telephone, or complete, sign and return your proxy prior to the meeting even if you plan to attend the Annual Meeting. If you later choose to revoke your proxy, you may do so at any time before it is exercised at the Annual Meeting by following the procedures described under Question 12 of the "Questions and Answers about the Annual Meeting and Voting" section in the attached proxy statement. By Order of the Board of Directors,

Stephen E. Brilz
Vice President and Corporate Secretary

**IMPORTANT NOTICE REGARDING AVAILABILITY OF PROXY MATERIALS
FOR THE ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 16, 2019:**

**The Notice of Internet Availability of Proxy Materials, Notice of Annual Meeting,
Proxy Statement and Annual Report are available at
www.edocumentview.com/WPX**

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SUMMARY

This summary highlights information contained elsewhere in this proxy statement. We encourage you to review the entire proxy statement.

We are taking advantage of rules of the Securities and Exchange Commission, or "SEC," that allow us to deliver proxy materials to our stockholders on the Internet. Under these rules, we are sending most of our stockholders a brief notice regarding the Internet availability of proxy materials instead of a full set of proxy materials. If you receive this brief notice, or "Notice," you will not receive printed copies of the proxy materials unless you specifically request them. Instead, this Notice tells you how to access and review on the Internet all of the important information contained in the proxy materials, including our annual report to stockholders. This Notice also tells you how to submit your proxy card on the Internet and how to request to receive a printed copy of the proxy materials.

We expect to mail, or provide notice and electronic delivery of, this proxy statement, our annual report and accompanying proxy card to stockholders beginning on or about April 2, 2019. Unless the context otherwise requires, the terms "WPX Energy," "WPX," the "Company," "us," "we," and "our" include WPX Energy, Inc. and its consolidated subsidiaries.

WPX Energy, Inc.

We are an independent oil and natural gas exploration and production company engaged in the exploitation and development of long-life unconventional properties. Our 2018 Annual Report, which accompanies this proxy statement, provides a comprehensive description of our business.

Corporate Governance

WPX Energy is committed to meeting high standards of ethical behavior, corporate governance and business conduct in everything we do. Consistent with this commitment, we have adopted the following practices:

Board Structure and Composition. All directors, other than our Chairman and Chief Executive Officer, are independent. The independent directors have designated a Lead Director who is charged with the responsibilities set forth in the Lead Director Charter that is available on our website at www.wpxenergy.com.

Diversity Policy for Director Candidates. When selecting director candidates, our Board takes diversity into account and seeks to ensure a representation of varied perspectives and experiences. Through its succession planning process, the Board reviews the skills and elements of diversity (including such areas as geography, race, gender, ethnicity and age) for all directors to ensure that our Board members represent the appropriate mix of relevant skills, perspectives and experiences.

Stockholder Outreach and Engagement. The Company regularly engages with stockholders, including with respect to corporate governance, environmental and compensation matters. This has led in recent years to a number of enhancements in the Company's governance, compensation and disclosure practices, including:

The Board acted to declassify the Board, so that directors are elected annually.

The Board has enhanced its disclosure regarding the skills and qualifications of each director nominee, consistent with recent corporate governance initiatives.

The Company has published and posted to its website (www.wpxenergy.com) an Environmental, Social and Governance Report, or "ESG Report," that describes the

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Company's efforts to be a responsible steward of the environment and to take into account the interests of the communities where we operate and other stakeholders.

The Board has actively taken steps to improve its diversity.

Stock Ownership Guidelines. Our directors and executive officers are subject to stock ownership guidelines that align their interests with those of our stockholders, and all directors and officers are in compliance with the retention requirements under those guidelines.

Recoupment Policy. We have a recoupment policy that requires the Company to recover all performance-based incentive payments from senior executives, including all of our named executive officers, found by the Board of Directors to be personally responsible for the fraud or intentional misconduct resulting in a significant restatement of the Company's financial statements. In addition, we will seek recoupment from all other executive officers of any amounts paid in excess of the award that would have been paid based on the restated financial results. See "*Compensation Discussion and Analysis Other Compensation Practices Recoupment Policy*" below.

Independent Compensation Consultant. Our Compensation Committee uses an independent compensation consultant, which performs no consulting or other services for the Company.

Environmental Policy. We have an environmental health and safety policy that outlines our focus on integrating environmental, health and safety stewardship into our core business activities. Consistent with this policy, we take reasonable and active steps to deploy effective flaring solutions and minimize methane emissions from our operations.

Transactions in Company Securities (Anti-Hedging Policy). Our insider trading policy prohibits short sales of shares of our common stock by directors and executive officers. It also prohibits the use of equivalent derivative securities that would have the effect of insulating insiders from any downturn in the value of our common stock.

Anti-Pledging Policy. Our insider trading policy prohibits our directors, officers, and key employees from holding our securities in a margin account or using such securities as collateral for a loan.

ESG Oversight. In February 2019, the Board amended the Charter of the Nominating and Governance Committee, redesignating it the Nominating, Governance, Environmental and Public Policy Committee. Under its revised Charter, the committee provides further assistance to the Board in its oversight of environmental, safety and public policy matters.

Enterprise-Wide Risk Oversight

Our Board of Directors, assisted by its committees, oversees management's enterprise-wide risk management activities. Risk management activities include assessing and taking actions necessary to manage risk incurred in connection with the long-term strategic direction and operation of our business.

Executive Compensation

Our Compensation Committee strives to establish and maintain an executive compensation program that will attract, engage, reward, and retain highly effective executive officers, reward superior performance, and provide incentives to drive results that increase stockholder value. Our compensation program includes a mix of base salary, an annual cash incentive, performance-based restricted stock units, equity awards, and benefits and limited perquisites to achieve this result. We emphasize performance-based rewards and the use of equity, which directly aligns our executives with

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stockholders. Executive pay is tied to performance metrics that encompass both short- and long-term goals and encourage profitable growth while discouraging excessive risk-taking.

Highlights of our Executive Compensation Program

Pay for Performance A significant portion of the compensation opportunity for our executive officers varies based upon achievement of annual or long-term goals linked to stockholder value

Increase Stockholder Value We use balanced performance metrics to encourage operational performance while discouraging excessive risk-taking

Align Executive Officers with Stockholders Executive compensation opportunities are weighted toward equity awards that align our executive officers with the long-term interests of our stockholders

Information regarding compensation paid to each of our named executive officers in 2018 is described in the "Compensation Discussion and Analysis" below.

Summary of 2018 Compensation Decisions Made for Our CEO

Base Salary \$900,000

Annual Cash Incentive \$1,279,300, paid at 130% of target

Equity Awards \$6,600,000, grant-day intended value of time-based restricted stock award ("RSAs") and performance-based restricted stock units ("RSUs")

Strong Governance Standards in Oversight of Executive Compensation Policies

We maintain strong governance standards in the oversight of our executive compensation policies and practices, including:

an independent Compensation Committee that engages an independent advisor

stock ownership guidelines to encourage our executive officers to have a significant stake in our long-term success

performance-based compensation using balanced performance metrics and performance-based equity awards capped at 100% of target if our total shareholder return is negative

double-trigger change-in-control agreements and equity awards

no excise tax gross-ups and limited perquisites

a prohibition on backdating stock options and on repricing without stockholder approval

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a recoupment policy that requires recovery of all performance-based incentive payments from any executive officers found by the Board of Directors to be personally responsible for fraud or intentional misconduct that causes the need for a significant financial restatement and recoupment from all other executive officers of any amounts paid in excess of the award that would have been paid based on the restated financial results

a prohibition on:

short sales of our common stock

the use of equivalent derivative securities that would have the effect of insulating insiders from any downturn in the value of our common stock

margin trading in our stock by directors and executive officers

pledging of our stock by directors and executive officers

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Proposals

Proposal 1 Election of Directors (see pages 11 - 18)

The Board has nominated nine candidates for election to our Board of Directors. **The Board recommends that stockholders vote FOR the election of each nominee.**

Proposal 2 Advisory Vote to Approve the Company's Executive Compensation (see pages 56 - 57)

The Board is seeking an advisory vote to approve the Company's executive compensation. Before considering this proposal, please read our Compensation Discussion and Analysis, which explains the Compensation Committee's compensation decisions and how our executive compensation program aligns the interests of our executive officers with those of our stockholders. Although the vote is advisory and is not binding on the Board, the Compensation Committee will take into account the outcome of the vote when considering future executive compensation decisions. **For the reasons discussed in this proxy statement, the Board recommends that stockholders vote FOR the approval of the Company's executive compensation.**

Proposal 3 Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation (see page 57)

The Board is seeking an advisory vote on the frequency of future advisory votes on executive compensation. As required by Section 13A of the Securities Exchange Act of 1934, we are giving stockholders the opportunity to express a preference to cast such advisory votes annually, every two years, or every three years. Stockholders also have the opportunity to abstain from voting on this matter. **For the reasons discussed in this proxy statement, the Board recommends that advisory votes on executive compensation take place ANNUALLY.**

Proposal 4 Ratification of Independent Registered Public Accounting Firm (see page 62)

The Audit Committee has appointed Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2019. The Board is seeking stockholder ratification of this appointment. **The Board recommends that stockholders vote FOR ratification of the selection of Ernst & Young LLP.**

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QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

1. What is the purpose of the Annual Meeting?

At the Annual Meeting, stockholders will act upon the matters outlined in the Notice of Annual Meeting of Stockholders. These include the election of directors, an advisory vote to approve our executive compensation, an advisory vote on the frequency of an advisory vote to approve our executive compensation, and the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm. Management and representatives of Ernst & Young LLP will be available to respond to questions from stockholders.

2. What is a proxy?

It is your legal designation of another person to vote the stock you own in the manner you direct. That other person is called a proxy. If you designate someone as your proxy in a written document, that document also is called a proxy or a proxy card. We have designated Dennis C. Cameron and Stephen E. Brilz to serve as proxies for the Annual Meeting. The Board of Directors will use the proxies at the 2019 Annual Meeting of Stockholders. The proxies also may be voted at any adjournments or postponements of the meeting.

3. What is a proxy statement?

It is a document we give you when we are soliciting your vote pursuant to SEC regulations.

4. What is the difference between a stockholder of record and a stockholder who holds stock in street name?

Stockholders of Record. If your shares are registered in your name with our transfer agent, Computershare, you are a stockholder of record with respect to those shares and the Notice or the proxy materials were sent directly to you by Computershare.

Street Name Holders. If you hold your shares in an account at a bank or broker, then you are the beneficial owner of shares held in "street name." The Notice or proxy materials were forwarded to you by your bank or broker, who is considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your bank or broker on how to vote the shares held in your account.

5. How many shares must be present to hold the Annual Meeting?

In order to conduct the Annual Meeting, holders of a majority of the shares entitled to vote as of the close of business on the record date must be present in person or by proxy. This constitutes a quorum. Your shares are counted as present if you attend the Annual Meeting or if your shares are represented by proxy. Abstentions and broker non-votes will be counted as present for purposes of establishing a quorum. If a quorum is not present, we will adjourn the Annual Meeting until a quorum is obtained.

6. How can I access the proxy materials for the Annual Meeting?

Stockholders may access the proxy materials, which include the Notice of Internet Availability of Proxy Materials, the Notice of Annual Meeting of Stockholders, Proxy Statement and Annual Report for the year ended December 31, 2018 on the Internet at www.edocumentview.com/WPX. We will also provide a hard copy of any of these documents free of charge upon request as set forth in the Notice of Internet Availability of Proxy Materials or by writing us at: WPX Energy, Inc., 3500 One Williams Center, Tulsa, Oklahoma 74172, Attention: Corporate Secretary.

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Instead of receiving future copies of our proxy materials by mail, you can elect to receive an e-mail that will provide electronic links to these documents. Opting to receive your proxy materials online will save the cost of producing and mailing documents to your home or business, will give you an electronic link to the proxy voting site and will also help preserve environmental resources.

Stockholders of Record. If you vote on the Internet at www.envisionreports.com/WPX, simply follow the prompts for enrolling in the electronic proxy delivery service. You also may enroll in the electronic proxy delivery service at any time by going directly to www.envisionreports.com/WPX and following the enrollment instructions.

Street Name Holders. If you hold your shares in a bank or brokerage account, you may also have the opportunity to receive the proxy materials electronically. Please check the information provided in the proxy materials you receive from your bank or broker regarding the availability of this service.

7. How do I attend the Annual Meeting? What do I need to bring?

All stockholders as of the Record Date may attend. Please bring to the meeting:

Proof of Ownership, such as a copy of your Notice or proxy card, or a copy of a brokerage or bank statement showing your share ownership as of the Record Date; and

Proof of Identification, such as a valid driver's license or passport.

If you hold your shares in street name, you will not be able to vote your shares at the Annual Meeting without a legal proxy, as described in Question 8.

Please note that use of cameras, phones or other similar electronic devices and the bringing of large bags, packages or sound or video recording equipment will not be permitted in the meeting room. Attendees will also be required to comply with rules of order and procedure that will be available at the meeting.

8. How can I vote at the Annual Meeting if I own shares in street name?

If you are a street name holder, you may not vote your shares at the Annual Meeting unless you obtain a legal proxy from your bank or broker. A legal proxy is a bank's or broker's authorization for you to vote the shares it holds in its name on your behalf. To obtain a legal proxy, please contact your bank or broker for further information.

9. What shares are included on the Notice, proxy card or voting instruction form?

If you are a stockholder of record, you will receive only one Notice or proxy card for all the shares of common stock you hold:

in certificate form; and

in book-entry form.

If you hold shares in our Employee Stock Purchase Plan, you will receive a separate Notice or proxy card applicable to those shares.

If you hold your shares in street name, you will receive one Notice or voting instruction form for each account you have with a bank or broker. If you hold shares in multiple accounts, you may need to provide voting instructions for each account.

10. What different methods can I use to vote?

By Written Proxy. All stockholders of record who received proxy materials by mail can vote by written proxy card. If you received a Notice or the proxy materials electronically, you may request a

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proxy card at any time by following the instructions on the Notice or on the voting website. If you are a street name holder, you will receive instructions on how you may vote from your bank or broker, unless you previously enrolled in electronic delivery.

By Telephone or Internet. All stockholders of record can vote by telephone from the U.S. and Canada, using the toll-free telephone number on the proxy card, or through the Internet using the procedures and instructions described on the Notice or proxy card. Street name holders may vote by Internet or telephone if their bank or broker makes those methods available, in which case the bank or broker will enclose the instructions with the proxy materials. The Internet and telephone voting procedures are designed to authenticate stockholders' identities, allow stockholders to vote their shares and to confirm that their instructions have been properly recorded.

In Person. All stockholders of record may vote in person at the Annual Meeting. Street name holders may vote in person at the Annual Meeting if they have a legal proxy, as described in Question 8.

The Notice is not a proxy card and it cannot be used to vote your shares.

11. What is the record date and what does it mean?

The record date for the Annual Meeting is March 25, 2019. Only owners of record of shares of common stock of the Company at the close of business on the record date are entitled to notice of and to vote at the Annual Meeting, or at any adjournments or postponements of the Annual Meeting. On March 25, 2019, there were 422,250,343 shares of common stock issued, outstanding and entitled to vote. Each owner of record on the record date is entitled to one vote for each share of common stock held.

The record date was established by our Board of Directors as required by the General Corporation Law of the State of Delaware. Owners of record of common stock at the close of business on the record date are entitled to:

receive notice of the Annual Meeting; and

vote at the Annual Meeting and any adjournments or postponements of the Annual Meeting.

12. If I submit a proxy, may I later revoke it and/or change my vote?

Stockholders may revoke a proxy and/or change their vote prior to the completion of voting at the Annual Meeting by:

signing another proxy card or voting instruction form with a later date and delivering it to the Corporate Secretary before the Annual Meeting;

voting again over the Internet or by telephone prior to **11:59 p.m., Eastern Time, on May 15, 2019** (or, if you are a street name holder, such earlier time as your bank or broker may direct);

voting at the Annual Meeting if you are a stockholder of record or are a street name holder that has obtained a legal proxy from your bank or broker; or

notifying the Corporate Secretary of the Company in writing before the Annual Meeting.

13. Are votes confidential? Who counts the votes?

We hold the votes of all stockholders in confidence from directors, officers and employees except:

as necessary to meet applicable legal requirements and to assert or defend claims or potential claims for or against the Company;

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in case of a contested or potentially contested proxy solicitation;

if a stockholder makes a written comment on the proxy card or otherwise communicates his or her vote to management; or

to allow the independent inspectors of the election to certify the results of the vote.

We have retained Computershare to tabulate the votes and act as independent inspector of the election.

14. What are my choices when voting for director nominees and what vote is needed to elect directors?

In the vote on the election of director nominees, stockholders may:

vote in favor of a nominee;

vote against a nominee; or

abstain from voting with respect to a nominee.

Directors will be elected at the Annual Meeting upon receipt of more votes cast "for" than "against" his or her election; abstentions will not count as votes cast with respect to a director's election. Our Corporate Governance Guidelines requires all directors to tender, promptly after their election, irrevocable resignations from the Board of Directors that will be effective if the director does not receive a greater number of votes "for" than "against" his or her election in an uncontested election. Under this policy, the Board of Directors will determine whether to accept or reject the offer to resign and publicly disclose its decision within 90 days from the date of the certification of the election results. The text of this policy appears in our Corporate Governance Guidelines, which are available on our website at www.wpxenergy.com.

The Board of Directors recommends a vote FOR each of the nominees.

15. What are my choices when voting on each of the other proposals considered at the Annual Meeting?

For the advisory vote on the frequency of holding an advisory vote on approval of the Company's executive compensation, stockholders may vote for:

1 year;

2 years;

3 years; or

abstain from voting on this proposal.

For each of the other proposals stockholders may:

vote for the proposal;

vote against the proposal; or

abstain from voting on the proposal.

16. What is the Board's recommendation with regard to each proposal?

The Board of Directors makes the following recommendation with regard to each proposal:

The Board of Directors recommends a vote **FOR** each of the director nominees.

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The Board of Directors recommends a vote **FOR** advisory approval of the Company's executive compensation.

The Board of Directors recommends a vote for **1 year** on the advisory vote on the frequency of holding an advisory vote on approval of the Company's executive compensation.

The Board of Directors recommends a vote **FOR** ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm.

17. What vote is needed to approve each proposal?

Please see Question 14 regarding the vote that is needed for the election of directors.

Each of the remaining proposals, other than the advisory vote on the frequency of holding an advisory vote on the approval of the Company's executive compensation, must be approved by the holders of a majority of the shares present and entitled to vote in person or by proxy at the Annual Meeting in order to pass. For the advisory vote to approve our executive compensation and the advisory vote on the frequency of holding an advisory vote to approve our executive compensation, the Board of Directors will consider the results of those advisory votes when considering future executive compensation decisions and determining the frequency of the advisory vote to approve our executive compensation.

18. What if I do not specify a choice for a matter when returning a proxy?

Stockholders should specify their choice for each matter in the manner described in the Notice or on their proxy card. If no specific instructions are given, proxies that are signed and returned will be voted:

FOR the election of all director nominees;

FOR the advisory approval of our executive compensation;

For **1 year** on the advisory vote on the frequency of holding an advisory vote to approve our executive compensation; and

FOR the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm.

19. Are my shares voted if I do not provide a proxy?

If you are a stockholder of record and do not provide a proxy, you must attend the Annual Meeting in order to vote. If you hold shares through an account with a bank or broker, your shares may be voted by the bank or broker on some matters if you do not provide voting instructions. Banks and brokers have the authority under New York Stock Exchange ("NYSE") rules to vote shares for which their customers do not provide voting instructions on routine matters. The ratification of Ernst & Young LLP as our independent registered public accounting firm is considered a routine matter. The election of directors and the votes on the other matters described in this proxy statement are not considered routine and banks and brokers cannot vote shares without instruction on those matters. Shares that banks and brokers are not authorized to vote are counted as "broker non-votes."

