

ATWOOD OCEANICS INC  
Form 8-K  
February 14, 2013

**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): February 14, 2013

**ATWOOD OCEANICS, INC.**

(Exact name of registrant as specified in its charter)

Texas  
(State or other jurisdiction  
of incorporation)

1-13167  
(Commission  
File Number)

74-1611874  
(I.R.S. Employer  
Identification No.)

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**15835 Park Ten Place Drive Houston, Texas**  
(Address of principal executive offices)

**77084**  
(Zip Code)

**Registrant's telephone number, including area code: (281) 749-7800**

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 (*see* General Instruction A.2):

- .. 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 2013 Annual Meeting of Shareholders of Atwood Oceanics, Inc. (the Company) held on February 14, 2013 (the Annual Meeting), the shareholders voted on the following matters:

Election of seven director nominees;

Approval, by non-binding, advisory vote, of the compensation of the Company's named executive officers;

Approval of the Company's 2013 Long-Term Incentive Plan;

Approval of the amendment and restatement of the Company's Certificate of Formation which, among other things, removes the requirement that our Board of Directors be fixed at seven members; and

Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent auditors for fiscal year 2013.

No other matters were presented for a vote at the Annual Meeting. As of the record date for the Annual Meeting, December 18, 2012, there were 65,630,331 shares of common stock outstanding and entitled to vote at the Annual Meeting. The holders of a total of 62,446,090 shares of common stock were present in person or by proxy at the Annual Meeting. A quorum being present, the voting results for the matters above were as follows:

**1. Election of Directors.**

| Name              | For        | Withheld  | Broker Non-Votes |
|-------------------|------------|-----------|------------------|
| Deborah A. Beck   | 57,588,570 | 1,424,007 | 3,433,513        |
| George S. Dotson  | 57,217,775 | 1,794,802 | 3,433,513        |
| Jack E. Golden    | 57,593,211 | 1,419,366 | 3,433,513        |
| Hans Helmerich    | 56,867,371 | 2,145,206 | 3,433,513        |
| James R. Montague | 57,591,068 | 1,421,509 | 3,433,513        |
| Robert J. Salties | 57,956,888 | 1,055,689 | 3,433,513        |
| Phil D. Wedemeyer | 57,436,677 | 1,575,900 | 3,433,513        |

**2. Approval of the Compensation of the Company's Named Executive Officers.**

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 56,627,597 | 2,067,749 | 317,231 | 3,433,513        |

**3. Approval of the 2013 Long-Term Incentive Plan.**

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 55,434,262 | 3,258,902      | 319,413        | 3,433,513               |

**4. Approval of the Amendment and Restatement of the Company's Certificate of Formation.**

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 44,921,459 | 13,796,440     | 294,678        | 3,433,513               |

**5. Ratification of the Appointment of PricewaterhouseCoopers LLP as the Company's Independent Auditors for Fiscal Year 2013.**

| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|------------|----------------|----------------|
| 59,457,082 | 2,581,719      | 407,289        |

**Item 8.01 Other Events**

At the Annual Meeting, the shareholders of the Company approved the proposed Amended and Restated Certificate of Formation (the "Amended Certificate of Formation"), which amends the Company's then existing Amended and Restated Certificate of Formation to remove the requirement that the Board of Directors of the Company be fixed at seven members, effect a change to the Company's registered agent and facilitate other ministerial changes. On February 14, 2013, the Company filed the Amended Certificate of Formation with the Secretary of State of the State of Texas. The Amended Certificate of Formation became effective upon filing.

The summary description of the Amended Certificate of Formation set forth above does not purport to be complete and is qualified in its entirety by reference to the full text of the Amended Certificate of Formation, filed as Exhibit 3.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

3.1 Amended and Restated Certificate of Formation dated February 14, 2013.

**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.

ATWOOD OCEANICS, INC.

By: /s/ Mark L. Mey  
Mark L. Mey  
Senior Vice President

Date: February 14, 2013