

WPX ENERGY, INC.
Form 8-K
May 28, 2014

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 22, 2014

WPX Energy, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

1-35322
(Commission

File Number)

45-1836028
(I.R.S. Employer

Identification No.)

3500 One Williams Center, Tulsa, Oklahoma
(Address of Principal Executive Offices)

74172-0172
(Zip Code)

Registrant's Telephone Number, Including Area Code: (855) 979-2012

Check the appropriate box below if the Form 8-K 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))

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

At the annual meeting of stockholders of WPX Energy, Inc. (the Company) held on May 22, 2014, the following actions took place.

1. Election of Directors. The Company's stockholders reelected Messrs. Bender, Herdman, and Lorch as directors of the Company for a three-year term based on the following votes.

| Nominee | For | Against | Abstain | Broker Non-Votes |
|-------------------|-------------|-----------|---------|------------------|
| James J. Bender | 160,233,543 | 843,341 | 111,088 | 24,432,408 |
| Robert K. Herdman | 160,017,193 | 1,075,169 | 95,530 | 24,432,408 |
| George A. Lorch | 159,222,754 | 1,865,023 | 100,115 | 24,432,408 |

2. Say on Pay. The Company's stockholders approved, on a non-binding advisory basis, the Company's executive compensation based on the following votes.

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 158,027,928 | 2,738,710 | 421,254 | 24,432,408 |

3. Ratification of Appointment of Auditors. The Company's stockholders approved the ratification of the appointment of Ernst & Young LLP as the independent public accounting firm for the Company for the year ending December 31, 2014 based on the following votes.

| For | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 184,698,778 | 744,476 | 177,046 | 0 |

4. Stockholder Proposal. The Company's stockholders did not approve the stockholder proposal requesting that the Board adopt quantitative goals, based on current technologies, for reducing greenhouse gas emissions and report to stockholders by fall 2014 on its plan to achieve those goals based on the following votes.

| For | Against | Abstain | Broker Non-Votes |
|------------|-------------|------------|------------------|
| 22,923,629 | 110,586,832 | 27,677,431 | 24,432,408 |

5. Stockholder Proposal. The Company's stockholders approved the stockholder proposal requesting that the Board take all necessary steps to require that all directors elected at or after the annual meeting in 2015 be elected on an annual basis based on the following votes.

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|-----------|------------------|
| 147,903,122 | 7,885,352 | 2,517,300 | 27,294,636 |

SIGNATURE

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.

WPX ENERGY, INC.

By: /s/ Stephen E. Brilz
Stephen E. Brilz

Vice President and Secretary

DATED: May 28, 2014