20. How are abstentions and broker non-votes counted?

Abstentions have no effect on the election of directors, as only "for" and "against" votes are counted. Abstentions have the effect of an "AGAINST" vote on the proposal seeking advisory approval of our executive compensation and the ratification of the appointment of the Company's independent

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registered public accounting firm. Broker non-votes will be treated as not present and not entitled to vote.

21. Does the Company have a policy about directors' attendance at the Annual Meeting of Stockholders?

The Company expects directors to attend the Annual Meeting, absent a compelling reason.

22. What are the deadlines for submitting stockholder proposals for the 2020 Annual Meeting?

Stockholder Proposals to Be Considered for Inclusion in the Company's Proxy Materials. To be considered for inclusion in our proxy statement for our 2020 Annual Meeting, stockholder proposals submitted in accordance with the SEC's Rule 14a-8 must be received not later than December 4, 2019 and be submitted in accordance with the SEC's Rule 14a-8. Stockholder proposals received after the close of business on December 4, 2019 would be untimely. These stockholder proposals must be in writing and received by the deadline described above at our principal executive offices at WPX Energy, Inc., 3500 One Williams Center, Tulsa, Oklahoma 74172, Attention: Corporate Secretary. If we do not receive a stockholder proposal by the deadline described above, the proposal may be excluded from our proxy statement for our 2020 Annual Meeting.

Other Stockholder Proposals for Presentation at the 2020 Annual Meeting. A stockholder proposal that is not submitted for inclusion in our proxy statement for our 2020 Annual Meeting, but is instead sought to be presented at the 2020 Annual Meeting, must comply with the "advance notice" deadlines in our Bylaws. As such, these stockholder proposals must be received no earlier than January 17, 2020, and no later than the close of business on February 16, 2020. These stockholder proposals must be in writing and received within the "advance notice" deadlines described above at our principal executive offices at WPX Energy, Inc., 3500 One Williams Center, Tulsa, Oklahoma 74172, Attention: Corporate Secretary. These stockholder proposals must be in the form provided in our Bylaws and must include the information set forth in the Bylaws about the stockholder proposing the business and any associated person, including information about the direct and indirect ownership of or derivative positions in the Company's common stock and arrangements and understandings related to the proposed business or the voting of the Company's common stock. If we do not receive a stockholder proposal and the required information regarding the stockholder and any associated person by the "advance notice" deadlines described above, the proposal may be excluded from the proxy statement and from consideration at the 2020 Annual Meeting. The "advance notice" requirement described above supersedes the notice period in SEC Rule 14a-4(c)(1) of the federal proxy rules regarding the discretionary proxy voting authority with respect to such stockholder business.

23. How are proxies solicited and what is the cost?

We bear all expenses incurred in connection with the solicitation of proxies. We have engaged Georgeson to assist with the solicitation of proxies for a fee of \$5,000 plus expenses. We will reimburse brokers, fiduciaries and custodians for their costs in forwarding proxy materials to beneficial owners of common stock.

Our directors, officers and employees may also solicit proxies by mail, telephone and personal contact. They will not receive any additional compensation for these activities.

24. Where can I find more information about my voting rights as a stockholder?

The SEC has an informational website that provides stockholders with general information about how to cast their vote and why voting should be an important consideration for stockholders. You may access that information at www.sec.gov/spotlight/proxymatters.shtml or at www.investor.gov.

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PROPOSAL 1 ELECTION OF DIRECTORS

Director Nomination Process

Criteria for Nomination to the Board

The Charter of the Nominating, Governance, Environment & Public Policy Committee, or the "NGEPP Committee," which is available on our website at www.wpxenergy.com under "Investors" and "Corporate Governance," provides that the NGEPP Committee must develop and recommend to the Board qualifications for assessing director candidates and identify and recommend to the Board individuals for nomination as Board members.

Our Corporate Governance Guidelines set forth criteria for independent director nominees. The NGEPP Committee evaluates potential Board nominees against these criteria in determining whether to recommend any potential nominee for consideration for election as a member of the Board. These criteria include the following:

An understanding of business and financial affairs and the complexities of a business organization. Although a career in business is not essential, the nominee should have a proven record of competence and accomplishments through leadership in industry, education, the professions or government, and should be willing to maintain a committed relationship with the Company as a director.

A genuine interest in representing all of the stockholders and the interest of the Company overall.

A willingness and ability to spend the necessary time to function effectively as a director.

An open-minded approach to matters and the resolve to independently analyze matters presented for consideration.

A reputation for honesty and integrity beyond question.

Independence as defined by the NYSE, and qualifications otherwise required in accordance with applicable law or regulation.

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The following table highlights each director nominee's specific skills, knowledge and experiences. A particular director may possess additional skills, knowledge or experience even though they are not listed below. Each director biography below describes the skills and experiences of directors in detail.

	John Carrig	Robert Herdman	Kelt Kindick	Karl Kurz	Henry Lentz	Kimberly Lubel	Richard Muncrief	Valerie Williams	David Work
E&P Operations	ü			ü			ü		ü
Other Oil & Gas Operations	ü			ü			ü		ü
Health & Safety				ü		ü	ü		
Engineering				ü			ü		
Geoscience				ü			ü		ü
Oil & Gas Regulatory	ü			ü		ü	ü		ü
Auditing and Financial Reporting	ü	ü	ü	ü	ü			ü	
Capital Markets and Corporate Finance	ü		ü	ü	ü		ü	ü	
Marketing			ü	ü		ü	ü		
Legal Expertise	ü					ü			
Financial Analysis Expertise	ü	ü	ü	ü	ü			ü	
Investment Banking/M&A				ü	ü	ü			
Corporate Governance	ü	ü	ü	ü	ü	ü	ü	ü	ü
Risk Management	ü	ü		ü		ü	ü	ü	ü
Human Resources and Compensation		ü	ü	ü		ü	ü	ü	ü
Public Policy	ü	ü	ü			ü	ü		
Strategic Planning and Strategy Development	ü	ü	ü	ü	ü	ü	ü	ü	ü
Government Experience		ü	ü						
Digital and/or Information Technology Oversight		ü							ü

The NGEPP Committee routinely evaluates the composition of the Board to assess the skills and experience that are currently represented on the Board, as well as the skills and experience the Board will find valuable in the future, given the Company's current situation and strategic plans. The NGEPP Committee seeks a variety of occupational and personal backgrounds on the Board in order to obtain a range of viewpoints and perspectives and to enhance the diversity of the Board in such areas as race, gender, ethnicity and age. This assessment enables the Board to update, if necessary, the skills and experience it seeks in the Board as a whole, and in individual directors, as the Company's needs evolve and change over time.

Process for Identifying and Evaluating Nominees

In considering potential candidates to the Board who are not incumbent directors, the NGEPP Committee, with input from the full Board of Directors, assesses the potential candidate's qualifications, taking into account the criteria listed above, and how these qualifications fit with the desired composition of the Board of Directors as a whole.

In the case of incumbent directors, in addition to the criteria listed above, the NGEPP Committee reviews the directors' overall performance on the Board of Directors and other relevant factors.

Stockholder Recommendations for Nominees

The NGEPP Committee will consider nominees recommended by our stockholders. Any stockholder wishing to propose a nominee for consideration by the NGEPP Committee should submit a

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recommendation in writing to our Corporate Secretary at our principal executive office, indicating the nominee's qualifications and other relevant biographical information and providing confirmation of the nominee's consent to serve as a director. The NGEPP Committee does not intend to alter its criteria for evaluating potential director candidates, including the criteria set forth above, in the case of director candidates recommended by stockholders. The NGEPP Committee periodically considers recommendations for director candidates.

If you wish to submit a director nomination at a future annual meeting, you must supply timely written notice to the Corporate Secretary. For the 2020 Annual Meeting, this notice must be received at our principal executive offices, directed to the Corporate Secretary, no earlier than January 17, 2020, and no later than February 16, 2020. The notice must include the information set forth in the Bylaws about each proposed nominee, including: (i) the name, age, business address, residence address and principal occupation or employment, business experience during the past five years and any other directorships of public companies currently held or held during the last five years, (ii) the number of shares of the Company's common stock which are beneficially owned, and (iii) other information concerning the nominee as would be required in soliciting proxies for the election of that nominee. The notice must also include the information set forth in the Bylaws about the stockholder making the nomination and any associated person, including information about the direct and indirect ownership of or derivative positions in the Company's common stock and arrangements and understandings related to the proposed nomination or the voting of the Company's common stock. The notice must also include a signed consent of each nominee to be named in the proxy statement as a nominee and to serve as a director of the Company if elected. If we do not receive a notice and the required information regarding the nominee, the stockholder and any associated person by the deadline described above, the proposed nominee may be excluded from consideration by the NGEPP Committee. The NGEPP Committee will only evaluate stockholder-recommended candidates if those recommendations meet the requirements described in this proxy statement and our Bylaws.

2019 Director Nominees

The first proposal for consideration at the Annual Meeting is the election of each of the nine candidates named below as a director for a one-year term expiring at our 2020 Annual Meeting, or until his or her successor is duly elected and qualified, or until his or her earlier retirement, resignation, disqualification, removal or death. Mr. William G. Lowrie, a current director, will retire from the Board at the Annual Meeting. Effective immediately following the closing of the polls for the election of directors at the Annual Meeting, the Board will reduce its size from ten members to nine members. If any director nominee should become unavailable for election prior to the Annual Meeting, an event that currently is not anticipated by the Board, either the proxies will be voted in favor of the election of a substitute nominee or nominees proposed by the Board or the number of directors may be reduced accordingly. Each nominee has agreed to serve if elected, and the Board has no reason to believe that any nominee will be unable to serve.

Upon the recommendation of the NGEPP Committee, the Board has nominated each of the directors identified below as a nominee for a one-year term expiring at the 2020 Annual Meeting of Stockholders or until his or her successor is duly elected and qualified, or until his or her earlier retirement, resignation, disqualification, removal or death.

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The Board of Directors recommends that you vote FOR the election of each of the nominees. Proxies will be voted FOR the election of each nominee unless you specify otherwise.

The following presents a brief biographical description of each director nominee, as well as a discussion of the specific experience, qualification and skills of each director that helped lead the Board to conclude that each respective director should continue to serve as a member of the Board.

Nominees

Name	Age	Director Since
John A. Carrig	67	2011
Robert K. Herdman	70	2011
Kelt Kindick	64	2013
Karl F. Kurz	57	2014
Henry E. Lentz	74	2011
Kimberly S. Lubel	54	2011
Richard E. Muncrief	60	2014
Valerie M. Williams	62	2018
David F. Work	73	2011

John A. Carrig. Mr. Carrig has been a director since December 2011. Mr. Carrig is the former President and Chief Operating Officer of ConocoPhillips (a large integrated oil company with operations in more than 30 countries). He joined Phillips Petroleum in London in 1978 as a tax attorney. In 1981, he transferred to Bartlesville, Oklahoma, and was associated with the corporate tax staff until 1993 when he joined the treasury group as finance manager. He was then named Assistant Treasurer of Finance, and in 1995 he accepted the position of Treasurer. He was Vice President and Treasurer from 1996 to 2000 when he was named Senior Vice President and Treasurer. He was elected Senior Vice President and Chief Financial Officer for Phillips in 2001, a position he held until the ConocoPhillips merger occurred in 2002, at which time he became Executive Vice President, Finance, and Chief Financial Officer of ConocoPhillips. In 2008, he was appointed President and Chief Operating Officer of ConocoPhillips and became responsible for global operations, including exploration and production, refining and transportation, project development and procurement, and health, safety and environmental matters. Mr. Carrig served as President of ConocoPhillips until his retirement in March 2011. Mr. Carrig graduated Phi Beta Kappa with a B.A. from Rutgers University and received his law degree from Temple University. He also holds an advance degree in tax law from New York University School of Law. Mr. Carrig served as a director of TRC Companies, Inc. (engineering, consulting and construction management services to the energy, environmental and infrastructure markets) from 2012 until 2017 and as a director of Skanska AB (a global project development and construction company) from 2014 until 2018. He is currently a director of Forum Energy Technologies, Inc. (a manufacturer of oil and gas field machinery and equipment).

We believe Mr. Carrig is well qualified to serve as a member of our Board. Mr. Carrig has many years of experience in our industry, including operating, financial and executive experience, and we believe these experiences are critical to his ability to identify, understand and address challenges and opportunities that we face.

Robert K. Herdman. Mr. Herdman has been a director since December 2011. Since 2004, Mr. Herdman has been a Managing Director of Kalorama Partners LLC (a Washington, D.C. consulting firm specializing in providing advice regarding corporate governance, risk assessment, crisis management and related matters). Prior to joining Kalorama, Mr. Herdman was the Chief Accountant of the SEC from October 2001 to November 2002. Prior to joining the SEC, he was Ernst & Young's Vice Chairman of Professional Practice for its Assurance and Advisory Business Services ("AABS")

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practice in the Americas and the Global Director of AABS Professional Practice for Ernst & Young International. Mr. Herdman was also the senior Ernst & Young partner responsible for the firm's relationship with the SEC, Financial Accounting Standards Board and American Institute of Certified Public Accountants ("AICPA"). Mr. Herdman served on the AICPA's SEC Practice Section Executive Committee from 1995 to 2001 and as a member of the AICPA's Board of Directors from 2000 to 2001. He holds a B.S.C. in accounting from DePaul University. Mr. Herdman is currently on the board of directors of Cummins Inc. (a designer and manufacturer of diesel and power engines) and is chair of its audit committee. Prior to April 2015, he served on the board of directors of HSBC Finance Corporation (formerly Household International, Inc.), HSBC North America Holdings, Inc. and HSBC US, Inc.

We believe Mr. Herdman is well qualified to serve as a member of our Board. Mr. Herdman has significant experience in finance and accounting, as well as experience related to the compensation of public company executives. We believe these experiences are important to his ability to understand and address challenges and opportunities that we face. Mr. Herdman's SEC and public accounting experience provided him with insight into the business operations and financial performance of a significant number of public companies, which is advantageous to us as a public company.

Kelt Kindick. Mr. Kindick has been a director since January 2013 and has served as our independent Lead Director since May 2018. Mr. Kindick served as chief financial officer and partner at Bain & Company, Inc., a management consulting firm, from January 2009 until his retirement on December 31, 2012. He has been serving as Advisory Partner for Bain & Company since January 1, 2013. He joined Bain & Company, Inc. in 1980, was elected partner in 1986, served as Managing Director of the firm's Boston office from 1991 to 1996, and as Chairman of the firm's executive committee from 1998 to 1999. Mr. Kindick also served as chief financial officer of the Commonwealth of Massachusetts from 2003 to 2004. Mr. Kindick served as a director of The Advisory Board Company from 2001 to 2017 and was lead director from 2004 to 2017. He received a B.A. degree from Franklin & Marshall College and an M.B.A. from Harvard Business School.

We believe that Mr. Kindick is well qualified to serve as a member of our Board. His long service at a leading management consulting firm, where he has developed extensive experience in assessing and advising on corporate strategy, finance, operations, and talent management, as well as his finance and accounting experience, will be advantageous to us.

Karl F. Kurz. Mr. Kurz has been a director since January 2014. From September 2009 until his retirement in September 2012, Mr. Kurz served as a managing director, co-head of the energy group and a member of the investment committee at CCMP Capital Advisors LLC, a leading global private equity firm with a focus on energy investments, among other areas. Prior to joining CCMP, Mr. Kurz spent nine years with Anadarko Petroleum Corporation, most recently serving as chief operating officer responsible for overseeing the company's global exploration and production, marketing, midstream, land, technology and service businesses. Prior to joining Anadarko, Mr. Kurz was general manager of midstream and marketing for Vastar Resources, Inc., where he managed the company's marketing of oil, natural gas liquids, gas and gas processing. Prior to joining Vastar in 1995, Mr. Kurz held management positions at ARCO Oil and Gas Company in several business units including reservoir engineering, production operations, crude oil marketing, hedging, and financial trading. Mr. Kurz holds a B.S., *magna cum laude*, in petroleum engineering from Texas A&M University and he is a graduate of Harvard Business School's Advanced Management Program. Mr. Kurz also serves as a director of SemGroup Corporation (midstream services provider to independent oil and gas producers and refiners) and non-executive Chairman of American Water Works Company, Inc. (water and wastewater services company). He also serves as an advisor to Ares Management, L.P., a capital investment company. Mr. Kurz served as a director of Western Gas Partners from May 2008 through March 2009 and Global Geophysical Services, Inc. (seismic data solutions for the oil and gas industry) from December 2010 through December 2014.

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We believe Mr. Kurz is well qualified to serve as a member of our Board. Mr. Kurz has many years of experience in our industry, including executive, investment and operating experience, and we believe these experiences are critical to his ability to identify, understand and address challenges and opportunities that we face. Mr. Kurz also has extensive public policy experience from serving on committees and boards of industry organizations.

Henry E. Lentz. Mr. Lentz has been a director since December 2011. In May 2011, Mr. Lentz retired from Lazard Frères & Co (an investment banking firm), where he had served as a Managing Director since June 2009. He was a Managing Director of Barclays Capital (an investment banking firm and successor to Lehman Brothers Inc.) from September 2008 to June 2009. From January 2004 to September 2008 he was employed as an Advisory Director by Lehman Brothers. He joined Lehman Brothers in 1971 and became a Managing Director in 1976. He left the firm in 1988 to become Vice Chairman of Wasserstein Perella Group, Inc. (an investment banking firm). In 1993, he returned to Lehman Brothers as a Managing Director and served as head of the firm's worldwide energy practice. In 1996, he joined Lehman Brothers' Merchant Banking Group as a Principal and in January 2003 became a consultant to the Merchant Banking Group. Mr. Lentz holds a B.A. from the College of the Holy Cross and an M.B.A. from the Wharton School of Business at the University of Pennsylvania. Mr. Lentz served as a director of Rowan Companies, Inc. from 1990 until 2014, and served as the non-executive Chairman beginning in 2009. He also served as a director of Peabody Energy Corporation from 1998 until 2017. He is currently on the board of directors of Macquarie Infrastructure Corporation and CARBO Ceramics, Inc.

We believe Mr. Lentz is well qualified to serve as a member of our Board. Mr. Lentz has significant experience in investment banking and financial matters, and we believe these experiences are critical to his ability to identify, understand and address challenges and opportunities that we face. Mr. Lentz also has corporate governance experience as a result of serving on other public company boards of directors, which is advantageous to us as a public company.

Kimberly S. Lubel. Ms. Lubel has been a director since December 2011. She served as Chairman of the Board, President and Chief Executive Officer of CST Brands, Inc. (a publicly-traded retailer of transportation fuels and convenience goods) from May 2013 until its acquisition by Alimentation Couche-Tard Inc. in June 2017. Ms. Lubel also served as the Chairman of the Board of the general partner of CrossAmerica Partners L.P. (a publicly-traded master limited partnership) from October 2014, when CST Brands acquired the general partner, until June 2017. In January 2013 Ms. Lubel became responsible for the retail organization of Valero Energy Corporation (a large independent refiner of transportation fuels and related products) in the United States and Canada as Executive Vice President and President Retail, and served in that capacity until the spin-off of the retail organization as CST Brands, Inc. Ms. Lubel previously served from October 2008 to December 31, 2012, as Executive Vice President and General Counsel for Valero with responsibility over Valero's legal, ad valorem tax, health, safety and environmental, energy and gases, reliability, and project execution departments. She joined Valero in 1997 as Corporate Counsel. From April 2006 to October 2008, she served as Senior Vice President & General Counsel. She served as lead attorney for most of Valero's major acquisitions during her tenure with Valero. Ms. Lubel holds a B.A. in Spanish and international studies from Miami University (Ohio), an M.A. in international relations from Baylor University, and a J.D. from the University of Texas School of Law. She is also a graduate of the Executive Program at Stanford University. Ms. Lubel is a member of the board of directors of PBF Energy Inc. (a petroleum refining company) and also serves on the boards of directors of the United Way of Texas, the United Way of San Antonio and Bexar County and the Southwest Research Institute, a non-profit research and development organization based in San Antonio.

