

PIONEER NATURAL RESOURCES CO  
Form DEFA14A  
April 03, 2019

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 Pursuant to § 240.14a-12

Pioneer Natural Resources Company  
(Name of Registrant as Specified in its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

\_\_\_\_\_  
2) Aggregate number of securities to which transaction applies:

\_\_\_\_\_  
3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

\_\_\_\_\_  
4) Proposed maximum aggregate value of transaction:

\_\_\_\_\_  
5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

\_\_\_\_\_  
2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

PIONEER NATURAL  
RESOURCES COMPANY  
c/o Continental Proxy Services  
1 State Street, New York NY 10004

PIONEER NATURAL RESOURCES COMPANY

NOTICE OF ANNUAL MEETING  
OF STOCKHOLDERS  
TO BE HELD ON  
May 16, 2019

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS  
FOR THE ANNUAL MEETING OF STOCKHOLDERS OF PIONEER NATURAL RESOURCES COMPANY TO  
BE HELD ON THURSDAY, MAY 16, 2019

To the Stockholders of Pioneer Natural Resources Company:

The Annual Meeting of Stockholders of Pioneer Natural Resources Company (the "Company") will be held at 5205 North O'Connor Boulevard, Suite 250, Irving, Texas 75039, on Thursday, May 16, 2019, at 9:00 a.m., Central Time. The Annual Meeting is being held for the following purposes:

1. To elect the Company's twelve director nominees named in the Company's Proxy Statement, each for a term to expire at the 2020 Annual Meeting of Stockholders.
2. To ratify the selection of Ernst & Young LLP as the independent registered public accounting firm of the Company for 2019.
3. To approve on an advisory basis the Company's named executive officer compensation.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE FOR ITEMS 1, 2 AND 3.

This Notice also constitutes notice of the 2019 Annual Meeting of Stockholders of the Company. The Board of Directors has fixed the close of business on March 21, 2019, as the record date for the determination of stockholders entitled to receive notice of and to vote at the Annual Meeting or any adjournment(s) or postponement(s) thereof. This Notice is being mailed to stockholders on or about April 4, 2019. Stockholders are cordially invited to attend the Annual Meeting and vote in person. Directions to the Annual Meeting can be found at [www.cstproxy.com/pioneer/2019](http://www.cstproxy.com/pioneer/2019).

You  
may  
vote  
your  
proxy  
Vote Your Proxy on the Internet:

Go to <http://www.cstproxyvote.com> Have this notice available when you access the above website. Follow the prompts to vote your shares.

view  
the  
materials  
on  
the  
Internet.

You  
will  
be  
asked  
to

follow  
the  
prompts  
to  
vote  
your  
shares.

The  
Proxy  
Materials  
are  
available  
for  
review  
at:  
<http://www.cstproxy.com/pioneer/2019>

CONTROL NUMBER

---

PIONEER NATURAL RESOURCES COMPANY  
IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS  
FOR PIONEER NATURAL RESOURCES COMPANY'S ANNUAL MEETING OF STOCKHOLDERS TO BE  
HELD ON THURSDAY, MAY 16, 2019

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. A complete set of proxy materials, which includes Notice of Meeting, Proxy Statement, Annual Report and Proxy Card, is available to you on the Internet.

The Company's Proxy Statement, Annual Report and other proxy materials are available at:  
[www.cstproxy.com/pioneer/2019](http://www.cstproxy.com/pioneer/2019)

If you want to receive a paper or email copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before May 8, 2019 to facilitate timely delivery.

You can request a copy of the proxy materials for all meetings and for the particular meeting to which this notice relates in one of three ways:

1. By calling toll-free 1-888-221-0690
2. By sending an email to [proxy@continentalstock.com](mailto:proxy@continentalstock.com)  
(Please type Pioneer and your account number in the subject line.)
3. By logging onto [www.cstproxy.com/pioneer/2019](http://www.cstproxy.com/pioneer/2019)

Make sure to have this notice available when you:

Request a paper copy or email copy of the proxy materials

Want to view your proxy materials on the Internet

Want to vote your proxy on the Internet

You must reference your company ID, proxy number and account number located on the reverse side.