

Edgar Filing: Oasis Petroleum Inc. - Form 8-K

Securities registered pursuant to
Section 12(b) of the Act:

| Title of each class | Trading symbol(s) | Name of each exchange on which registered |
|---------------------|-------------------|---|
| Common stock | OAS | New York Stock Exchange |

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

The Company held its 2019 Annual Meeting of Shareholders (the “Annual Meeting”) on April 30, 2019. At the Annual Meeting, the Company’s shareholders approved the First Amendment (the “Amendment”) to the Company’s Amended and Restated 2010 Long Term Incentive Plan (the “Plan”), which provided for an increase in the number of shares of the Company’s common stock available for grant under the Plan by 1,300,000 shares and extended the term of the Plan to April 30, 2029. The Amendment was made effective as of April 30, 2019. A description of the material terms of the Plan was included in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on March 21, 2019. In addition, the foregoing summary is qualified in its entirety by reference to the full text of the Amendment, which is attached hereto as Exhibit 10.1 and incorporated by reference herein.

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

At the Annual Meeting, the Company’s shareholders were requested to: (1) elect two Class III Directors to serve on the Company’s Board of Directors for a term of office expiring at the Company’s 2022 Annual Meeting of Shareholders; (2) ratify the selection of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for 2019; (3) approve, on an advisory basis, the compensation of our named executive officers as disclosed in the Company’s proxy statement; and (4) approve the Amendment. The following are the final voting results on proposals considered and voted upon at the meeting, each of which is more fully described in the Company’s proxy statement filed on March 21, 2019:

1. Each of the Class III directors that were up for election was elected for a term of three years. Votes regarding the election of these directors were as follows:

| NOMINEE | VOTES FOR | WITHHELD | BROKER NON-VOTES |
|---------|-----------|----------|------------------|
|---------|-----------|----------|------------------|

| | | | |
|-----------------|-------------|-----------|------------|
| Michael McShane | 225,107,627 | 5,048,031 | 53,476,359 |
|-----------------|-------------|-----------|------------|

| | | | |
|----------------|-------------|-----------|------------|
| Thomas B. Nusz | 228,402,686 | 1,752,972 | 53,476,359 |
|----------------|-------------|-----------|------------|

2. PricewaterhouseCoopers LLP was ratified as the Company’s independent registered public accounting firm for 2019. The voting results were as follows:

| VOTES FOR | VOTES AGAINST | VOTES ABSTAINED |
|-----------|---------------|-----------------|
|-----------|---------------|-----------------|

| | | |
|-------------|-----------|---------|
| 278,090,717 | 5,161,988 | 379,312 |
|-------------|-----------|---------|

3. The Board proposal seeking approval, on an advisory basis, of the compensation of the Company’s executive officers was approved. The voting results were as follows:

| VOTES FOR | VOTES AGAINST | VOTES ABSTAINED | BROKER NON-VOTES |
|-------------|---------------|-----------------|------------------|
| 226,591,028 | 2,997,944 | 566,686 | 53,476,359 |

4. The Board proposal seeking approval of the First Amendment to the Amended and Restated 2010 Long Term Incentive Plan was approved. The voting results were as follows:

| VOTES FOR | VOTES AGAINST | VOTES ABSTAINED | BROKER NON-VOTES |
|-------------|---------------|-----------------|------------------|
| 225,374,894 | 4,526,037 | 254,727 | 53,476,359 |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number Description

10.1 First Amendment to Amended and Restated 2010 Long Term Incentive Plan of Oasis Petroleum Inc.

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