We believe that Ms. Lubel is well qualified to serve as a member of our Board. Her chief executive officer experience is critical to her ability to identify, understand and address challenges and opportunities that we face. As a result of her executive experience, Ms. Lubel also has an

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understanding of compensation and corporate governance issues that we face. Her experience as lead attorney for complex transactions well positions her to advise on any transactions that we may consider. Her familiarity with legal and regulatory issues, including expertise on complex health, safety, and environmental matters, also positions her well to advise on such issues.

Richard E. Muncrief. Mr. Muncrief was appointed President and Chief Executive Officer of the Company on May 15, 2014, and on January 1, 2017 he was appointed Chairman of the Board of Directors as well. In December 2017 he relinquished the title of President when the Board transferred that title to the Company's Chief Operating Officer. He had earlier served since June 2009 as Senior Vice President, Operations and Resource Development of Continental Resources, Inc. Prior to joining Continental, he was employed from August 2008 through May 2009 by Resource Production Company, where he served as Corporate Business Manager. From September 2007 to August 2008, he served as President, Chief Operating Officer and as a director of Quest Midstream Partners, LP. From 1980 to 2007, he served in various managerial capacities with ConocoPhillips and its predecessor companies, Burlington Resources, Meridian Oil and El Paso Exploration. Mr. Muncrief holds a B.S. in petroleum engineering technology from Oklahoma State University. Mr. Muncrief served as a director of Apco Oil and Gas International Inc. ("Apco"), a majority-owned subsidiary of the Company until January 2015, from August 2014 until January 2015.

We believe Mr. Muncrief is well qualified to serve as a member of our Board. Mr. Muncrief has many years of experience in the upstream and midstream energy business, and we believe this experience will be critical to his ability to identify, understand and address the challenges and opportunities that we face. As our Chairman and Chief Executive Officer, with intimate knowledge of our business and operations, Mr. Muncrief brings a valuable perspective to the Board. Further, we believe that Mr. Muncrief's experience with managing the operations of a large, public company is advantageous to us.

Valerie M. Williams. Ms. Williams has been a director since March 2018. She joined Ernst & Young LLP in 1981 and has over 35 years of audit and public accounting experience, serving numerous global companies in various industries, including energy, until her retirement in 2016. Ms. Williams most recently served as the firm's Southwest Region Assurance Managing Partner, a position she had held since 2006. She held several senior leadership positions at Ernst & Young and also served on several strategic committees, including the firm's Partner Advisory Council, Inclusiveness Council, Audit Innovation Task Force and the Diversity Task Force. Ms. Williams holds a B.S. from the University of North Texas and an M.B.A. from the University of Houston. She is a member of the board of directors of Omnicom Group, Inc. (a global advertising and public relations firm) and DTE Energy (a Michigan-based electric and natural gas utility company).

We believe that Ms. Williams is well qualified to serve on our Board. Her extensive experience in public company accounting and finance and her familiarity with risk management issues will be critical to understanding our financial performance as well as identifying and addressing the challenges we face in the global energy markets.

David F. Work. Mr. Work has served as a director since December, 2011. In 2000, Mr. Work retired as Regional President from BP Amoco Corporation (a global energy company) where he served in various capacities since 1987. As Regional President, Mr. Work was the senior BP Amoco representative in the Gulf Coast, Southwest and Rocky Mountain states, and his responsibilities included coordinating the vice presidents of BP Amoco's seven exploration and production business units, as well as the leaders of the gas, power, oil and chemical businesses located in the area. Prior to serving as Regional President, Mr. Work served as a Group Vice President in BP Amoco's Exploration and Production stream and was a member of its Executive Committee. Prior to the merger between BP and Amoco, Mr. Work had positions of increasing responsibility at Amoco Corporation, including Senior Vice President of Shared Services and Group Vice President of worldwide exploration for the

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exploration and production sector. Mr. Work served on the board of directors of CGGVeritas Service Holdings Inc. (formerly Veritas DGC Inc.) from 2004 until October 2012. From 2009 through 2018, he has served on the board of directors of Hat Creek Energy. Mr. Work was a management consultant for TerraTek, a Schlumberger company for two years. Mr. Work also volunteers as a member of the Land Trust Alliance President's Council and is a member of the board of trustees of the Wyoming chapter of The Nature Conservancy and the Teton Regional Land Trust. He holds a B.A. in geology from Wesleyan University and an M.S. in geology from the University of California Santa Cruz.

We believe Mr. Work is well qualified to serve as a member of our Board. Mr. Work has many years of experience in our industry, including operating and executive experience, and we believe these experiences are critical to his ability to identify, understand and address challenges and opportunities that we face. Mr. Work's extensive experience in identifying exploration and production opportunities is advantageous to us as an independent company.

CORPORATE GOVERNANCE

Overview

WPX is committed to high standards of corporate governance and ethical business conduct. Important documents that are reflective of this commitment include our Certificate of Incorporation, Bylaws, Corporate Governance Guidelines, charters of the committees of our Board of Directors, our Lead Director Charter, and our Code of Business Conduct. You can access these documents at www.wpxenergy.com under "Investors" and "Corporate Governance" to learn more about our corporate governance practices.

Corporate Governance Practices

Some of our key corporate governance practices include:

Board Structure

Majority Vote Standard. Our Bylaws and Corporate Governance Guidelines provide that each director must be elected by a majority vote in an uncontested election. Our Corporate Governance Guidelines also provide that a director nominee must submit an irrevocable resignation effective upon the failure to receive more votes cast "for" than "against" his or her election or re-election and Board acceptance of such resignation.

Board Leadership Structure. The Board believes that independent leadership is important. The Board also believes that, depending on what appears to be in the best interests of the Company and its stockholders at any given point in time, it should be able to choose whether the roles of Chairman of the Board and Chief Executive Officer are combined or separate. In cases where the Board believes that those roles should be combined, the independent directors will select from among themselves an individual who acts as Lead Director. The duties and responsibilities of the Lead Director are set forth in a Lead Director Charter that is available on our website at www.wpxenergy.com. The independent directors assess the Board's leadership structure annually and conduct annual performance evaluations of both the Chairman of the Board and the Lead Director. When the positions of Chairman of the Board and Chief Executive Officer are combined, the performance evaluation of the Chairman of the Board role is in addition to the performance evaluation of the Chief Executive Officer role.

Board and Board Committees Composition and Performance

Limitation on Public Company Directorships. A director may not serve on more than five public company boards of directors (including the Company's).

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Resignation Upon Change in Status. Each of our directors is required to offer his or her resignation upon a material change in his or her status, including a change in his or her principal business associations.

Executive Sessions. Our Board of Directors and each Board committee regularly conduct executive sessions of non-employee directors. Our Lead Director presides over each executive session of non-employee directors. Committee Chairs preside over executive sessions of their respective committees.

Independent Advisors. Our Board of Directors and Board committees have the authority to retain independent advisors.

Annual Performance Reviews. Our Board of Directors and Board committees conduct performance reviews annually.

New Director Orientations. New directors are required to complete an orientation program upon joining the Board, and all directors are given the opportunity and are encouraged to participate in continuing education programs.

Guidelines and Board Policies/Procedures

Stock Ownership Guidelines. We maintain stock ownership and retention guidelines for directors and executive officers. See "Compensation Discussion and Analysis Other Compensation Practices Stock Ownership Guidelines" and "Director Compensation."

Approval Procedures for Related-Person Transactions. We have a related-person transactions approval policy regarding the review, approval and ratification of related-person transactions involving a member of the Board, one of our executive officers, or any immediate family member or affiliate of such individuals. The Audit Committee and in some cases the full Board of Directors oversees this process. See "Certain Relationships and Transactions."

Recoupment Policy. We have a recoupment policy that requires the Company to recover all performance-based incentive payments from senior executives, including all of our named executive officers, found by the Board of Directors to be personally responsible for the fraud or intentional misconduct resulting in a significant restatement of the Company's financial statements. In addition, we will seek recoupment from all other executive officers of any amounts paid in excess of the award that would have been paid based on the restated financial results. See "Compensation Discussion and Analysis Other Compensation Practices Recoupment Policy."

Communications Policy. We have a communication policy that outlines how stockholders and other interested parties may communicate with the Board of Directors. See "Board Committees Communications with the Board of Directors."

Independent Compensation Consultant. Our Compensation Committee has the sole authority to retain or terminate its compensation consultant and annually reviews its compensation consultant's independence.

Transactions in Company Securities (Anti-Hedging Policy). Our insider trading policy prohibits short sales of shares of our common stock by directors and executive officers. It also prohibits the use of equivalent derivative securities that would have the effect of insulating insiders from any downturn in the value of our common stock.

Anti-Pledging Policy. Our insider trading policy prohibits our directors, officers, and key employees from holding our securities in a margin account or using such securities as collateral for a loan.

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Board Refreshment. Over time, the Board refreshes its membership through a combination of adding or replacing directors to achieve appropriate balance between maintaining longer-term directors with deep institutional knowledge of the Company and adding directors who bring a diversity of perspectives and experience. For example, at our first Annual Meeting of Stockholders in 2013, the Board was composed of eleven directors. Since that meeting, and as of the conclusion of our 2019 Annual Meeting:

Five of the directors who were serving on the Board in 2013 will have retired or left the Board.

Three new directors have been elected to the Board, two of whom are independent.

Two of our independent directors have served as Lead Independent Director.

The composition of the Board's committees has been refreshed, and the chair of each committee has been changed.

If all of the nominees are elected to the Board, following the Annual Meeting, the average tenure of our directors will be six years. The Board believes that, collectively, the directors offer a diverse range of backgrounds that contribute to the overall effectiveness of the Board.

Environmental, Social and Governance Initiatives. We are pursuing a variety of efforts to maintain and/or improve our performance under various environmental, social and governance initiatives. Below are a few highlights from our recent ESG Report that is available online at www.wpxenergy.com. Please review the complete ESG Report for further details.

Air Quality

Completed construction of new gas processing plant in the third quarter of 2018 to increase gas capture in the Delaware Basin

Subsequent to the startup of new gas plant in Delaware Basin, flaring was reduced by more than fifty percent in our core Stateline area of the Delaware Basin

Launched pilot program in the Williston Basin that uses drones to inspect storage tanks for emissions

Water & Fluids

Substantial 2018 investments in Delaware Basin recycling infrastructure

Recycled 10.2 million barrels of produced water in 2018 in the Delaware Basin

Safety

Had a 99.987 percent spill prevention success rate across our Williston and Delaware Basin systems in 2018

Reduced Total Recordable Incident Rate (a metric for reporting job-related injuries) for employees by 36 percent from 2017 to 2018

Only three recordable employee injuries in 2018 across 1.4 million hours worked

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Led 26 formal safety meetings during 2018 across field operations (in addition to routine, informal safety meetings)

Diversity & Inclusion

Women accounted for 39 percent of our workforce in 2018

Minorities accounted for 20 percent of our workforce in 2018

Veterans of the U.S. military accounted for seven percent of our workforce in 2018

Community Investment

Distributed nearly \$1.3 million in 2018 to charitable funds across our operating areas, providing support to more than 300 organizations

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Governance	One of the top 25 nationwide donors to the American Heart Association in 2018
	In February 2019, the Board amended the Charter of the Nominating and Governance Committee, redesignating it the Nominating, Governance, Environmental and Public Policy Committee. Under its revised Charter, the committee provides assistance to the Board in its oversight of environmental, safety and public policy matters.
Workforce Engagement	In most recent survey, 83 percent of employees indicated that senior leadership provides a clear future direction
	Contributed \$5.8 million in extra funds to employee retirements in 2018 through our super-charged 401(k) Plan
	An online career services agency ranked us as the second best place to work in Tulsa in 2018

Independent Auditors

Ratification of Auditor. Our stockholders annually ratify the selection of our independent registered public accounting firm.

Limited Non-Audit Fees. The 2018 non-audit and non-audit-related fees paid to our independent registered public accounting firm were less than ten percent of total fees paid to that firm by the Company in 2018.

Corporate Governance Guidelines

Our Certificate of Incorporation and Bylaws, together with Delaware law and NYSE and SEC rules, govern the Company. Our Corporate Governance Guidelines set forth many of the practices, policies and procedures that provide the foundation of our commitment to strong corporate governance. The policies and practices covered in our Corporate Governance Guidelines include operation of the Board of Directors, Board structure, director independence and Board committees. Our Corporate Governance Guidelines are reviewed at least annually by our NGEPP Committee and are revised as necessary.

Code of Business Conduct

Our Board has adopted a Code of Business Conduct that applies to all employees. Our Code of Business Conduct is publicly available on our website at www.wpxenergy.com. Any waiver of our Code of Business Conduct with respect to the Chief Executive Officer, Chief Financial Officer or Controller, or persons performing similar functions, may be authorized only by our Audit Committee. In the event that we make any changes to, or provide any waivers from, the provisions of our Code of Business Conduct, we intend to disclose such events on our website or in a report on Form 8-K within four business days of such event.

Director Independence

Our Corporate Governance Guidelines require that the Board make an annual determination regarding the independence of each of our directors. Based on an annual evaluation performed by and recommendations made by the NGEPP Committee, the Board has determined that each of our current directors, other than Mr. Muncrief, is independent under the NYSE listing standards and the rules and regulations of the SEC. The Board has also determined that Mr. George A. Lorch and Mr. William R. Granberry, directors of the Company until their retirement in May 2018, were similarly independent during their service on the Board. The Board's determination of independence took into account the

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"bright line" standards of the NYSE and the standards for independence contained in our Corporate Governance Guidelines, as well as the absence of any material transactions or other relationships between the Company, on the one hand, and directors, their immediate family members and other associates, on the other. The Board reviewed transactions between the Company and other companies where a director serves as a non-employee director, or where a director or family member of the director serves as an executive officer, and concluded that no such transaction was contrary to a finding of independence.

Board Leadership Structure

Our Board believes that, depending on what appears to be in the best interests of the Company and its stockholders at any given point in time, it should be able to choose whether the roles of Chairman of the Board and Chief Executive Officer are combined or separate. Since January 2017, the positions of Chairman of the Board and Chief Executive Officer have been held by Mr. Muncrief. The Board believes that Mr. Muncrief's leadership in developing and executing the Company's strategy since 2014 and his deep knowledge of the Company's operations enable him to facilitate the Board's responsibilities for overseeing the Company and driving its continued efforts to create value for stockholders. As the Chairman of the Board and Chief Executive Officer, Mr. Muncrief is well positioned to identify key issues that call for the Board's attention and guidance.

The Board also believes that independent leadership is important, and the Company's Governance Guidelines call for the independent directors to select from among themselves a Lead Director when the role of Chairman of the Board is combined with the role of Chief Executive Officer. In January 2017, the independent directors selected Mr. Lowrie as Lead Director. Mr. Lowrie served as Lead Director until May 2018, when the Board, in anticipation of Mr. Lowrie's retirement in 2019, selected Mr. Kindick to serve as Lead Director.

The current leadership structure of the Board is reviewed annually by the independent directors. In addition, the independent directors annually conduct performance evaluations of both the Chairman of the Board and the Lead Director. When the positions of Chairman of the Board and Chief Executive Officer are combined, the performance evaluation of the Chairman of the Board role is in addition to the performance evaluation of the Chief Executive Officer role.

The duties and responsibilities of the Lead Director are set forth in a Lead Director Charter that is available on our website at www.wpxenergy.com, and include the following:

presides at executive sessions of the independent directors and has the authority to call additional executive sessions or meetings of the independent directors;

presides at Board meetings in the absence of the Chairman of the Board;

serves as principal liaison between the Chairman of the Board and the independent directors;

assists in the selection and preparation of meeting schedules, agendas and meeting materials for the Board;

is available for consultation and direct communication with major stockholders under appropriate circumstances;

interviews, along with the Chairman of the Board and the Chairman of the Nominating and Governance Committee, all Board candidates, and makes recommendations to the Nominating and Governance Committee; and

oversees, in consultation with the Chairman of the Board, the Board's annual goals and objectives, which are subject to approval by the full Board.

The Board believes that it is important to have the flexibility to put in place a leadership structure that promotes effective governance at any given point in time and that, under present circumstances, the current Board leadership structure is in the best interests of the Company and its stockholders.

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Risk Oversight

Enterprise-Wide Risk Oversight. Our Board oversees management's enterprise-wide risk management activities, either directly or with the assistance of its committees. In the normal course of its business, the Company is exposed to a variety of risks, including market risks relating to changes in commodity prices, capital availability, technical risks affecting the Company's resource base, political risks, and risks involving cyber security. The Company's officers and staff attend regularly scheduled meetings of the Board, where they conduct presentations to the Board on various strategic matters involving the Company's operations and the risks that may affect those operations. Free to ask questions or raise concerns regarding risk management or any other matters, the Board as a whole and at the committee level monitors the development and management of risks that may affect the Company's operations and strategic goals. Discussions with the Board regarding the Company's capital and operating plan, business results, and competitive environment ordinarily include a discussion of the risks associated with the particular item under discussion. The Board's committees assist in the risk oversight function as follows:

The Audit Committee oversees our financial controls and compliance activities, and regularly evaluates such matters as our financial reporting and disclosure, our relationships with vendors, and our capital investment and project execution. The enterprise risk management function, which reports to our Chief Financial Officer, assists the Company in identifying and assessing the Company's material risks. The Company's Chief Internal Auditor, who always has direct access to the Audit Committee, assists the Company in evaluating risk management controls and methodologies. In connection with its oversight role, the Audit Committee regularly meets privately with representatives from the Company's independent registered public accounting firm and the Company's Chief Internal Auditor and General Counsel.

The Compensation Committee oversees risk associated with our human capital and our compensation practices and plans.

The NGEPP Committee oversees Board processes and corporate governance-related risk, including risks related to environmental health and safety, reputation and branding, public policy and legislative and regulatory matters.

Enterprise-Wide Incentive Compensation Risk Assessment. With the oversight of our Compensation Committee, we conducted a risk assessment of the Company's human capital with a focus on enterprise-wide compensation programs. The risk assessment reviewed both incentive compensation plans and individual incentive awards paid in 2018 for the presence of potential design elements that could incent employees to incur excessive risk. The assessment also took into account the presence of other design features that serve to mitigate excessive risk-taking, such as the Company's recoupment policy, stock ownership guidelines, and balanced performance metrics.

After considering the results of the risk assessment, the Compensation Committee concluded, and its independent advisor agreed, that the level of risk associated with the Company's enterprise-wide compensation programs is not reasonably likely to have a material adverse effect on the Company. The results of the risk assessment were reviewed with the Compensation Committee at a meeting in February 2019. Please see "*Compensation Discussion and Analysis Other Compensation Practices Consideration of Risk in Setting Executive Compensation*" for a discussion of design elements intended to mitigate excessive risk-taking by our executive officers.

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Executive Officers

The following presents a brief biographical description of each of our executive officers (other than Mr. Muncrief, whose biographical information appears above under "2019 Director Nominees").

