

WPX ENERGY, INC.  
Form 8-K  
March 21, 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): March 19, 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.)**

**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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On March 19, 2014, WPX Energy, Inc.'s Board of Directors approved an amendment to Section 2.10 of WPX Energy, Inc.'s Bylaws, effective as of that date. Section 2.10 of the Bylaws generally governs the nomination of a person for election as a director. The amendment eliminates the prohibition on a proposed director nominee being a party to a compensatory arrangement with, or receiving compensation or other payment from, a third party in connection with that proposed director nominee's candidacy or service, but only in the event that such arrangement or payment has been disclosed in writing to WPX Energy.

The foregoing summary of the amendment to the Bylaws is qualified in its entirety by reference to the full text of the amended Bylaws included in this Current Report as Exhibit 3.1.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

3.1 Amended and Restated Bylaws (as of March 19, 2014) of WPX Energy, Inc.

**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: March 21, 2014

**EXHIBIT INDEX**

**Exhibit No.    Description**

Exhibit 3.1    Amended and Restated Bylaws (as of March 19, 2014) of WPX Energy, Inc.