

WHITING PETROLEUM CORP
Form 8-K
May 02, 2019

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): May 1, 2019

Whiting Petroleum Corporation

(Exact name of registrant as specified in its charter)

**Delaware
(State or other jurisdiction**

**1-31899
(Commission File**

**20-0098515
(IRS Employer**

of incorporation)

Number)

Identification No.)

1700 Broadway, Suite 2300, Denver, Colorado 80290-2300

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(Address of principal executive offices, including ZIP code)

(303) 837-1661

(Registrant's telephone number, including area code)

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

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol | Name of each exchange on which registered |
|---------------------------------|-----------------------|--|
| Common Stock, \$0.001 par value | WLL | New York Stock Exchange |

Item 5.07.Submission of Matters to a Vote of Security Holders.

Whiting Petroleum Corporation (the Company) held its annual meeting of stockholders on May 1, 2019 (the Annual Meeting). Of the 91,837,538 shares outstanding as of the record date for the Annual Meeting, 83,654,478 shares (91.09%) were present or represented by proxy at the Annual Meeting. All proposals were approved by stockholders. The items voted on at the Annual Meeting and the results of the voting on the matters submitted to the stockholders were as follows:

1. Election of directors for terms expiring at the 2022 annual meeting of stockholders and until their successors are duly elected and qualified. Each of the following nominees for director was elected at the Annual Meeting.

| Name of Nominee | For | Shares Voted | |
|------------------|------------|--------------|-----------------|
| | | Withheld | Broker Non-Vote |
| Thomas L. Aller | 57,869,423 | 6,670,293 | 19,114,762 |
| James E. Catlin | 56,241,133 | 8,298,583 | 19,114,762 |
| Michael B. Walen | 55,821,335 | 8,718,381 | 19,114,762 |

2. Approval, by advisory vote, of the compensation of the Company's named executive officers as disclosed in its 2019 proxy statement.

| For | Shares Voted | | Broker Non-Vote |
|------------|--------------|---------|-----------------|
| | Against | Abstain | |
| 61,197,700 | 3,158,533 | 183,483 | 19,114,762 |

3. Ratification of appointment of Deloitte & Touche LLP as the independent registered public accounting firm for 2019.

| For | Shares Voted | | Broker Non-Vote |
|------------|--------------|---------|-----------------|
| | Against | Abstain | |
| 81,131,616 | 2,410,925 | 111,937 | 0 |

4. Approval of an amendment and restatement of the Whiting Petroleum Corporation 2013 Equity Incentive Plan.

| For | Shares Voted | | Broker Non-Vote |
|------------|--------------|---------|-----------------|
| | Against | Abstain | |
| 60,367,614 | 4,055,068 | 117,034 | 19,114,762 |

SIGNATURES

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

WHITING PETROLEUM CORPORATION

Date: May 2, 2019

By: /s/ Bruce R. DeBoer
Bruce R. DeBoer
Senior Vice President, General Counsel and Secretary