Executive Officer	Biographical Information
<p>Dennis C. Cameron</p> <p>Age 56</p> <p>Executive Vice President and General Counsel</p>	<p>Mr. Cameron has served as Executive Vice President and General Counsel since November 2018 and earlier served as Senior Vice President and General Counsel since December 2013. Prior to that time, Mr. Cameron had served as Vice President and Deputy General Counsel of the Company since July 2013 and Assistant General Counsel from January 2012 to July 2013. Mr. Cameron has over 25 years of legal experience. He started his career in May 1987 at GableGotwals, a full-service law firm. From 2008, Mr. Cameron was a member of the Board of Directors of the firm. Mr. Cameron's practice at GableGotwals consisted primarily of complex litigation involving energy interests including the defense of class actions and included commercial litigation with an emphasis in oil & gas issues, products liability and environmental law. Mr. Cameron served as national counsel to a major oil & gas company on royalty, severance taxes and qui tam matters and regional counsel to two other oil & gas companies on similar matters. Mr. Cameron also represented three major oil & gas companies on Federal and Indian oil & gas matters related to production throughout the United States and offshore. Mr. Cameron was selected as National Products liability counsel to an international tool manufacturer. Mr. Cameron received a Bachelor of Science in Mechanical Engineering from the University of Oklahoma and Juris Doctor from the University of Oklahoma College of Law.</p>
<p>Clay M. Gaspar</p> <p>Age 47</p> <p>President and Chief Operating Officer</p>	<p>Mr. Gaspar has served as President and Chief Operating Officer since December 2017. From November 2015 until December 2017, he served as Senior Vice President and Chief Operating Officer, and from October 2014 until November 2015, he served as Senior Vice President of Operations and Resource Development. From July 2012 until October 2014, Mr. Gaspar served as Vice President Mid-Continent for Newfield Exploration Company. Prior to joining Newfield, Mr. Gaspar spent 16 years with Anadarko Petroleum Corporation where he served as General Manager of Investor Relations from 2011-2012, General Manager, Business Advisor from 2009-2011 and General Manager, East Texas from 2007-2009. From 1996-2007, Mr. Gaspar served in various engineering and management positions at Anadarko. Mr. Gaspar started his career with Mewbourne Oil Company as a production and drilling engineer where he worked part-time as a student from 1991-1995 and then full-time from 1995-1996. He is a member of the Society of Petroleum Engineers and holds a Bachelor of Science degree in Petroleum Engineering from Texas A&M University and a Master of Science degree in Petroleum and Geosciences Engineering from the University of Texas at Austin and is a Registered Professional Engineer in the state of Texas.</p>

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Executive Officer

Bryan K. Guderian

Age 59

**Executive Vice President of
Business Development**

Biographical Information

Mr. Guderian has served as Executive Vice President of Business Development since February 2018 and earlier served as Senior Vice President of Business Development since May 2016. Prior to that time, Mr. Guderian served as Senior Vice President of Business Development and Land from October 2014 until May 2016, and as Senior Vice President of Operations from December 2011 until October 2014. From 1998 until December 2011, Mr. Guderian served as Vice President of the Exploration & Production unit of The Williams Companies, Inc. with responsibility for operational and commercial management of exploration and production assets in the Marcellus Shale, the San Juan Basin and other basins. Mr. Guderian also had responsibility for overseeing Williams' international operations. He served as a director of Apco International Oil and Gas Inc. ("Apco") from 2002 until 2015 and a director of Petrolera Entre Lomas S.A. from 2003 until 2015. Mr. Guderian served as Chief Executive Officer of Apco from 2013 until 2015. Mr. Guderian joined Williams in 1991 as a gas marketing representative. Mr. Guderian holds a bachelor of business administration degree in petroleum land management from the University of Oklahoma.

J. Kevin Vann

Age 47

**Executive Vice President and
Chief Financial Officer**

Mr. Vann has served as Executive Vice President, Chief Financial Officer and Treasurer since November 2018. He earlier served as Executive Vice President and Chief Financial Officer since February 2018 and before that as Senior Vice President and Chief Financial Officer since March 2014. Mr. Vann had also served as Treasurer from September 2014 to November 2014. Prior to his appointment as Senior Vice President and Chief Financial Officer, Mr. Vann had served as Vice President, Chief Accounting Officer and Controller since December 2011. From June 2007 until December 2011, Mr. Vann had served as Controller for the exploration and production business unit of The Williams Companies, Inc. He was Controller for Williams Power Company from 2006 to 2007 and Director of Enterprise Risk Management for Williams from 2002 to 2006. In his Controller positions, he was responsible for the development and implementation of internal controls to ensure effective financial and business systems, accurate financial statements and the timely provision of appropriate information and analysis to assist in the strategic management of the company. As Director of Enterprise Risk Management for Williams, he was responsible for the aggregation and measurement of commodity and credit risk. Mr. Vann also served as a director of Apco Oil and Gas International Inc. from 2014 to 2015. Mr. Vann holds a B.S. in accounting from Oklahoma State University.

Angela E. Kouplen

Age 45

**Senior Vice
President Administration and
Chief Information Officer**

Ms. Kouplen has served as Senior Vice President Administration and Chief Information Officer since November 2018. She earlier served as Vice President Administration and Chief Information Officer since 2016, and as Vice President Information Technologies since 2015. Prior to that time and since December 2011, Ms. Kouplen served the Company in a variety of positions in information technology, contract management and leadership and organizational development. She has more than 20 years of experience in energy, management and information systems. Ms. Kouplen holds a B.S. in management from Oklahoma State University and an MBA from the University of Tulsa.

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Board Meetings and Annual Meeting Attendance

Directors are expected to attend Board meetings, meetings of committees on which they serve and the Annual Meeting of Stockholders. During the year ended December 31, 2018, the Board of Directors held ten meetings. All directors who were members of the Board of Directors in 2018 attended at least 75% of the meetings of the Board and any Board committees of which they were members. Each of our directors attended our 2018 Annual Meeting of Stockholders.

Board Committees

The Board of Directors has established three standing committees: the Audit Committee, the Compensation Committee and the NGEPP Committee. These committees help the Board of Directors fulfill its responsibilities and assist the Board of Directors in making informed decisions. Each committee operates pursuant to a written charter, each of which is available on our website at www.wpxenergy.com, and evaluates its charter and conducts a committee performance evaluation annually.

The directors serve on the committees as set forth below.

Audit	Compensation	NGEPP
John A. Carrig, Chair	Henry E. Lentz, Chair	Kelt Kindick, Chair
Karl F. Kurz	Robert K. Herdman	William G. Lowrie
Valerie Williams	David F. Work	Kimberly S. Lubel
Audit Committee		

The Audit Committee consists of Messrs. Carrig (Chair) and Kurz and Ms. Williams, each of whom is an independent director under the NYSE listing standards and the rules and regulations of the SEC and each of whom is financially literate. The Board of Directors has determined that each of Messrs. Carrig and Kurz and Ms. Williams has accounting or related financial management expertise and is qualified as an "audit committee financial expert" as defined by the rules and regulations of the SEC. You should understand that these designations are disclosure requirements of the SEC and the NYSE relating to the members' experience and understanding of accounting and auditing matters. These designations do not affect the obligations or liability of Board or Audit Committee members generally. The Audit Committee is responsible for overseeing our accounting and financial reporting processes and audits of our financial statements, public disclosure and compliance activities and for the selection and retention of the independent registered public accounting firm. The Audit Committee held eight meetings in 2018.

Compensation Committee

The Compensation Committee consists of Messrs. Lentz (Chair), Herdman, and Work, each of whom is an independent director under the NYSE listing standards and the rules and regulations of the SEC and each of whom meets the definition of an outside director under the Internal Revenue Code of 1986, as amended (the "IRC"). The Compensation Committee is responsible for overseeing the design and implementation of strategic executive compensation programs that promote the attraction, retention, and appropriate reward of executive officers and are designed to motivate the Company's executive officers toward the achievement of business objectives and to align the executive officers' focus with the long-term interest of the stockholders. The Compensation Committee also makes recommendations to the Board regarding the compensation of our Chief Executive Officer and assists the Board in fulfilling its responsibility to oversee the establishment and administration of the Company's compensation programs, including incentive compensation, equity-based plans, and related matters for employees subject to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Compensation Committee also monitors compliance by directors and the executive officers with the Company's stock ownership guidelines. The Compensation Committee held five meetings in 2018.

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Nominating, Governance, Environmental & Public Policy Committee

The Nominating, Governance, Environmental & Public Policy Committee, or "NGEPP Committee," consists of Messrs. Kindick (Chair) and Lowrie and Ms. Lubel, each of whom is an independent director under the NYSE listing standards and the rules and regulations of the SEC. The NGEPP Committee's duties include identifying and recommending qualified individuals to be proposed as nominees for election to the Board at the annual meeting of stockholders and developing, reviewing annually and recommending to the Board changes to our Corporate Governance Guidelines. The NGEPP Committee also reviews the size and composition of the Board and its committees and recommends any changes to the Board, establishes a process for and assesses director independence and oversees the evaluation of the Board and its committees.

In addition, following an amendment to its charter that the Board approved in February 2019, the NGEPP Committee assists the Board in its oversight of environmental, safety and public policy matters, including among other responsibilities:

Oversee management's monitoring and enforcement of the Company's policies to protect the health and safety of employees, contractors, customers and the public;

Oversee management's monitoring and enforcement of the Company's policies to protect the environment;

Review emerging political, social and environmental trends and major global legislative and regulatory developments or other public policy issues that may affect the Company and its operations;

Oversee the Company's policies and practices promoting diversity and inclusion, as well as the Company's human and workplace rights and policies; and

Review the Company's policy advocacy efforts, including all political contributions, to confirm alignment with Company policies and values.

The NGEPP Committee held four meetings in 2018.

Communications with the Board of Directors

Any stockholder or other interested party may communicate with our directors, individually or as a group, the Lead Director, or the independent directors as a group, by contacting our Corporate Secretary or the Chairman of the Board. The contact information is maintained on the Investor Relations page of our website at www.wpxenergy.com.

The current contact information is as follows:

WPX Energy, Inc.
3500 One Williams Center
Tulsa, Oklahoma 74172
Attn: Corporate Secretary

We will forward communications to the relevant director(s) unless the communications are of a personal nature or not related to the duties and responsibilities of the Board of Directors, including, without limitation, junk mail, mass mailings, business solicitations, spam, surveys and routine product or business inquiries.

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EXECUTIVE COMPENSATION

Executive Summary

2018 was a pivotal year for WPX, laying the foundation for returning capital to stockholders. Notable achievements include:

Through the fourth quarter of 2018, total product revenues were 99 percent higher than during the same period in 2017. Oil revenues were 104 percent higher than during the same period in 2017;

Completed the sale of San Juan Gallup assets;

Managed liquidity by renegotiating credit facility to increase borrowing capacity to \$1.5 billion and tendered \$500 million of senior debt with an annualized interest savings of approximately \$35 million;

Total production volumes from continuing operations were 63 percent higher through the fourth quarter of 2018 compared with the same period last year;

Brought joint-venture gas plant online with second cryogenic train under construction;

Established a midstream strategy differentiating WPX among Permian producers;

Implemented a new Waterfield Energy financial/enterprise resource planning ("ERP") system;

Diversified the WPX board and leadership team; and

For the one-and-three-year periods ended December 31, 2018, WPX's total shareholder return ("TSR") ranked in the top five percent of the Exploration and Production companies used to benchmark executive compensation. These companies are listed on page 39.

Our 2018 annual incentive metrics Adjusted EBITDAX, Production Volume, Development Efficiencies, Environmental and Safety, and a Discretionary component effectively incented our executive officers to focus on the strategic imperatives to deliver improved shareholder return. Our executive management team successfully continued our Company's transformation to a focus on oil production. Our strategic imperatives include:

Operational/financial performance and discipline;

Value-driven growth; and

Remaining opportunistic.

Under our Annual Incentive Plan ("AIP"), we awarded 130% of target based upon performance against pre-defined metrics and the Environmental and Safety component and the Discretionary component. See "Annual Cash Incentive" for additional information about the annual incentive metrics and how the award was calculated.

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Our long-term incentive plan provides that awards will vest at 200% of target if our TSR, the metric used to measure performance, is first among our peer group. Because our TSR of 197.2% for the 33-month period from 2016-2018 was first in our peer group, the 2016 performance-based RSUs vested and paid out at 200% of target. See "*Vesting of 2016 Performance-Based RSUs*" for additional information about this award.

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Compensation Discussion and Analysis

Our executive compensation program includes several features designed to align the interests of our executive officers with the interests of our stockholders:

The majority of compensation paid to our CEO and our President, COO is performance-based;

We use a balanced approach to performance metrics to focus all executive officers on executing our strategy while discouraging excessive risk-taking;

Our stock ownership guidelines require our executive officers to have a significant stake in our long-term success and align their interests with stockholder interests;

The Compensation Committee (the "Committee") regularly reviews overhang levels and the annual run rate;

Our recoupment policy requires recovery of all performance-based incentive payments from executive officers found to be responsible for fraud or intentional misconduct that results in a significant restatement of our financial results as well as recoupment from all other executive officers of any amounts paid in excess of the award that would have been paid based on the restated financial results;

Our change-in-control agreements have a "double trigger" for cash payments, equity awards, and other benefits so they are not triggered solely on a change-in-control;

We provide very limited perquisites to our Named Executive Officers ("NEOs");

The Committee engages an independent compensation consultant to provide competitive market data for our executive officers and to lead discussions on trends within our industry; and

When making compensation decisions, the Committee uses tally sheets to consider total outstanding equity value and estimates of amounts that would be paid in various termination scenarios.

In addition, we have adopted policies and provisions to ensure we do not engage in practices that could be detrimental to stockholders:

Our performance-based RSU program prohibits payouts in excess of 100% of target if absolute TSR is negative, regardless of the ranking of our TSR relative to peers;

We do not provide employment contracts to any of our executive officers;

We do not provide gross-ups to cover personal income taxes that pertain to severance benefits or the limited perquisites we offer;

Our insider trading policy prohibits short sales of our common stock and the use of equivalent derivative securities by our directors and executive officers;

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We do not permit our non-employee directors or executive officers to engage in margin trading of our stock;

Our anti-pledging policy prohibits our directors or executive officers from holding our common stock in a margin account or pledging our common stock as collateral for a loan; and

Our incentive plan prohibits the backdating of stock options and the repricing of stock options without stockholder approval.

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Compensation Philosophy

We provide a competitive total rewards program designed to attract, engage, reward, and retain highly effective executive officers to deliver on our business plan and drive results that increase stockholder value. We intend to maintain compensation programs that are in the best interest of WPX and our stockholders while rewarding our executive officers through a pay mix that balances short- and long-term performance and discourages excessive risk-taking. Establishing the proper compensation mix is critical to our pay-for-performance approach in engaging executive officers to carry out our business strategy.

The Committee believes pay for our executive officers should emphasize performance-based rewards and the use of equity. Performance-based compensation, which includes the AIP and performance-based RSUs, comprises a major portion of our executive compensation, while base salary is a much smaller percentage. Equity, which directly aligns our executives' interests with those of our stockholders, comprises a much greater portion of compensation to our NEOs than cash compensation.

We implement our compensation philosophy by:

Making a majority of our CEO's and of our President, COO's pay performance-based, subject to increase when we exceed performance targets and reduction when we do not achieve performance targets;

Tying pay to performance metrics that encompass both short-and long-term goals and encourage profitable growth while discouraging excessive risk-taking; and

Delivering a majority of compensation in the form of equity, which directly ties the interests of our NEOs to stockholders and causes the value of their compensation to vary based upon our stock price.

Determination of Total Compensation

Role of the Committee and Board of Directors

The Committee oversees the design and implementation of our compensation programs, including approving performance metrics and goals for our annual and long-term incentives, and approves compensation for the NEOs, except for the CEO. For the CEO's compensation, the Committee makes recommendations to the independent members of the Board of Directors, which has responsibility for

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approving the CEO's compensation. The Committee makes decisions with respect to executive officer compensation based on the following factors:

The performance of each executive officer and the value of the role to WPX;

Market data from our peer group and the broader E&P industry;

Internal pay equity considerations, such as relative scope of responsibility of each position;

Input from the CEO (for executive officers other than himself); and

Input from the Committee's independent compensation consultant.

Throughout this CD&A, when references are made to decisions about the CEO's compensation, those decisions were made by the independent members of the Board of Directors after considering the recommendation of the Committee.

Consideration of 2018 Stockholder Advisory Vote to Approve 2017 Executive Compensation

In 2018, we received a favorable advisory vote on our executive compensation program, with approximately 97 percent of the Company's shares represented and eligible to vote at the annual stockholders meeting voting in favor of the executive compensation program. The Committee did not change its approach in 2018 based on the results of the advisory vote. The Committee will continue to monitor and consider the outcome of the annual advisory vote on our executive compensation program when making decisions for our executive officers.

Role of the Committee's Independent Compensation Consultant

The Committee retains an independent consultant, FW Cook, to advise on executive and director compensation matters, assess total compensation levels and elements of pay for executive officers, evaluate competitive compensation trends, and identify an appropriate peer group for executive compensation planning. In addition, the independent compensation consultant manages the process by which the Board of Directors evaluates the CEO's performance. The Committee meets with its independent consultant within and outside the presence of management and has the sole authority to retain and terminate its independent consultant, including sole authority to approve its fees and retention terms. FW Cook provides no other services to WPX and does not perform any work for management.

Consistent with the requirement in the Committee's charter, the Committee annually reviews the independence of its compensation consultant considering the factors set forth in the NYSE listing standards. For 2018, the Committee found that FW Cook continues to meet the NYSE listing standards for independence.

Role of Management and Executive Officers

Although management provides input to the Committee as it sets performance metrics and goals for our annual and long-term incentives, management does not set compensation for our executive officers. Our CEO provides his evaluation of the performance of the executive officers that report to him and makes compensation recommendations to the Committee, which then determines compensation for these executive officers. Our CEO also provides an assessment of his own performance to both the Committee and the Board of Directors but does not participate in the process of setting his own compensation.

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Competitive Positioning

The Committee makes decisions about the appropriate mix between fixed and variable pay and between cash and equity. The Committee makes these decisions in the context of the competitive market for executive talent, while also considering how each element of pay furthers the objectives of our compensation program. To evaluate this market, the Committee, with the advice and assistance of its independent compensation consultant, considers proxy data, survey data both from a designated group of peer companies and from a broader group of E&P companies.

With input from its independent compensation consultant, the Committee used the following selection criteria to identify our group of peer companies:

Oil & Gas E&P companies;

Scale in terms of enterprise value with additional consideration given to asset size, market capitalization, revenue and total production;

Whether the company is a competitor for business, investor capital, or executive talent;

Whether the company has a similar corporate structure focused on horizontal drilling using hydraulic fracturing technology in either multiple basins or a single basin strategic to our business; and

Whether the company has a similar commodity mix.

Using these criteria, in September 2017 the Committee identified the companies listed below as the peer group for executive compensation market evaluations for 2018. This group is the same group of peer companies from the previous year.

Cimarex Resources Company	Newfield Exploration Company
Concho Resources Inc.	Oasis Petroleum, Inc.
Continental Resources Inc.	Parsley Energy, Inc.
Diamondback Energy, Inc.	Pioneer Natural Resources Company
Energen Corporation	QEP Resources, Inc.
EP Energy Corporation	SM Energy Company
Laredo Petroleum, Inc.	Whiting Petroleum Corporation

Matador Resources Company

Our methodology for selecting peer companies has resulted in including some companies that are both smaller and larger than we are. The Committee has determined it is important to include these companies in the peer group because we compete directly with them for both business and talent and because of their influence on the market for executive talent in the E&P industry.

The Committee evaluates the companies comprising the peer group annually and makes changes as necessary to ensure WPX is using an appropriate group of companies.

Use of Tally Sheets and Wealth Accumulation Analysis

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When making executive compensation decisions, the Committee reviews comprehensive tally sheet information for each of our executive officers. These tally sheets are prepared by management and reviewed by the Committee's independent compensation consultant. The tally sheets quantify the elements of each executive officer's total compensation, including total outstanding equity and estimates of amounts that would be paid in the event of a change-in-control and other termination scenarios.

Table of Contents**Elements of our Compensation Program**

Our 2018 executive compensation program included the following four elements. Each element is designed to achieve a specific objective that, when balanced with the other elements, achieves our pay-for-performance philosophy and aligns the interests of our executives with our stockholders.

In allocating among the elements of our compensation program, the Committee evaluates market data while also considering our compensation philosophy. See "*Compensation Philosophy*" for a discussion of how the Committee implements this philosophy.

Although base salary and annual cash incentives are important components of an executive officer's total compensation, equity is the most significant element. For the CEO, long-term incentives make up 77% of his 2018 target total direct compensation ("TTDC"). For other NEOs, on average, long-term incentives are 71% of TTDC.

Base Salary

Attracting and retaining talent with a competitive base salary is the first building block of our compensation program. Our base salaries are intended to help attract highly qualified candidates and provide a stable source of income so our executive officers can focus on day-to-day job responsibilities.

