

EP Energy Corp
Form 8-K
January 29, 2018

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): **January 26, 2018**

EP ENERGY CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

001-36253
(Commission
File Number)

46-3472728
(IRS Employer
Identification Number)

EP ENERGY LLC

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

333-183815
(Commission
File Number)

45-4871021
(IRS Employer
Identification Number)

1001 Louisiana Street

Houston, Texas 77002

(Address of principal executive offices) (Zip Code)

(713) 997-1200

(Registrant's telephone number, including area code)

N/A

(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))

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. ☐

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of New Director

On January 26, 2018, J. Barton Kalsu was appointed to the Board of Directors (the "Board") of EP Energy Corporation (the "Company"). Mr. Kalsu will also serve on the Board's Audit and Compensation Committees, including as chairman of the Audit Committee. Mr. Kalsu was appointed as a Class II director, with an initial term expiring at the Company's 2019 annual meeting of stockholders. Mr. Kalsu was selected for appointment by certain affiliates of Riverstone Holdings LLC (collectively, the "Riverstone Sponsor") pursuant to the Riverstone Sponsor's director designation rights under the Company's Stockholders Agreement, dated as of August 30, 2013, by and among the Company and the holders party thereto. There are no material relationships between Mr. Kalsu and any of the Company's directors, executive officers, or the immediate family members of any such person and there are no family relationships between Mr. Kalsu and any of the Company's directors or executive officers.

In accordance with the Company's independent director compensation program, Mr. Kalsu will receive an annual cash retainer of \$90,000 for his services on the Board plus \$30,000 for his service as chairman of the Audit Committee and \$10,000 for his service on the Compensation Committee. Mr. Kalsu will also receive an annual equity grant of restricted stock with a value of \$175,000.

Mr. Kalsu has been determined to be an independent director for purposes of the listing standards of the New York Stock Exchange. In addition, the Board affirmatively determined that Mr. Kalsu qualifies as an audit committee financial expert, as defined in rules of the Securities and Exchange Commission.

SIGNATURES

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

EP ENERGY CORPORATION

Date: January 29, 2018

By: /s/ Jace D. Locke
Jace D. Locke
Vice President, General Counsel and Corporate
Secretary

EP ENERGY LLC

By: /s/ Jace D. Locke
Jace D. Locke
Vice President, General Counsel and Corporate
Secretary