

PIONEER NATURAL RESOURCES CO
Form 8-K
May 27, 2015

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 20, 2015

PIONEER NATURAL RESOURCES COMPANY
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

1-13245
(Commission
File Number)

75-2702753
(I.R.S. Employer
Identification No.)

5205 N. O'Connor Blvd., Suite 200, Irving, Texas
(Address of principal executive offices)

75039
(Zip Code)

Registrant's telephone number, including area code: (972) 444-9001

Not applicable

(Former name or former address, if changed since last report)

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters to a Vote of Security Holders

The annual meeting of stockholders of Pioneer Natural Resources Company (the “Company”) was held on May 20, 2015 in Irving, Texas. At the meeting, four proposals were submitted for a vote of stockholders, as described in the Company’s Proxy Statement dated April 9, 2015 (the “Proxy Statement”). The following is a brief description of each proposal and the results of the stockholders’ votes.

Election of Directors. Prior to the meeting, the Board designated each of the persons named below as nominees for election as directors. Each nominee was, at the time of such nomination and at the time of the meeting, a director of the Company. At the meeting, each nominee was elected as a director of the Company, with the results of the stockholder voting being as follows:

| Nominee | For | Against | Abstain | Broker Non-Votes |
|---------------------|-------------|-----------|---------|------------------|
| Edison C. Buchanan | 125,128,234 | 1,238,661 | 201,769 | 8,495,331 |
| Andrew F. Cates | 125,373,685 | 913,268 | 281,711 | 8,495,331 |
| Timothy L. Dove | 125,291,518 | 994,829 | 282,317 | 8,495,331 |
| Phillip A. Gobe | 125,366,319 | 999,966 | 202,379 | 8,495,331 |
| Larry R. Grillot | 124,942,153 | 1,342,180 | 284,331 | 8,495,331 |
| Stacy P. Methvin | 125,380,399 | 904,523 | 283,742 | 8,495,331 |
| Royce W. Mitchell | 125,460,967 | 904,639 | 203,058 | 8,495,331 |
| Frank A. Risch | 125,337,828 | 947,236 | 283,600 | 8,495,331 |
| Scott D. Sheffield | 123,204,517 | 2,855,522 | 508,625 | 8,495,331 |
| J. Kenneth Thompson | 124,826,998 | 1,448,169 | 293,497 | 8,495,331 |
| Phoebe A. Wood | 125,221,375 | 1,063,301 | 283,988 | 8,495,331 |

Ratification of selection of independent auditors. The engagement of Ernst & Young LLP as the Company’s independent auditors for 2015 was submitted to the stockholders for ratification. Such engagement was ratified, with the results of the stockholder voting being as follows:

| | |
|------------------|-------------|
| For | 134,298,080 |
| Against | 542,033 |
| Abstain | 223,882 |
| Broker non-votes | — |

Advisory vote on executive compensation. The Company submitted to the stockholders for approval, on an advisory basis, the compensation of the Company’s named executive officers, as disclosed in the Proxy Statement. The proposal was approved, with the results of the stockholder voting being as follows:

| | |
|------------------|-------------|
| For | 124,508,090 |
| Against | 1,329,844 |
| Abstain | 730,730 |
| Broker non-votes | 8,495,331 |

Stockholder proposal. A non-binding stockholder proposal that the Board of Directors of the Company adopt, and present for shareholder approval, a “proxy access” bylaw was submitted to the stockholders for approval. The results of the stockholder voting on this proposal were as follows:

| | |
|------------------|------------|
| For | 62,328,930 |
| Against | 63,961,416 |
| Abstain | 278,318 |
| Broker non-votes | 8,495,331 |

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.

PIONEER NATURAL RESOURCES COMPANY

By: /s/ Margaret M. Montemayor
Margaret M. Montemayor
Vice President and Chief Accounting Officer

Dated: May 26, 2015