The Committee typically sets base salary levels for our executive officers in February of each year. Based upon market data, the Committee approved modest base salary increases for all of our NEOs except for Mr. Gaspar whose salary was increased December 2017 in connection with his promotion from Senior Vice President and Chief Operating Officer to President and Chief Operating Officer. Base salaries for 2018 were:

Executive	2017 Base Salary	2018 Base Salary	Dollar Increase	Percent Increase
Richard E. Muncrief	\$ 865,000	\$ 900,000	\$ 35,000	4.0%
J. Kevin Vann	478,000	500,000	22,000	4.6%
Clay M. Gaspar	550,000	550,000		
Bryan K. Guderian	424,000	436,720	12,720	3.0%
Dennis C. Cameron	375,000	386,250	11,250	3.0%

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The Committee considers market data from our peer group as well as a broader group of E&P companies when setting the base salary for our executive officers. The actual base salary for an executive officer may be above or below the target median based on factors such as experience in the current and past positions, performance, knowledge and expertise, and internal equity.

Annual Cash Incentive

Our executive officers are eligible for cash incentives each year under our AIP. The AIP represents 12% of our CEO's TTDC and 13% of TTDC for our other NEOs. The AIP is designed to focus executive officers on achieving the annual business plan linked to our strategy. Execution against the annual plan is important to drive longer-term stockholder value by creating financial strength, managing costs, and investing in projects that will deliver future value. We employ balanced performance metrics to further specific objectives of our strategy, such as achievement of plan, cost management, cash flow, capital efficiency, and safety.

For 2018, the Committee set the AIP performance metrics as Adjusted EBITDAX, Production Volume, Development Efficiencies, and Environmental and Safety along with a Discretionary component. The objectives, definitions, and relative weighting of each of the 2018 AIP performance metrics is as follows:

Metric	Objective	Definition	Weighting
<i>Adjusted EBITDAX</i>	Cash Flow	Earnings before interest expense, income taxes, depreciation, depletion and amortization, and exploration expenses. Impact from discontinued operations and non-cash items such as impairments and mark-to-market movements related to commodity hedges is removed. Because controllable costs (e.g., lease operating expenses; fixed operating equipment; gathering, processing and transportation; and general and administrative expenses) are included, a focus on cash management is retained.	25%
<i>Production Volume</i>	Production	Volumes as reported publicly in financial results based on sales of oil, gas, and natural gas liquids with metric reference in equivalent terms.	25%

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Metric	Objective	Definition	Weighting
<i>Development Efficiencies</i>	Capital Efficiency	Drilling & Completion capital divided by Estimated Ultimate Recovery for wells with first sales from October 1, 2017 through September 30, 2018. This metric is a leading indicator of our capital allocation process and ensures we are investing within the highest rates of returns within our portfolio. This metric will also depict how the company is managing capital spend versus the ultimate recoverable reserves.	20%
<i>Environmental & Safety</i>	Safety	Based upon the Committee's qualitative assessment of the Company's overall environmental and safety record for the year; Management provides regular reports of environmental and safety activities and outcomes to assist the Committee in evaluating performance	10%
<i>Discretionary</i>	Overall Company Performance	Based on factors such as relative returns to shareholders, return on capital employed, investor confidence, management credibility, cost initiatives, managing liquidity, prior-year reserve revisions and other items that reflect on overall WPX performance	20%

The Committee set these metrics for 2018, which have the same weighting and are essentially the same as the 2017 metrics, to focus our NEOs on outcomes valued by investors.

The Board of Directors engages in a rigorous process each year when setting the annual business plan. The Committee then considers the annual business plan when setting the AIP targets. Because we used aggressive assumptions when we developed the 2018 annual business plan, the Committee believed setting AIP targets to the annual business plan ensured a sufficient level of difficulty so that achieving the goals would generate stockholder value creation. The assumptions in the annual business plan included:

Oil trading at \$50 per barrel and natural gas trading at \$3 per MMBtu; and

Seven rigs in the Permian Basin and three rigs in the Williston Basin.

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The table below shows the threshold, target, and maximum payout levels for each performance metric, as well as actual performance results against the three quantifiable metrics.

Performance Metric	Weighting	Threshold(1)	Target(1)	Maximum(1)	Attainment Results	Attainment Against Target	Award Payout
Adjusted EBITDAX (\$ Million)	25%	\$ 860	\$ 1,012	\$ 1,164	\$ 1,081	107.1%	36.8%
% of Target		85%	100%	115%			
Production Volume (MBoe/d)	25%	110.1	122.3	140.6	127	103.9%	31.5%
% of Target		90%	100%	115%			
Development Efficiencies	20%	8.17	7.10	5.33	7.39	96.1%	17.3%
% of Target		85%	100%	125%			
Environmental and Safety	10%	N/A	N/A	N/A	N/A	N/A	10%
% of Target		N/A	N/A	N/A			
Discretionary	20%	N/A	N/A	N/A	N/A	N/A	34.4%(2)
% of Target		N/A	N/A	N/A			
Award Payout %		50%	100%	200%			130%

(1) There is no payout for performance falling below the threshold level. The payout opportunity for performance within the ranges is determined based upon linear interpolation.

(2) The Committee set the Discretionary component based upon its assessment of a number of performance factors contributing to our success in 2018. See below for details.

The Committee determined the actual AIP awards to be paid to the NEOs based on:

Performance against targets for the three formulaic performance metrics in the table above;

The Committee's assessment of the Company's overall performance and attainment of critical objectives as reflected in the Environmental and Safety metrics and Discretionary metrics (see below); and

Individual performance of each executive, though no adjustments for individual performance were made in 2018.

In evaluating the performance of the NEOs in order to set the award payout percentage for the Discretionary component, the Committee considered financial and operational accomplishments during the year. Highlights of these accomplishments include:

Through the fourth quarter of 2018, total product revenues were 99 percent higher than during the same period in 2017. Oil revenues were 104 percent higher than during the same period in 2017;

Completed the sale of San Juan Gallup assets;

Managed liquidity by renegotiating credit facility to increase borrowing capacity to \$1.5 billion and tendered \$500 million of debt with an annualized interest savings of approximately \$35 million;

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Total continuing production volumes were 63 percent higher through the fourth quarter of 2018 compared with the same period last year;

Brought joint-venture gas plant online with second cryogenic train under construction;

Established a midstream strategy differentiating WPX among Permian producers;

Implemented a new Waterfield Energy financial/ERP system;

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Diversified the WPX board and leadership team; and

For the one- and-three-year periods ended December 31, 2018, WPX's TSR ranked in the top five percent of the Exploration and Production companies used to benchmark executive compensation. These companies are listed on page 39.

Based upon these factors, the Committee approved the following 2018 AIP award payouts to the NEOs.

Executive	Target Percentage (% of Eligible Earnings)	Target Award Value(1)	Actual Award Paid(1)
Richard E. Muncrief	110%	\$ 984,077	\$ 1,279,300
J. Kevin Vann	80%	397,292	516,480
Clay M. Gaspar(2)	90%	495,000	643,500
Bryan K. Guderian(3)	80%	341,287	443,674
Dennis C. Cameron	70%	269,163	349,913

- (1) The target award value and actual award paid are based on actual eligible earnings for the year. The term "Eligible Earnings" includes regular base pay, holiday pay, and paid time off earned during the year.
- (2) The target percentage increased for Mr. Gaspar due to his promotion to President, COO.
- (3) Mr. Guderian served in two different roles during the year, Senior Vice-President Business Development and Executive Vice-President Business Development, with different incentive targets and base salaries for each role. His incentive award is based on his time worked in each of these roles.

Long-Term Incentives

The annual equity grant to our NEOs include performance-based RSUs and time-based RSAs. These equity vehicles meet a number of business objectives, including retention, aligning interests of NEOs with the interests of stockholders, and encouraging performance that leads to stock price appreciation and the creation of stockholder value over the long-term.

The Committee sets targets for equity compensation based on market data from our peer group and internal equity considerations such as relative scope of responsibilities of each position. Based on these factors, for 2018 the Committee set the following equity targets for our NEOs.

Executive	Performance-Based RSUs(1)	Time-Based RSAs	2018 Equity Target
Richard E. Muncrief	\$ 3,960,000	\$ 2,640,000	\$ 6,600,000
J. Kevin Vann	1,125,000	1,125,000	2,250,000
Clay M. Gaspar	1,800,000	1,200,000	3,000,000
Bryan K. Guderian	875,000	875,000	1,750,000
Dennis C. Cameron	500,000	500,000	1,000,000

- (1) These values will differ from the values in the Summary Compensation Table due to the requirement to report in a manner consistent with Accounting Standard Codification (ASC) 718.

Based on both market data and our objective to deliver a material proportion of equity compensation in the form of performance-based incentives, the Committee set the following equity allocation for our NEOs.

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Equity Mix of the 2018 Annual Grant

We believe it is important that a material portion of grants to all executive officers be in the form of performance-based equity. Further, we have granted a higher proportion of performance-based RSUs to the CEO and President, COO than to the other executive officers to more directly align the interests of the CEO and President, COO with our stockholders.

Performance-Based Restricted Stock Units

We grant our executive officers performance-based RSUs to focus their efforts on long-term performance. The performance period for those RSUs is three years. The performance metric is relative TSR, as compared to a group of our peer companies, further strengthening the alignment with stockholders. The peer group used for evaluating relative TSR for the 2018 award consists of the same companies used to benchmark pay.

See "Competitive Positioning" above for a discussion of how we select peer companies. TSR is calculated as follows:

$$\text{TSR \%} = \frac{\text{(Stock price average over the quarter at the end of period - Stock price average over the quarter immediately prior to start of period + Dividends paid)}}{\text{Stock price average over the quarter immediately prior to start of period}}$$

Stock price average over the quarter immediately prior to start of period

Relative TSR assesses the strength of our return to stockholders by comparing it to the TSR of our peer companies. Using relative TSR as the long-term performance metric, therefore, causes our executive officers to focus on executing our strategy and creating value for stockholders, even in economic downturns. It minimizes the impact of short- and mid-term movements in share price, causing executive officers to focus on enhancing value over the long-term. Additionally, relative TSR focuses our executive officers on outperforming our competitors because it links their pay to how our stock price compares to the stock price of our peer companies. We believe rewarding executive officers for achieving results within their control and incenting them to focus on outperforming our competitors will lead to increased stockholder value.

At the beginning of the performance period, the Committee establishes the performance objective and approves grants to our executive officers of a certain number of RSUs based on their individual equity target and the equity mix described above in "Long-Term Incentives." At the end of the three-year performance period, the Committee determines the payout percentage for the performance-based RSUs based on our relative TSR during that performance period. Our executive officers have the opportunity to receive from 0% to 200% of the award granted based on how our TSR compares to the peer group at the end of the performance period.

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Regardless of where our TSR falls relative to the peer companies, payout is capped at 100% if our absolute TSR is negative over the three-year performance period. Performance at the first and second rankings relative to peers earns a 200% payout when absolute TSR is positive.

TSR Performance

Because we set our equity grant values based on competitive market data, the performance-based equity awards are designed to pay out at 100% of target for median peer group performance with higher performance resulting in awards above the equity target and lower performance resulting in awards below the target value. As a result, when we perform better than the majority of the companies in our peer group, our executive officers earn an award above the target value at the time of grant. Conversely, when our TSR is in the bottom half of our peer group, our executive officers earn less than the target award value.

Vesting of 2016 Performance-Based RSUs

In 2016, we granted performance-based RSUs to our executive officers, including all five of our current NEOs. Under the terms of the grant, TSR relative to the peer group designated at the time of grant was the performance metric. The three-year performance period ended on December 31, 2018. The cumulative absolute TSR over the three-year performance period was 197.2% which was first in our peer group. Based on this first place ranking, the payout for the 2016 performance-based RSUs was 200%. We believe these awards operated as intended by linking the performance our executives deliver to the pay they receive, and executives were rewarded for outperforming all members of the peer group.

The peer group for measuring our relative TSR for the 2016 performance-based RSUs was comprised of:

Cabot Oil & Gas Corporation	Newfield Exploration Company
Chesapeake Energy Corporation	Pioneer Natural Resources Company
Cimarex Resources Company	QEP Resources, Inc.
Concho Resources Inc.	Range Resources Corporation
EP Energy Corporation	SM Energy Company
Energen Corporation	Southwestern Energy Company
Laredo Petroleum, Inc.	Whiting Petroleum

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The following table summarizes the payout of the 2016 performance-based RSUs.

Executive	PB RSUs Granted	Grant Day Value	# of PB RSUs Forfeited (0%)	PB RSUs Vesting Based Upon Performance Attainment (200%)	Total Value Received Based Upon Performance Attainment and Vesting Date Stock Price	Total Value Gain Based Upon Stock Price Appreciation(1)
Richard E. Muncrief	360,000	\$ 3,510,000	0	720,000	\$ 9,028,800	\$ 5,518,800
J. Kevin Vann	88,888	\$ 866,658	0	177,776	\$ 2,229,311	\$ 1,362,653
Clay M. Gaspar	111,111	\$ 1,083,332	0	222,222	\$ 2,786,664	\$ 1,703,332
Bryan K. Guderian	44,444	\$ 433,329	0	88,888	\$ 1,114,656	\$ 681,327
Dennis C. Cameron	33,333	\$ 324,997	0	66,666	\$ 835,992	\$ 510,995

- (1) Based upon grant-date closing price of \$9.75 on May 19, 2016, and closing price of \$12.54 on the vesting date.

Time-Based Restricted Stock Awards

We grant time-based RSAs to promote long-term retention of executive officers and permit them to accumulate equity ownership in the Company so the interests of our management team are directly aligned with the interests of our stockholders. We believe it is important to have an element of compensation that is focused directly on retaining talent so we can minimize potential loss of institutional knowledge and the disruption inherent in unplanned turnover. Time-based RSAs also align our executive officers with our stockholders by making them stockholders themselves and tying their personal, long-term wealth to the success of the Company. Retaining talent and aligning interests encourages our executive officers to take actions to enhance the value of our business and increase stockholder value. Time-based RSAs vest ratably over a three-year period.

Benefits and Limited Perquisites

We provide competitive benefits to all our employees, including our executive officers, to promote health and financial well-being. These benefits include health, life, and disability insurance. Long-term disability coverage is provided at a base level of 60% of base salary, with a maximum of \$15,000 per month. In addition, all employees, including our executive officers, are eligible to purchase supplemental long-term disability coverage bringing the total up to 70% of base salary, with a combined maximum benefit of \$15,000 per month.

Our retirement program consists of both a qualified 401(k) defined contribution plan and two nonqualified deferred compensation plans. Under the qualified 401(k) plan, the Company matches employee contributions dollar-for-dollar up to 6% of pay, subject to Internal Revenue Code ("IRC") contribution limits, and also makes an additional contribution to all employees of either 6% or 8% of eligible pay, depending on the employee's age.

The two nonqualified plans are a restoration plan and a voluntary deferral plan. The restoration plan provides benefits equal to the amount that would be payable under the qualified 401(k) plan in the absence of certain limitations of the IRC. Our executive officers also are eligible to participate in a voluntary nonqualified deferred compensation plan, which allows deferral of up to 75% of base salary and up to 100% of annual cash incentives. Deferrals to the nonqualified deferred compensation plan are matched up to 6% of pay that is not recognized within the qualified 401(k) plan.

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We also provide the following limited perquisites to our executive officers with an aim of attracting highly qualified candidates and allowing our executive officers to focus on job responsibilities:

Financial Planning Reimbursement. We reimburse NEOs for financial planning to provide them with expertise on current tax laws, personal financial planning, and preparations for contingencies such as death and disability. We believe encouraging an NEO to work with a financial planner maximizes the retention and engagement aspects of the dollars we spend on these programs. The financial planning reimbursement is limited to \$7,500 annually;

Personal Use of WPX Energy's Company Aircraft. We provide limited personal use of Company aircraft at the CEO's discretion. The primary purpose of our Company aircraft is for business use, but the CEO retains discretion to permit personal use when he deems appropriate, such as when commercial air travel is inefficient due to costs or additional travel time because the destination is not well served by commercial airlines, or for personal emergencies; and

Executive Physicals. Executive officer physicals align with our wellness initiative as well as assist us in mitigating risk. These physicals reduce vacancy succession risk by helping the executive identify and prevent issues that could leave a role unexpectedly vacated.

Other Compensation Practices

Stock Ownership Guidelines

It is important for the interests of our executive officers to align with those of our stockholders. One way we accomplish this is by requiring our executive officers to hold certain levels of WPX stock under stock ownership guidelines adopted by the Board of Directors and monitored by the Committee.

These stock ownership guidelines define the minimum levels of WPX stock our executive officers must own. Each executive officer must hold common stock or time-based RSUs or RSAs of WPX with a value at least equal to the following multiple of his or her base salary in effect as of December 31 of the prior year.

Executive Level	Multiple of Base Salary
CEO	6
Other Executive Officers	3

Stock options, whether vested or not, are excluded from the number of shares owned in calculating compliance with these guidelines. Unvested time-based RSAs count toward satisfaction of the ownership requirements while unvested performance-based RSUs do not.

If, on the annual compliance date of February 1, an executive officer does not own shares of WPX common stock with a value equal to the required multiple of base salary, that executive officer is required to retain 50% of any WPX equity acquired through the exercise of stock options or the vesting of time-based RSAs or performance-based RSUs, net of taxes, until the next compliance date when his or her WPX stock ownership meets the required multiple of base salary. For February 1, 2019 compliance date, all NEOs satisfied their stock ownership guidelines.

Consideration of Risk in Setting Executive Compensation

Our performance management system evaluates all employees, including our executive officers, not only on results but also on how results are achieved. In other words, we will not seek results at all costs. Achieving results in a way that is consistent with our values is an important part of our culture. This culture is one of the ways we are able to set aggressive performance goals and encourage appropriate and responsible risk-taking while discouraging imprudent risks. The Committee has discretion to adjust individual annual incentive awards based on an evaluation of how executive officers achieve results, including the avoidance of undue risks.

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The Committee also mitigates risk by using balanced performance metrics. For example, our annual cash incentive program measures Adjusted EBITDAX and Development Efficiencies as well as Production Volume. Together these metrics encourage our executive officers to make decisions that grow stockholder value over the long term. In addition, the Environmental and Safety component incents executive officers to make prudent decisions with respect to environmental and safety issues. Finally, the Discretionary component allows the Committee to evaluate other factors to assure that in pursuing annual performance objectives our executive officers also focus on ultimate value creation and sustainability of performance.

While the Committee believes it is important to emphasize pay-for-performance in our executive compensation program, it also recognizes the need to balance fixed pay with variable pay and short-term incentives with long-term incentives to avoid placing too much emphasis on short-term results. A lack of balance between annual incentives and long-term incentives could cause our executive officers to take undue risks when seeking to drive short-term performance. In addition, the Committee retains discretion in both our annual incentive program and our long-term incentive program to adjust above-target payouts downward for any reason, including excessively risky behavior.

Our executive compensation program includes several features designed to limit undue risks. For example, there is a cap on payouts under both our short- and long-term incentive plans. The Committee has adopted stock ownership guidelines to align our executives with stockholders and a recoupment policy to remove the incentive to inflate performance-based awards. In addition, the Board of Directors has adopted anti-hedging and anti-pledging policies. Annually, we conduct an enterprise-wide assessment of material risks associated with our policies, programs, and actions related to human capital, including any risks that might be raised by our compensation programs. The Committee reviews this risk assessment each year.

Recoupment Policy

In the event our financial results are significantly restated due to fraud or intentional misconduct, the Board of Directors will review any performance-based incentive payments paid to executive officers. We will, to the extent permitted by applicable law, seek recoupment of all performance-based incentive payments from any executive officer found by the Board of Directors to be personally responsible for the fraud or intentional misconduct that caused the need for the restatement. In addition, we will seek recoupment from all other executive officers of any amounts paid in excess of the award that would have been paid based on the restated financial results.

The Committee has taken action to clarify that our recoupment policy will be interpreted and applied as necessary to comply with SEC and stock exchange requirements. The Committee will review our recoupment policy and revise it to comply with the rules once they are finalized.

Anti-Hedging and Anti-Pledging Policies

SEC rules generally prohibit uncovered short sales of our common stock by our executive officers. Our insider trading policy also prohibits short sales of our common stock and the use of equivalent derivative securities that would have the effect of insulating insiders from any downturn in the value of our common stock. The policy also requires all directors, executive officers and key employees to consult with our Corporate Secretary (or with our General Counsel or Chief Financial Officer if our Corporate Secretary is not available) before they engage in any transaction for the purchase or sale of our securities. Our insider trading policy also prohibits holding our common stock in a margin account or pledging our common stock as collateral for a loan.

Employment Agreements

None of our executive officers have employment agreements.

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Termination and Severance Arrangements

Our executive severance pay plan provides benefits to executive officers in certain termination scenarios. An executive officer may participate in the plan when the CEO approves a reduction in force, a job elimination, or an involuntary termination without cause. For officers other than the CEO, the amount of severance pay is determined by multiplying the severed executive officer's annual base salary and average annual incentive (based upon the executive officer's actual incentives earned over the prior three years) by 1.5. The amount of severance pay for the CEO is determined by multiplying the CEO's annual base salary and average annual incentive (based upon the CEO's actual incentives earned over the prior three years) by 2. The plan includes payment for the prorated annual cash incentive for the year of termination. In addition, the severance pay plan provides a lump sum payment equal to 12 months of the severed executive officer's medical plan coverage. The purpose of this lump sum payment is to provide the financial equivalent of COBRA medical plan rates for 12 months of medical coverage under COBRA. The plan includes outplacement assistance of \$25,000. Consistent with our past practice, the severance pay plan provides that the treatment of outstanding equity awards is governed by the terms of the grant agreement issued at the time the equity was granted. In general, our equity award agreements provide for either vesting or pro-rated vesting for severed employees. To participate in the plan, the employee must execute a severance and restrictive covenant agreement which may contain, among other provisions, non-competition and non-solicitation covenants.

Change-in-Control

Each of our NEOs is party to an individual change-in-control agreement. Our change-in-control agreements, in conjunction with the NEOs' RSU, RSA, and stock option agreements, provide separation benefits for the NEOs in the event of a change-in-control and are designed to encourage NEOs to focus on the best interests of our stockholders by alleviating concerns about a possible detrimental impact to their own compensation under a potential change-in-control. Our program includes a double trigger for cash payments, benefits, and equity vesting. This means there must be a change-in-control and the NEO's employment must be involuntarily terminated by the successor company or the NEO must have terminated his or her employment for good reason in order for benefits to be triggered under the agreement. Our agreements do not contain an excise tax gross-up provision, but instead provide a "best net" provision providing NEOs with the greater of their after-tax benefit capped at the safe harbor amount or their benefit paid in full (subjecting them to possible excise tax payments).

The Committee reviews our change-in-control benefits periodically to evaluate whether they are consistent with competitive practice and aligned with our compensation philosophy. As part of these reviews, calculations are performed to determine the overall program cost if a change-in-control event were to occur and all covered NEOs were terminated. An assessment of competitive norms, including the reasonableness of the types and amount of compensation received, is used to validate benefit levels for a change-in-control. The Committee believes that offering a change-in-control program is appropriate and critical to retaining and attracting executive talent and keeping them aligned with the interests of our stockholders if there was a change-in-control.

In connection with its review of our change-in-control benefits in 2018, the Committee determined it would be in the Company's best interest to modify the change-in-control vesting provisions included in our performance-based RSUs. Previously, the performance-based RSUs award agreements provided that the award would vest and payout to the terminated employee based upon target performance. The Committee approved amendments to outstanding performance-based RSU agreements to provide that, upon a termination of employment following a change-in-control, performance-based RSUs will vest, and the payout will be based upon actual performance from the award's grant date to the date immediately prior to the change-in-control. No other provisions were changed, and the double trigger vesting requirement upon a change-in-control remains in effect. In addition to amending outstanding awards of performance-based RSUs, this provision for vesting based upon actual performance will apply to future grants of performance-based RSUs. This change better aligns with our pay-for-performance philosophy so executives are rewarded based upon actual results achieved instead of target.

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The following chart details the benefits received if an NEO were to be terminated or resigned for a defined good reason following a change-in-control as well as an analysis of those benefits as it relates to the Company, stockholders, and the NEOs. See "Change-in-Control Agreements" below for further disclosure of our change-in-control program.

Change-in-Control Benefit	Benefit to WPX and Stockholders	Benefit to Executive Officer
Multiple of base salary plus average annual cash incentive	Encourages executive officers to remain engaged and stay focused on successfully closing the transaction	Financial security for the executive officer equivalent to two years of continued employment (three years for our CEO)
Prorated annual cash incentive for year of termination	Encourages executive officers to remain engaged and stay focused on successfully closing the transaction	The executive officers are kept whole, if they have a separation from service following a change-in-control
Accelerated vesting of equity awards	An incentive to stay during and after a change-in-control If there is risk of forfeiture, executive officers may be less inclined to stay or to support the transaction	The executive officers are kept whole, if they have a separation from service following a change-in-control
Cash payment of 18 months of continuation of health coverage (if enrolled in coverage at time of termination)	A minimal cost to the Company that creates a competitive benefit	Covers some of the cost of continuing health coverage
Reimbursement of legal fees to enforce benefit	Keeps executive officers focused on WPX and not concerned about whether the acquiring company will honor commitments after a change-in-control	Security during an uncertain time period
Outplacement assistance	Keeps executive officers focused on supporting the transaction and less concerned about trying to secure another position	Assists executive officers in finding a comparable executive position

Accounting and Tax Treatment

The Committee considers the impact of accounting and tax treatment when designing all aspects of pay, but the primary driver of our program design is to support our business objectives and link executive pay to performance.

Prior to the Tax Cuts and Jobs Act of 2017, Section 162(m) of the IRC provided an exception to the deductibility limitations for performance-based compensation that met certain requirements. Because Section 162(m) has now been amended, we expect that equity awards granted or other compensation provided under arrangements entered into or materially modified after November 2, 2017 generally will not be deductible to the extent they result in compensation to certain executive officers that exceeds \$1 million in any one year for any such officer. In 2018, the Committee compensated executive officers in a manner designed to promote varying corporate goals in the best interest of the company, including our pay-for-performance philosophy, despite the fact that the compensation will not be fully deductible under Section 162(m).

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2018 Summary Compensation Table

The following table sets forth certain information with respect to the compensation of the NEOs earned during fiscal years 2018, 2017, and 2016.

Executive and Principal Position	Year	Salary(1)	Bonus	Stock Awards(2)	Non-Equity Incentive Plan Compensation(3)	Change in Pension Value and Non-Equity Nonqualified Incentive Deferred Compensation(4)	All Other Compensation(5)	Total
						(Earnings)		
Richard E. Muncrief Chairman of the Board and Chief Executive Officer	2018	\$ 894,615	\$ 0	\$ 8,837,813	\$ 1,279,300	\$ 0	\$ 313,639	\$ 11,325,367
	2017	861,154	0	6,754,445	1,108,305	0	343,582	9,067,486
	2016	840,000	0	8,067,600	1,524,600	0	355,208	10,787,408
J. Kevin Vann Executive Vice President and Chief Financial Officer	2018	496,615	0	2,897,973	516,480	0	103,115	4,014,183
	2017	475,231	0	2,187,083	444,816	0	113,604	3,220,734
	2016	453,461	0	2,714,205	598,569	0	117,344	3,883,579
Clay M. Gaspar President and Chief Operating Officer	2018	550,000	0	4,017,164	643,500	0	180,602	5,391,266
	2017	514,846	0	2,733,854	484,560	0	173,779	3,907,039
	2016	500,000	0	3,392,770	660,000	0	158,229	4,710,999
Bryan K. Guderian Executive Vice President of Business Development	2018	434,763	0	2,253,963	443,674	0	94,441	3,226,841
	2017	422,154	0	1,640,312	345,744	0	103,341	2,511,551
	2016	412,000	0	1,357,098	475,860	0	98,448	2,343,406
Dennis C. Cameron Executive Vice President and General Counsel	2018	384,519	0	1,287,984	349,913	0	104,137	2,126,553
	2017	373,308	0	1,093,541	305,739	0	118,814	1,891,402
	2016	357,000	0	1,017,828	390,390	0	91,564	1,856,782

- (1) **Salary:** Actual salary paid may differ from the annual rate due to the number of pay periods during the year and the effective date of salary increases.
- (2) **Stock Awards:** Amounts shown for all years are the grant date fair value of the awards calculated in accordance with ASC 718. The grant date value of performance-based restricted stock units issued in 2016 has been revised, in a manner consistent with ASC 718, to report the fair market value derived from a Monte Carlo pricing model, reflecting the valuation's dependence on market conditions.

2018 Performance-Based RSU Maximum Potential

Executive	Target Award	Maximum Award
Richard E. Muncrief	\$ 6,111,563	\$ 12,223,125
J. Kevin Vann	1,736,227	3,472,454
Clay M. Gaspar	2,777,963	5,555,926
Bryan K. Guderian	1,350,389	2,700,778
Dennis C. Cameron	771,654	1,543,308

- (3) **Non-Equity Incentive Plan Compensation:** The amounts reported in the Non-Equity Incentive Plan Compensation column reflect the amounts earned by NEOs under the Company's AIP. For a discussion of the performance criteria established by the Committee for awards under the AIP, see "Elements of our Compensation Program *Annual Cash Incentive*" above.
- (4) **Change in Pension Value and Nonqualified Deferred Compensation Earnings:** WPX does not sponsor a pension plan. All investments in the Nonqualified Deferred Compensation Plan are in or based on mutual funds or other publicly available trading instruments with no premiums or guaranteed earnings.

(5)

All Other Compensation: Amounts shown represent payments made by WPX on behalf of the NEOs. The total includes items such as 401(k) matching and noncontributory contributions, WPX nonqualified restoration plan employer contributions and WPX nonqualified deferred compensation plan matching contributions, and perquisites (if applicable). The detail on executive and WPX contributions made to both nonqualified plans are included in the 2018 Nonqualified Deferred Compensation Table. Perquisites include financial planning services, an annual executive physical exam, and personal use of the Company aircraft. Mr. Muncrief and Mr. Gaspar both exceeded \$10,000 in perquisites. Mr. Muncrief's perquisites included personal use of the Company aircraft (\$30,565). Mr. Gaspar's perquisites included financial planning (\$7,500), personal use of the Company aircraft (\$24,221) and executive physical (\$1,800). The incremental cost method was used to calculate the personal use of the Company aircraft. The incremental cost method includes variable costs such as fuel, unscheduled maintenance, airport services, pilot meals, pilot overnight expenses and catering. The cost for financial planning and executive physicals are actual expenses reimbursed or paid. Employer contributions to Nonqualified Deferred Compensation and Nonqualified Restoration plans on behalf of the named executive officer are as follows: Mr. Muncrief (\$243,909), Mr. Vann (\$57,315), Mr. Gaspar (\$108,339), Mr. Guderian (\$50,441), and Mr. Cameron (\$60,137).

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2018 Outstanding Equity Awards

The following table sets forth certain information with respect to outstanding equity awards held by the NEOs at the end of the fiscal year 2018.

	Option Awards					Stock Awards				
	Grant Date	Number of Securities Underlying Unexercised Options (#)	Exercise Price	Expiration Date	Option Type	Grant Date(1)	Number of Shares or Units of Stock that have not Vested	Market Value of Shares or Units of Stock that have not Vested(2)	Equity Incentive Plan Awards: Number of Unearned Shares, Stock or Other Rights that have not Vested(3)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units, or Other Rights that have not Vested
Executive Richard E. Muncrief						3/2/2018	187,500	\$ 2,128,125	538,875	\$ 6,116,231
						3/3/2017	116,026	1,316,895	522,116	5,926,017
						5/19/2016	80,000	908,000	720,000	8,172,000
	5/15/2014	121,167	21.45	3/3/2024						
J. Kevin Vann						3/2/2018	79,900	\$ 906,865	153,088	\$ 1,737,553
						3/3/2017	48,344	548,704	145,032	1,646,113
						5/19/2016	44,445	50,451	177,776	2,017,758
	7/29/2014	23,790	21.81	7/29/2024						
	3/3/2014	6,476	17.47	3/3/2024						
	3/4/2013	7,812	14.41	3/4/2023						
	2/29/2012	5,857	18.16	2/28/2022						
	2/24/2011	3,560	16.46	2/24/2021						
	2/23/2010	4,131	11.75	2/23/2020						
	2/23/2009	2,019	6.02	2/23/2019						
Clay M. Gaspar						3/2/2018	85,227	\$ 967,326	244,941	\$ 2,780,085
						3/3/2017	60,430	685,881	181,290	2,057,642
						5/19/2016	55,556	630,561	222,222	2,522,220
Bryan K. Guderian						3/2/2018	62,144	\$ 705,334	119,068	\$ 1,351,421
						3/3/2017	36,258	411,528	108,774	1,234,585
						5/19/2016	22,222	252,220	88,888	1,008,879
	3/3/2014	29,678	17.47	3/3/2024						
	3/4/2013	31,328	14.41	3/4/2023						
	2/29/2012	24,900	18.16	2/28/2022						
	2/24/2011	19,230	16.46	2/24/2021						
	2/23/2010	23,951	11.75	2/23/2020						
	2/23/2009	11,710	6.02	2/23/2019						
Dennis C. Cameron						3/2/2018	35,511	\$ 403,050	68,039	\$ 772,244
						3/3/2017	24,172	274,352	72,516	823,057
						5/19/2016	16,667	189,171	66,666	756,659
	3/3/2014	18,548	17.47	3/3/2024						
	3/4/2013	7,812	14.41	3/4/2023						
	2/29/2012	8,891	18.16	2/28/2022						

Stock Awards

(1)

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The following table reflects the vesting dates for associated time-based RSU and RSA grant dates.

Grant	Date Vesting Schedule	Vesting Dates
3/2/2018	One-third of time-based awards vest annually	3/1/2019, 3/2/2020, 3/2/2021
3/3/2017	One-third of time-based awards vest annually	3/2/2018, 3/1/2019, 3/2/2020
5/19/2016	One-third of time-based awards vest annually	3/2/2017, 3/2/2018, 3/2/2019

(2)

Values are based on closing stock price for WPX Energy of \$11.35 on December 31, 2018.

(3)

All performance-based RSUs are subject to attainment of performance targets established by the Committee. The annual grant payout is based on WPX's TSR relative to its peer group over the three-year performance period. Other than the 2016 awards, which were granted on May 19, 2016, and have a vesting date of March 2, 2019, all awards will vest no earlier than three years from the grant date. The awards included in the table are outstanding as of December 31, 2018, and for the March 2, 2018 (preliminary estimated performance attainment of 191.6%), March 3, 2017 (preliminary performance attainment of 200%) and May 19, 2016 grants (performance attainment of 200%).

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2018 Grants of Plan-Based Awards

The following table sets forth certain information with respect to awards payable under WPX's annual cash incentive program and RSU and RSAs with respect to WPX stock awards made during the fiscal year 2018 to the NEOs.

Executive	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Incentive Plan Awards(2)			All Other Stock Awards(3)	All Other Options(4)	Grant Date of Stock Awards	Fair Value of Stock Awards
		Threshold	Target	Maximum	Threshold	Target	Maximum	Number of Shares of Underlying Stock	Number of Options		
Richard E. Muncrief	3/2/2018	\$ 495,000	\$ 990,000	\$ 1,980,000	140,625	281,250	562,500				\$ 6,111,563
J. Kevin Vann	3/2/2018	200,000	400,000	800,000	39,950	79,900	159,800	187,500			2,726,250
Clay M. Gaspar	3/2/2018	247,500	495,000	990,000	63,920	127,840	255,680	79,900			1,736,227
Bryan K. Guderian	3/2/2018	174,688	349,376	698,752	31,072	62,144	124,288	85,227			1,239,201
Dennis C. Cameron	3/2/2018	135,188	270,375	540,750	17,756	35,511	71,022	62,144			1,350,389
								35,511			903,574
											771,654
											516,330

- (1) Non-equity Incentive Plan Awards are from WPX's 2018 AIP. At threshold, the 2018 AIP awards would be 50% of target. The target amount is based upon attaining 100% of target performance goals for all five performance metrics. The maximum amount the NEOs can receive is 200% of their AIP target. These targets reflect the NEOs salary as of February 17, 2018, and the approved incentive targets. The actual AIP award is calculated based on eligible earnings during the year of the award.
- (2) Represents performance-based RSUs granted under WPX's 2013 Incentive Plan. Performance-based RSUs can be earned over a three-year period only if the established performance target is met and the NEO is employed on the vesting date, subject to certain exceptions such as the executive's death or disability. Other than the 2016 awards, these shares will be distributed no earlier than the third anniversary of the grant other than due to a termination upon a change-in-control. If performance plan goals are exceeded, the NEO can receive up to 200% of target. If plan threshold goals are not met, the NEO's awards are cancelled in their entirety.
- (3) Represents time-based RSAs granted under WPX 2013 Incentive Plan. One-third of time-based awards vest annually on 3/2/2019, 3/2/2020 and 3/2/2021.
- (4) Amounts reflect a grant date fair value derived from a Monte Carlo pricing model, consistent with ASC 718.

2018 WPX Option Exercises and Stock Vested

The following table sets forth certain information with respect to options to acquire the stock of WPX exercised by the NEOs and stock that vested during the fiscal year 2018 to the NEOs.

Executive	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise	Value Realized on Exercise	Number of Shares Acquired on Vesting	Value Realized on Vesting

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Richard E. Muncrief	251,703	\$	3,659,762
J. Kevin Vann	80,271		1,167,140
Clay M. Gaspar	118,171		1,761,021
Bryan K. Guderian	56,124		816,043
Dennis C. Cameron	37,043		538,605

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Table of Contents**2018 Nonqualified Deferred Compensation**

The following table sets forth certain information with respect to nonqualified deferred compensation during the fiscal year 2018 to the NEOs.

Executive	Executive Contributions in Last FY	Registrant Contributions in Last FY(1)	Aggregate Earnings in Last FY(2)	Aggregate Withdrawals / Distributions	Aggregate Balance at Last FYE
Richard E. Muncrief	\$ 275,338	\$ 243,909	\$ (58,394)	0	\$ 2,553,591
J. Kevin Vann	0	57,315	(222)	0	294,593
Clay M. Gaspar	62,074	108,338	(50,109)	0	702,146
Bryan K. Guderian	0	50,441	(18,255)	0	350,438
Dennis C. Cameron	41,4166	60,136	(8,272)	0	340,469

(1) Included in the Summary Compensation Table under column labeled All Other Compensation. There are noncontributory and matching contributions made by the Company to its nonqualified plans on behalf of each NEO listed in the table. The contributions were made on January 30, 2019, but were attributable to 2018 compensation.

(2) A diverse array of investment crediting options is available to participants that follow actual market investments. The menu is suited to variable levels of risk tolerance and preferred asset classes. Choices may be made as often as daily.

See "Executive Compensation Compensation Discussion and Analysis Benefits and Limited Perquisites" for a discussion of compensation that may be deferred. Distributions are available no sooner than six months after separation from service, with choices of lump sum or up to ten annual installments. Scheduled in-service distributions are also available.

Change-in-Control Agreements

WPX has entered into change-in-control agreements with certain officers, including each of our NEOs. The provisions of our agreements are described below. The definitions of words in quotations are also provided below.

If a "change-in-control" occurs and, within two years following such change-in-control (i) the employment of any NEO is terminated other than for "cause," "disability," death, or a "disqualification disaggregation," or (ii) an NEO resigns for "good reason," such NEO is entitled to the following:

Accrued but unpaid base salary, accrued earned but unpaid cash incentive, accrued but unpaid paid time off, and any other amounts or benefits due but not paid (lump sum payment);

Prorated annual bonus for the year of separation through the termination date (lump sum payment);

A severance amount comprised of either (a) three times in the case of our CEO, or (b) two times in the case of our other NEOs the sum of the executive's base salary plus an annual bonus amount equal to his/her average actual AIP payment over the past three years, assuming the incumbent has been in a comparable role/level in the company during that period. (If the incumbent has been in a comparable role/level for only two years, then the average actual AIP payment would be calculated using the average of those two years. Similarly, if the incumbent has been in a similar role/level for only one year, then the average actual AIP payment would be actual AIP earned for that one year. If the incumbent has not occupied an executive employment classification, average actual AIP payment would be calculated using 75% of the executive's base salary);

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Continued eligibility to elect coverage under the medical benefit plans ("COBRA") for so long as the NEO elects coverage or 18 months from the termination, whichever is less, plus a lump sum cash payment equal to the cost of the continued medical coverage for 18 months under COBRA;

All restrictions on stock options held by the NEO will lapse, and the options will vest and become immediately exercisable;

All restricted stock will vest and will be paid out only in accordance with the terms of the respective award agreements;

Continued participation in the directors' and officers' liability insurance for six years or any longer known applicable statute of limitations period;

Indemnification as set forth under the Company's bylaws; and

Outplacement benefits at a cost not exceeding \$25,000.

Our agreements provide a "best net" provision providing the NEOs with the better of their after-tax benefit capped at the safe harbor amount or their benefit paid in full subjecting them to possible excise tax payments.

If an NEO's employment is terminated for "cause" during the period beginning upon a change-in-control and continuing for two years, the NEO is entitled to accrued but unpaid base salary, accrued earned but unpaid cash incentive, accrued but unpaid paid time off, and any other amounts or benefits due but not paid (lump sum payment).

Our agreements with our NEOs use the following definitions:

"Cause" means an NEO's:

Conviction of or plea of nolo contendere to a felony or a crime involving fraud, dishonesty or moral turpitude;

Willful or reckless material misconduct in the performance of his/her duties that has an adverse effect on the Company or any of its subsidiaries or affiliates;

Willful or reckless violation or disregard of the Code of Business Conduct of the Company or the policies of the Company;
or

Habitual or gross neglect of duties.

Cause generally does not include bad judgment or negligence (other than habitual neglect or gross negligence); acts or omissions made in good faith after reasonable investigation by the NEO; or acts or omissions with respect to which the Board of Directors could determine that the NEO had satisfied the standards of conduct for indemnification or reimbursement under our bylaws, indemnification agreement, or applicable law; or failure (despite good faith efforts) to meet performance goals, objectives, or measures for a period beginning upon a change-in-control and continuing for two years. An NEO's act or failure to act (except as relates to a conviction or plea of nolo contendere described above), when done in good faith and with a reasonable belief after reasonable investigation that such action or non-action was in the best interest of the Company or its affiliate or required by law shall not constitute cause if the NEO cures the action or non-action within ten business days of notice. Furthermore, no act or failure to act will be cause if the NEO acted under the advice of the Company's counsel or as required by the legal process.

"Change-in-control" means:

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Any person or group (other than an affiliate of the Company or an employee benefit plan sponsored by the Company or its affiliates) becomes a beneficial owner, as such term is defined

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under the Exchange Act, of 25% or more of the common stock of the Company or 25% or more of the combined voting power of all securities entitled to vote generally in the election of directors of the Company ("Voting Securities");

The Company's directors as of a date of the agreement ("Original Directors") and directors approved after that date by at least two-thirds of the Original Directors cease to constitute a majority of the directors of the Company;

Consummation of any merger, reorganization, recapitalization, consolidation or similar transaction ("Reorganization Transaction"), other than a Reorganization Transaction that results in the persons who were the direct or indirect owners of outstanding common stock and Voting Securities of the Company prior to the transaction becoming, immediately after the transaction, the owner of at least 65% of the then-outstanding common stock and Voting Securities representing at least 65% of the combined voting power of the then-outstanding Voting Securities of the surviving corporation in substantially the same respective proportions as such persons' ownership immediately before such Reorganization Transaction; or

Approval by the stockholders of the Company of the sale or other disposition of all or substantially all of the consolidated assets of the Company or the complete liquidation of the Company other than a transaction that would result in (i) a related party owning more than 50% of the assets that were owned by the Company immediately prior to the transaction or (ii) the persons who were the direct or indirect owners of outstanding common stock of the Company and Voting Securities prior to the transaction continuing to own, directly or indirectly, 50% or more of the assets that were owned by the Company immediately prior to the transaction. A change-in-control will not occur if the NEO agrees in writing prior to an event that such an event will not be a change-in-control.

"Disability" means a physical or mental infirmity that impairs the NEO's ability to substantially perform his/her duties for 12 months or more or for which he/she is receiving income replacement benefits from a Company plan for not less than three months because of an impairment that is expected to last for not less than 12 months.

"Disqualification disaggregation" means:

The termination of an NEO's employment from the Company or an affiliate before a change-in-control for any reason; or

The termination of an NEO's employment by a successor (during the period beginning upon a change-in-control and continuing for two years), if the NEO is employed in substantially the same position and the successor has assumed the Company's change-in-control agreement.

"Good reason" means, generally, a material adverse change in the NEO's title, position or responsibilities, a reduction in the NEO's base salary, a material reduction in the NEO's annual bonus, required relocation, a material reduction in the level of aggregate compensation or benefits not applicable to the NEO's peers, a successor company's failure to honor the agreement or the failure of the Company's Board of Directors to terminate an employee within 90 days of providing such employee of written notice of an act or omission constituting "cause."

Table of Contents**Termination Scenarios(6)**

Executive	Payment	For Cause (1)	Retirement(2)	Death & Disability (3)	Not for Cause(4)	CIC(5)
Richard E. Muncrief	Stock Options	0	NA	0	0	0
	Stock Awards	0	NA	16,829,921	16,829,921	24,567,268
	Cash Severance Annual	0	NA	0	4,452,193	6,678,290
	Incentive	0	NA	984,077	984,077	984,077
	Outplacement	0	NA	0	25,000	25,000
	Health & Welfare	0	NA	0	18,000	27,000
	Total	0	NA	\$ 17,813,998	\$ 22,309,191	\$ 32,281,635
	J. Kevin Vann	Stock Options	0	NA	0	0
Stock Awards		0	NA	5,204,252	5,204,252	7,361,444
Cash Severance Annual		0	NA	0	1,515,847	2,021,129
Incentive		0	NA	397,292	397,292	397,292
Outplacement		0	NA	0	25,000	25,000
Health & Welfare		0	NA	0	25,725	38,588
Total		0	NA	\$ 5,601,544	\$ 7,168,116	\$ 9,843,453
Clay M. Gaspar		Stock Options	0	NA	0	0
	Stock Awards	0	NA	6,491,114	6,491,114	9,643,714
	Cash Severance Annual	0	NA	0	1,673,142	2,230,855
	Incentive	0	NA	495,000	495,000	495,000
	Outplacement	0	NA	0	25,000	25,000
	Health & Welfare	0	NA	0	25,725	38,588
	Total	0	NA	\$ 6,986,114	\$ 8,709,981	\$ 12,433,157
	Bryan K. Guderian	Stock Options	0	0	0	0
Stock Awards		0	1,982,835	3,351,918	3,351,918	4,963,967
Cash Severance Annual		0	0	0	1,278,305	1,704,407
Incentive		0	347,810	347,810	347,810	347,810
Outplacement		0	0	0	25,000	25,000
Health & Welfare		0	0	0	25,725	38,588
Total		0	\$ 2,330,645	\$ 3,699,728	\$ 5,028,758	\$ 7,079,772
Dennis C. Cameron		Stock Options	0	0	0	0
	Stock Awards	0	1,366,781	2,233,354	2,233,354	3,218,352
	Cash Severance Annual	0	0	0	1,100,690	1,467,586
	Incentive	0	269,163	269,163	269,163	269,163
	Outplacement	0	0	0	25,000	25,000
	Health & Welfare	0	0	0	25,725	38,588
	Total	0	\$ 1,635,944	\$ 2,502,517	\$ 3,653,932	\$ 5,018,869

(1)

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For Cause: For an NEO who is terminated for cause, all unvested stock options and stock awards cancel.

- (2) Retirement: If an NEO retires from WPX, a pro-rated portion of any performance-based RSUs will vest on the original vesting date if the Committee certifies that the performance goals were met.
- (3) Death & Disability: If an NEO dies or becomes disabled, then all unvested stock options will fully accelerate. All unvested time-based RSAs will fully accelerate and a pro-rated portion of any performance-based RSUs will vest if the Committee certifies that the performance goals were met.
- (4) Not for Cause: For an NEO who is involuntarily terminated and receives severance or for an NEO whose job is outsourced with no comparable internal offer, all unvested time-based RSAs will fully accelerate and a pro-rated portion of any performance-based RSUs will vest if the Committee certifies that the performance goals were met. However, unless an NEO is retirement eligible, all unvested stock options will cancel. Under the individual stock option agreements, if an NEO is retirement eligible, then all unvested stock options will fully accelerate.

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- (5) CIC: see "*Change-in-Control Agreements*" section above.
- (6) Eligibility to participate in our executive severance pay plan is determined by the Committee in the case of an executive officer. The Board of Directors makes determinations of whether an employee has been terminated for cause under our change-in-control agreements.

We make no assumptions as to the achievement of performance goals as it relates to the performance-based RSUs. If an award is covered by Section 409A of the Code, lump sum payments and distributions occurring from these events will occur six months after the triggering event as required by the Code and our award agreements.

Compensation Committee Report

The Committee has reviewed and discussed with management the section above entitled "Compensation Discussion and Analysis." Based on this review and discussion, the Committee recommended to the Board that the Compensation Discussion and Analysis be included in the 2019 Proxy Statement.

Robert Herdman

Henry E. Lentz, Chairman

David F. Work

Director Compensation

The Committee is responsible for reviewing the compensation for non-employee directors annually and recommending any changes to the Board of Directors. The objective of this annual review is to determine whether our director compensation is appropriate in relation to other comparable U.S. companies and is competitive to attract and retain the most qualified members for the Board of Directors.

Our non-employee directors receive compensation in the form of both cash and equity, with a much greater proportion of the total compensation delivered in the form of restricted stock than in cash. This restricted stock vests one year after the date of grant. The weighting toward equity helps to align the interests of our directors with our stockholders.

To further align the interests of our directors with the long-term interests of our stockholders, our stock ownership guidelines require each director to hold common stock of WPX equal to at least five times the annual cash retainer paid to directors. Under the guidelines, shares owned outright, restricted stock awards, and equity deferred under our nonqualified deferred compensation plan are counted as owned. If, on the annual compliance date of February 1 of each year, a director does not own shares equal to five times the annual cash retainer, that director is required to retain 50% of any WPX equity acquired through the vesting of restricted stock, net of taxes, until the next February 1 compliance date when his or her WPX stock ownership meets the required multiple of pay. Currently only one director Valerie Williams, who was elected to the Board of Directors in March 2018 does not hold the amount of stock required by our stock ownership guidelines.

Under our nonqualified deferred compensation plan, non-employee directors may defer up to 100% of their annual cash retainer and/or 100% of their annual equity grant. Any cash or equity deferred is paid when the director leaves the Board of Directors.

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The following table summarizes our director compensation program for 2018 and provides a breakdown of director compensation in the form of cash versus equity.

	Dollar Value	Percentage of Retainer
Board Members		
Annual Cash Retainer	75,000	28%
Annual Equity Retainer Restricted Stock	195,000	72%
Total Annual Retainer	270,000	
Committee Chairs		
Additional Annual Cash Retainer	15,000	
Lead Director		
Additional Annual Cash Retainer	25,000	

Director Compensation Table

The following table sets forth certain information with respect to the compensation of the Board of Directors earned during fiscal year 2018.

Director	Fees Earned or Paid in Cash	Stock Awards(4)	Option Awards(5)	Non-Equity Nonqualified Incentive Compensation			All Other Compensation(6)	Total
				Plan	Deferred Compensation Earnings			
John A. Carrig	0	0	0	0	0	0	270,000	270,000
William R. Granberry(1)	31,250(3)	0	0	0	0	0	932	32,182
Robert K. Herdman	82,500	0	0	0	0	0	196,904	279,404
Kelt Kindick	95,000	195,000	0	0	0	0	0	290,000
Karl F. Kurz	75,000	195,000	0	0	0	0	0	270,000
Henry E. Lentz	90,000	195,000	0	0	0	0	0	285,000
George A. Lorch(1)	31,250(3)	0	0	0	0	0	1,795	33,045
William G. Lowrie	95,000	195,000	0	0	0	0	1,546	291,546
Kimberly S. Lubel	75,000	195,000	0	0	0	0	0	270,000
Valerie Williams(2)	62,500	13,203	0	0	0	0	214,297	290,000
David F. Work	75,000	0	0	0	0	0	195,000	270,000

(1) Messrs. Granberry and Lorch retired from the Board of Directors at the 2018 Annual Meeting held on May 17, 2018.

(2) Ms. Williams was elected to the Board of Directors effective March 15, 2018. Ms. Williams will receive compensation for her service on the Board of Directors in accordance with the Company's standard compensatory arrangements for non-employee directors. For her service between her appointment and the 2018 annual grant date for non-employee directors, Ms. Williams received an additional prorated grant of restricted stock.

(3) Represents a prorated retainer for service during 2018 prior to retiring from the Board of Directors.

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- (4) Represents the grant date fair value of the 2018 stock awards based on a \$18.85 per share grant-date stock price.

Director	Grant Date	Number of Shares Granted	Grant Date Fair Value
John A. Carrig	5/17/2018	10,344	195,000
Robert K. Herdman	5/17/2018	10,344	195,000
Kelt Kindick	5/17/2018	10,344	195,000
Karl F. Kurz	5/17/2018	10,344	195,000
Henry E. Lentz	5/17/2018	10,344	195,000
William G. Lowrie	5/17/2018	10,344	195,000
Kimberly S. Lubel	5/17/2018	10,344	195,000
Valerie Williams	5/17/2018	12,068	227,500
David F. Work	5/17/2018	10,344	195,000

- (5) The non-employee directors have the following stock and option awards outstanding as of December 31, 2018.

Director	Number of Outstanding Option Awards	Number of Outstanding Stock Awards
John A. Carrig		76,848
Robert K. Herdman		76,848
Kelt Kindick		10,344
Karl F. Kurz		26,353
Henry E. Lentz		10,344
William G. Lowrie		10,344
Kimberly S. Lubel		10,344
Valerie Williams		12,068
David F. Work		58,703

- (6) The amounts disclosed in the "All Other Compensation" column relate to deferred Fees Earned or Paid in Cash and deferred Stock Awards (at grant date value) and, in four instances, the personal use of the Company aircraft.

CEO Pay Ratio

As required by the Dodd-Frank Wall Street Reform and Consumer Protection Act and Regulation S-K, we are providing the following information about the relationship of the annual total compensation of our median employee to the annual total compensation of our CEO.

The pay ratio calculated by the Company is a reasonable estimate determined in accordance with SEC rules and methods for disclosure. Due to estimates, assumptions, adjustments, and statistical sampling permitted under the rules, pay ratio disclosures may involve a degree of imprecision and may not be consistent with the methodologies incorporated by other companies.

Year	Mr. Muncrief's Total Compensation	Median Employee Total Compensation	Pay Ratio of CEO Compensation to Median Employee
2018	\$ 11,325,367	\$ 142,625	79:1

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CEO Pay Ratio Methodology

For 2018 we re-evaluated our median employee due to the potential impact of our divestiture of the San Juan Gallup assets and calculated the ratio pursuant to the methodology described below, as of December 28, 2018. To identify the median of the total annual compensation of all our employees, we took the following steps:

We utilized a determination date of December 28, 2018, to enable us to identify the median employee in a reasonably efficient and economical manner;

Our employee population consisted of 598 out of 598 employees, including full-time, part-time, and temporary employees;

We utilized no cost of living adjustments in the compensation calculation;

To identify the median employee, we used annualized base salary as the consistently applied compensation measure; and

Once we identified the median employee, we calculated that employee's total compensation using the same methodology as required for the summary compensation table disclosed elsewhere in this Proxy Statement. We calculated Mr. Muncrief's total compensation using the same summary compensation table methodology.

We believe the foregoing pay ratio disclosure, including but not limited to any assumptions, estimates, adjustments, methodologies and existing internal records used to identify our median employee, is a reasonable estimate calculated in a manner consistent with Securities and Exchange Commission Item 402(u) of Regulation S-K. The Securities and Exchange Commission rules for identifying the median employee and calculating that employee's annual total compensation allow companies to make reasonable assumptions and estimates, and to apply a variety of methodologies and exclusions that reflect their compensation practices. As a result, the pay ratio reported by other companies may not be comparable to the pay ratio reported above, as other companies may have different compensation practices, and may utilize different assumptions, estimates, methodologies and exclusions in calculating their own pay ratios.

EQUITY COMPENSATION PLAN INFORMATION

The following table provides information concerning WPX common stock that may be issued upon the exercise of options, warrants and rights under the WPX Energy, Inc. 2013 Incentive Plan, as amended, as of December 31, 2018.

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants, and Rights(1)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in the 1st Column of This Table)
Equity compensation plans approved by security holders	1,103,834	\$ 16.00	11,703,696

(1) Excludes the shares issuable upon the vesting of restricted stock units and restricted stock awards included in the first column of this table for which there is no weighted-average exercise price.

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PROPOSAL 2 ADVISORY VOTE ON EXECUTIVE COMPENSATION

At our 2013 annual meeting of stockholders, our stockholders elected to have an advisory vote on executive compensation every year. (We are conducting an advisory vote on the frequency of future say-on-pay votes at this year's annual meeting. See "Proposal 3 Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation" for additional information.) We are asking our stockholders to provide an advisory, nonbinding vote to approve the compensation awarded to our NEOs for 2018. This compensation is described in the "Executive Compensation" section and includes the Executive Summary, Compensation Discussion and Analysis, and the compensation tables and related disclosures.

As discussed in the Compensation Discussion and Analysis, our executive compensation program is designed to focus our executive officers on our strategy of growing profitable production and reserves while keeping our unit cost down, generating positive cash flow, and maintaining adequate liquidity to meet business objectives. We employ performance metrics tied to our strategy so we encourage performance that creates long-term value for our stockholders. The Compensation Committee oversees our executive compensation program and maintains a focus on paying our executive officers for performance, not only through the use of performance metrics tied to our strategy but also by using a mix of compensation elements that emphasizes pay that varies based on WPX's performance.

In 2018, we received a favorable advisory vote with approximately 97 percent of the Company's shares represented and eligible to vote at the annual stockholders meeting voting in favor of the executive compensation program. We have made no significant changes to the structure of the Company's executive compensation program as a result of the vote.

Highlights of our executive compensation program include:

The majority of compensation paid to our executives is equity-based;

We use a balanced approach to performance metrics to focus executive officers on executing our strategy while discouraging excessive risk-taking;

Our stock ownership guidelines encourage our executive officers to have a significant stake in our long-term success and align their interests with stockholder interests;

The Compensation Committee regularly reviews share utilization, overhang levels, and the annual run rate;

Our recoupment policy requires recovery of all performance-based incentive payments from executive officers found to be responsible for fraud or intentional misconduct that results in a significant restatement of our financial results as well as recoupment from all other executive officers of any amounts paid in excess of the award that would have been paid based on the restated financial results;

Our change-in-control agreements have a "double trigger" for payments, equity awards, and other benefits so they are not triggered solely on a change-in-control;

We provide very limited perquisites to our NEOs;

The Compensation Committee engages an independent compensation consultant to provide competitive market data for our executive officers and to lead discussions on trends within our industry;

When making compensation decisions, the Compensation Committee uses tally sheets to consider total outstanding equity value and estimates of amounts that would be paid in various termination scenarios;

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Our performance-based RSU program prohibits payouts in excess of 100% if absolute TSR is negative, regardless of the ranking of our TSR relative to peers;

We do not provide employment contracts to our executive officers;

We do not provide gross-ups to cover personal income taxes that pertain to executive or severance benefits or the limited perquisites that we offer;

Our insider trading policy prohibits short sales of our common stock and the use of equivalent derivative securities by our directors and executive officers (anti-hedging policy);

We do not permit our directors or executive officers to engage in margin trading of our stock or to use our securities as collateral for a loan (anti-pledging policy); and

Our incentive plan prohibits the repricing and backdating of stock options without stockholder approval.

We are asking our stockholders to indicate their support for our executive compensation programs. We believe the information provided in this Proxy Statement demonstrates our executive compensation program is designed and operates to align the interests of our executive officers with the interests of our stockholders to create value over the long-term.

While this vote is advisory and not binding, we will consider the outcome of the vote, along with other relevant factors, when making future executive compensation decisions.

For the reasons set forth above, the Board recommends that you vote FOR the following resolution:

RESOLVED that the stockholders approve, on an advisory basis, the compensation paid to the NEOs, as disclosed in this proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the compensation tables, and related narrative discussion.

**PROPOSAL 3 ADVISORY PROPOSAL ON THE FREQUENCY OF
ADVISORY VOTES ON EXECUTIVE COMPENSATION**

We are seeking your views on how frequently we should submit advisory "say-on-pay" votes for the approval of the compensation of our named executive officers. The advisory vote on the frequency of say-on-pay votes is a non-binding vote as to how often future say-on-pay votes should occur: every year, every two years, or every three years. Stockholders may also abstain from voting on this proposal. SEC regulations require us to hold the advisory vote on the frequency of say-on-pay votes at least once every six years. After careful consideration, the Board of Directors is recommending that stockholders approve the continuation of our holding a say-on-pay vote EVERY YEAR.

The Board of Directors believes that holding an annual advisory vote on executive compensation is consistent with our executive compensation philosophy and practices. Although the vote is advisory, we will take into account the outcome of the vote when considering how frequently we will submit executive compensation to a stockholder vote. Notwithstanding the outcome of the stockholder vote, the Board may in the future decide to conduct advisory votes on a less frequent basis and may vary its practice based on factors such as discussions with stockholders and the adoption of material changes to compensation programs.

For the reasons set forth above, the Board recommends that you vote FOR the following resolution:

RESOLVED, that the Company should hold an advisory vote on executive compensation on an annual basis.

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CERTAIN RELATIONSHIPS AND TRANSACTIONS

Procedures for Review and Approval of Related-Party Transactions

The Board has adopted policies and procedures with respect to related-person transactions as part of the Audit Committee charter. Any proposed related-person transaction involving a member of the Board or the Chief Executive Officer must be reviewed and approved by the full Board. The Audit Committee reviews proposed transactions with any other related persons, promoters, and certain control persons. If it is impractical to convene an Audit Committee meeting before a related-person transaction occurs, the chair of the committee may review the transaction alone.

No director may participate in any review, consideration or approval of any related-person transaction with respect to which such director or any of his or her immediate family members is the related person. The Audit Committee or its chair, or the Board, as the case may be, in good faith, may approve only those related-person transactions that are in, or not inconsistent with, WPX Energy's best interests and the best interests of our stockholders. In conducting a review of whether a transaction is, or is not inconsistent with, the best interest of WPX Energy and its stockholders, the Audit Committee or its chair, or the Board, as the case may be, will consider the benefits of the transaction to the Company, the availability of other sources for comparable products or services, the terms of the transaction, the terms available to unrelated third parties and to employees generally, and the nature of the relationship between the Company and the related party, among other things.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

During fiscal 2018, Messrs. Lentz, Herdman and Work served on the Compensation Committee. Until his retirement from the Board in May 2018, Mr. William R. Granberry also served on the Compensation Committee. None of these individuals has been an officer or employee of the Company or any of its subsidiaries at any time. In 2018, none of our executive officers served as a member of the board of directors or compensation committee of any other company that has one or more executive officers serving as a member of our Board or Compensation Committee.

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AUDIT COMMITTEE REPORT

The Audit Committee of our Board of Directors is comprised of three non-employee directors. The Board of Directors has determined that all of the members of the Audit Committee are independent within the meaning of the listing standards of the NYSE, the rules of the SEC and the Company's Corporate Governance Guidelines and are financially literate as defined by the NYSE and are audit committee financial experts as defined by the SEC. The Audit Committee operates under a written charter adopted by the Board of Directors. Consistent with this charter, the Audit Committee assists the Board of Directors with its oversight responsibilities as they relate to:

the integrity of the Company's financial statements;

the effectiveness of the Company's internal controls over financial reporting;

the Company's compliance with legal and regulatory requirements;

the implementation and effectiveness of the Company's ethics and compliance program;

the independent auditor's qualifications and independence; and

the performance of the Company's independent auditor and internal auditors.

The Audit Committee also has responsibility for preparing this report, which must be included in our proxy statement, and appointing and retaining the Company's independent auditor. In order to meet the responsibilities assigned to it under its charter, the Audit Committee performs a number of tasks, including the following:

Advance review of all audit and legally permitted non-audit services to be provided by our independent auditor. This task includes sole approval authority for the fees and terms of the auditor's engagement.

Review of the Company's audited financial statements and quarterly financial statements. In connection with this task, the Audit Committee focuses on several factors, including the independent auditor's judgment of the quality of the Company's accounting principles, the results of management's and the independent auditor's procedures related to potential fraud, and major issues regarding judgments made in connection with the preparation of financial statements.

At least an annual evaluation of the independent auditor. The Audit Committee established a process for evaluating the independent auditor that includes obtaining an annual assessment from the Company's management. That assessment includes several factors related to the independent auditor, including qualifications and expertise, past performance and appropriateness of fees. The Audit Committee also considers the communication and interactions with the independent auditor over the course of the year and the results of PCAOB inspections, and conducts a review of the independent auditor's internal quality control procedures.

At least an annual evaluation of the independent auditor's independence.

Quarterly reviews of the Company's earnings press releases as well as reviews of guidance provided to investors.

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Periodic reviews of the adequacy and effectiveness of the Company's accounting and internal control policies and procedures.

Periodic reviews of the Company's program for assessing and managing risks, including steps management has taken to monitor and control exposures to such risks.

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Management is responsible for the Company's internal controls and the financial reporting process. The Company's independent registered public accounting firm, Ernst & Young LLP, is responsible for performing an independent audit of the Company's consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States), expressing an opinion as to the conformity of the financial statements with generally accepted accounting principles, and expressing an opinion on the Company's internal control over financial reporting. The Audit Committee's responsibility is to monitor and oversee these processes. The Audit Committee has discussed and reviewed, with both management and Ernst & Young LLP, management's annual report on the Company's internal control over financial reporting and Ernst & Young LLP's attestation.

Management represented to the Audit Committee that the Company's consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States of America, and the Audit Committee has reviewed and discussed with management and the independent registered public accounting firm in separate sessions the Company's consolidated financial statements for the years ended December 31, 2018, December 31, 2017 and December 31, 2016.

The Audit Committee discussed with Ernst & Young LLP all matters required to be discussed by Auditing Standard No. 1301 (Communications with Audit Committees). The Company's independent registered public accounting firm also provided to the Audit Committee the written disclosures and the letter required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence, and the Audit Committee discussed with the independent registered public accounting firm the accounting firm's independence. In considering the independence of the independent registered public accounting firm, the Audit Committee took into consideration whether the provision of non-audit services is compatible with maintaining the independence of the independent registered public accounting firm.

The Committee also considers other factors, including the policy that Ernst & Young LLP follows with respect to rotation of its key audit personnel, so that there is a new partner-in-charge at least every five years. The Committee is involved in the selection of the partner-in-charge by the time rotation is required. Ernst & Young LLP develops a list of potential candidates and identifies one of the candidates as recommended by the firm. The recommended candidate meets with members of management and the Committee. Attributes evaluated include client and functional experience, technical competence, communication skills, critical behaviors, familiarity with audit committee processes and independent communications and stature within Ernst & Young LLP. If the recommended candidate is selected, the process is complete. If the recommended candidate is not selected, the process continues with additional candidate meetings until an acceptable candidate is identified. The Committee completed this process in 2016, with 2017 being the first year of the new partner-in-charge's tenure.

Based upon the Audit Committee's review of the financial statements, management's report on internal controls over financial reporting, independent discussions with management and Ernst & Young LLP, and the Audit Committee's review of the representation of management and the report of the independent registered public accounting firm to the Audit Committee, the Audit Committee recommended to the Board of Directors that each of (1) the audited consolidated financial statements for the years ended December 31, 2018, December 31, 2017 and December 31, 2016, and (2) management's report on internal controls over financial reporting be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2018 filed with the SEC.

Members of the Audit Committee

John A. Carrig, Chairman
Karl F. Kurz
Valerie M. Williams

Table of Contents**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM*****Disclosure of Fees Paid to Independent Registered Public Accounting Firm***

The following table presents fees for professional services rendered by Ernst & Young LLP for the audit of financial statements and other services in 2017 and 2018.

(in millions)	2018	2017
Audit Fees(1)	\$ 2.3	\$ 2.4
Tax Fees(2)	\$ 0.2	\$ 0.3
All Other Fees	\$	\$
Total	\$ 2.5	\$ 2.7

- (1) The aggregate audit fees in 2018 and 2017 billed by Ernst & Young LLP were for fees associated with the audit of the Company's consolidated financial statements, the audit of its internal control over financial reporting, the review of its quarterly financial statements, and services that are normally provided in connection with statutory and regulatory filings, including consulting services and services in connection with the Company's filings under the Securities Act of 1933, as amended.
- (2) The aggregate fees billed by Ernst & Young LLP for tax services were related primarily to tax planning, tax advice, and tax compliance.

In 2018 and 2017, all of Ernst & Young LLP's fees were pre-approved by the Company's Audit Committee.

Audit Committee's Consideration of Independence of Independent Registered Public Accounting Firm

The Audit Committee has reviewed the nature of non-audit services provided by Ernst & Young LLP and has concluded that these services are compatible with maintaining the firm's ability to serve as our independent registered public accounting firm.

Policy on Audit Committee Pre-Approval of Audit and Non-Audit Services of Independent Auditors

The Audit Committee has established a policy regarding pre-approval of all audit and non-audit services provided by Ernst & Young LLP.

On an ongoing basis, our management presents specific projects and categories of service to the Audit Committee to request advance approval. The Audit Committee reviews those requests and advises management if the Audit Committee approves the engagement of Ernst & Young LLP. On a periodic basis, our management reports to the Audit Committee regarding the actual spending for such projects and services compared to the approved amounts. The Audit Committee may also delegate the authority to pre-approve audit and permitted non-audit services, excluding services related to the Company's internal control over financial reporting, to a subcommittee of one or more committee members, provided that any such pre-approvals are reported at a subsequent Audit Committee meeting.

The Audit Committee's pre-approval policy with respect to audit and non-audit services is an attachment to the Audit Committee Charter, which is available on our website at www.wpxenergy.com under "Investors" and "Corporate Governance."

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PROPOSAL 4 RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has appointed Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2019. The Board has proposed that stockholders ratify this appointment at the Annual Meeting. If stockholders do not ratify the appointment of Ernst & Young LLP, the Audit Committee will reconsider the appointment but is not obligated to appoint another independent registered public accounting firm.

In selecting Ernst & Young LLP as our independent public accounting firm for 2019, the Audit Committee considered a number of factors, including:

Ernst & Young LLP's internal quality-control procedures, including results of the most recent Public Company Accounting Oversight Board (PCAOB) inspection report on Ernst & Young LLP and the results of peer review examinations;

Consideration of investigations by governmental or professional authorities and whether they may impair Ernst & Young LLP's ability to perform our annual audit;

Ernst & Young LLP's independence program and any relationships between Ernst & Young LLP and our company that could have a bearing on Ernst & Young LLP's independence;

Ernst & Young LLP's industry experience to audit our operations;

The professional qualifications of the lead audit partner and other key engagement personnel;

The periodic refreshment of perspective and objectivity provided by the mandatory five-year rotation of the partner-in-charge;

The engagement team's collective expertise and knowledge of our business, operations and risk profile; and

The results of the evaluation of Ernst & Young LLP's performance described in the Audit Committee Report.

Representatives of Ernst & Young LLP are expected to be present at the Annual Meeting, will have an opportunity to make a statement if they so desire and will be available to respond to questions from stockholders.

The Board recommends a vote FOR ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2019. Proxies will be voted FOR ratifying this selection unless you specify otherwise.

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The following table sets forth certain information as of March 5, 2019, with respect to the number of shares of common stock owned by (a) each director and nominee for director of the Company, (b) each named executive officer of the Company, (c) all directors and executive officers and nominees as a group and (d) each stockholder known by the Company to own beneficially more than five percent of a class of the outstanding common stock. Unless otherwise noted, each person and group identified possesses sole voting and investment power with respect to the shares shown opposite such person's or group's name.

Name of Individual or Group	Shares of	Options	Total(1)(2)(3)	Percent of Class (4)
	Common Stock Owned Directly or Indirectly(1)(2)	Exercisable Within 60 Days of March 5, 2019(3)		
John A. Carrig	154,655(5)	0	154,655(5)	*
Robert K. Herdman	94,655	0	94,655	*
Kelt Kindick	129,979	0	129,979	*
Karl F. Kurz	70,376	0	70,376	*
Henry E. Lentz	104,655	0	104,655	*
William G. Lowrie	268,428	0	268,428(6)	*
Kimberly S. Lubel	99,605	0	99,605	*
Valerie Williams	12,068	0	12,068	*
David F. Work	96,655	0	96,655	*
Dennis C. Cameron	372,929	35,251	408,180(7)	*
Clay M. Gaspar	1,064,325	0	1,064,325	*
Bryan K. Guderian	541,532	129,087	670,619	*
Richard E. Muncrief	2,597,516	121,167	2,718,683	*
J. Kevin Vann	750,160	51,626	801,786	*
All directors nominees and executive officers as a group (15 individuals)	6,357,538	337,131	6,694,669	1.59%
BlackRock, Inc.(8)	35,068,087	0	35,068,087	8.30%
Wellington Management Group LLP (and related parties)(9)	44,708,178	0	44,708,178	10.64%
The Vanguard Group, Inc. (and related parties)(10)	37,901,237	0	37,901,237	9.01%

*

Less than 1%.

(1)

Includes restricted stock units over which executive officers have no voting or investment power held under the terms of the WPX Energy, Inc. 2013 Incentive Plan as follows: Mr. Cameron, 126,974; Mr. Gaspar, 374,636; Mr. Guderian, 185,537; Mr. Muncrief, 897,197; Mr. Vann 245,574; and all NEOs who are currently executive officers, 1,829,918. Restricted stock units held by the named executive officers only include performance-based awards.

(2)

Includes restricted stock units and shares of deferred common stock over which independent directors have no voting or investment power held under the terms of the WPX Energy, Inc. 2013 Incentive Plan as follows: Mr. Carrig, 76,848; Mr. Herdman, 76,848; Mr. Kurz, 16,009; Ms. Williams, 11,368; Mr. Work 58,703; and all independent directors as a group, 239,776. These directors have the right to acquire the shares underlying these restricted stock units and shares of deferred common stock within 60 days of March 5, 2019. Restricted stock units include time-based awards. Includes restricted shares of common stock held under the terms of the WPX Energy, Inc. 2013 Incentive Plan, which will vest on May 17, 2019, as follows: Mr. Kindick, 10,344;

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Mr. Kurz, 10,344; Mr. Lentz, 10,344; Mr. Lowrie, 10,344; Ms. Lubel, 10,344; and Ms. Williams, 700.

- (3) The shares indicated represent stock options granted under the WPX Energy, Inc. 2013 Incentive Plan that are currently exercisable or will become exercisable within 60 days of March 5, 2019. Shares subject to options cannot be voted.
- (4) Ownership percentage is reported based on 420,784,338 shares of common stock outstanding on March 5, 2019, plus, as to the holder thereof and no other person, the number of shares (if any) that the person has the right to acquire as of March 5, 2019, or within 60 days of that date. Restricted stock units that do not vest within 60 days of March 5, 2019 are not included in ownership percentage.
- (5) Includes 10,000 shares owned by Mr. Carrig's spouse, over which she possesses sole voting and investment power.
- (6) Includes 229,409 shares owned by the 2017 William G. Lowrie GRAT. Mr. Lowrie is the sole trustee of the 2017 William G. Lowrie GRAT.
- (7) Includes 1,800 shares owned by Mr. Cameron's spouse, over which she possesses sole voting and investment power.
- (8) The address of this entity is 55 East 52nd Street, New York, NY 10055. The information provided is based on a Schedule 13G/A filed by BlackRock, Inc. on or about February 6, 2019. That filing indicates that BlackRock, Inc. has sole voting power as to 33,384,404 of the shares shown, sole dispositive power as to all 35,068,087 shares shown and shared dispositive power as to 0 of the shares shown.
- (9) The address of this entity is c/o Wellington Management Company LLP, 280 Congress Street, Boston, MA 02210. The information provided is based on a Schedule 13G/A jointly filed by Wellington Management Group LLP ("Wellington Management"), Wellington Group Holdings LLP ("Wellington Holdings") and Wellington Investment Advisors Holdings LLP ("Wellington Advisors") on or about February 12, 2019. These shares are owned of record by clients of Wellington Management Company LLP, Wellington Management Canada LLC, Wellington Management Singapore Pte Ltd., Wellington Management Hong Kong Ltd., Wellington Management International Ltd., Wellington Management Japan Pte Ltd. and Wellington Management Australia Pty Ltd. (collectively, the "Wellington Investment Advisors"). Wellington Advisors controls directly, or indirectly through Wellington Management Global Holdings Ltd., the Wellington Investment Advisors. Wellington Advisors is owned by Wellington Holdings. Wellington Holdings is owned by Wellington Management. The clients of the Wellington Investment Advisors have the right to receive, or the power to direct the receipt of, dividends from, or the proceeds from the sale of, such securities. No such client is known to have such right or power with respect to more than five percent of this class of securities. Each of Wellington Management, Wellington Holdings and Wellington Advisors has shared voting power over 34,320,261 of the shares shown and shared dispositive power over 44,708,178 of the shares shown.
- (10) The address of this entity is 100 Vanguard Boulevard, Malvern, Pennsylvania 19355. The information provided is based on a Schedule 13G/A filed by The Vanguard Group, Inc. on or about February 11, 2019. That filing indicates that The Vanguard Group has sole voting power as to 192,864 of the shares shown, sole dispositive power as to 37,679,279 of the shares shown and shared dispositive power as to 221,958 of the shares shown. That filing also indicates that Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 151,409 of the shares shown as a result of its serving as investment manager of collective trust accounts. That filing further indicates that Vanguard Investments Australia, Ltd., a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 112,004 of the shares shown as a result of its serving as investment manager of Australian investment offerings.

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SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our directors and executive officers, and certain persons who own more than ten percent of our common stock, to file with the SEC initial reports of ownership and reports of changes in ownership of our common stock and other equity securities. Directors, executive officers and these greater-than ten-percent stockholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file.

To our knowledge, based solely on a review of the copies of these reports and other information furnished to us, all Section 16(a) filing requirements applicable to our directors, executive officers and greater than-ten-percent beneficial owners were complied with on a timely basis during and for the year ended December 31, 2018.

OTHER MATTERS AT MEETING

In accordance with the requirements of advance notice described in our Bylaws, no stockholder nominations or stockholder proposals will be presented at the Annual Meeting. We know of no other matters that may come before the Annual Meeting. However, if any matters calling for a vote of the stockholders, other than those referred to in this proxy statement, should properly come before the meeting, the persons named in the enclosed proxy will vote such proxy according to their individual judgment.

By Order of the Board of Directors,

Stephen E. Brilz
Vice President and Corporate Secretary

Tulsa, Oklahoma
April 2, 2019

