

W&T OFFSHORE INC
Form 8-K
May 05, 2016

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 4, 2016

W&T Offshore, Inc.
(Exact name of registrant as specified in its charter)

1-32414
(Commission File Number)

Texas
(State or Other Jurisdiction of Incorporation)

72-1121985
(I.R.S. Employer Identification No.)

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Nine Greenway Plaza, Suite 300

Houston, Texas 77046

(Address of Principal Executive Offices)

713.626.8525

(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 (*see* General Instruction A.2. below):

- .. 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.

On May 4, 2016, W&T Offshore, Inc. (the Company) held its 2016 Annual Meeting of Shareholders (the Annual Meeting) in Houston, Texas. The proposals voted upon at the Annual Meeting and the final voting results are indicated below. For additional information on these proposals, please see the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 24, 2016.

Proposal 1: To elect five directors to hold office until the 2017 Annual Meeting. All nominees were elected by the votes indicated.

| Nominee | Voted For | Votes Withheld | Abstentions | Broker Non-Votes |
|--------------------------|------------|----------------|-------------|------------------|
| Ms. Virginia Boulet | 46,649,465 | 6,099,850 | 115,732 | 17,438,048 |
| Mr. Stuart B. Katz | 46,514,331 | 6,223,557 | 127,159 | 17,438,048 |
| Mr. Tracy W. Krohn | 50,552,109 | 2,195,680 | 117,258 | 17,438,048 |
| Mr. S. James Nelson, Jr. | 52,433,872 | 250,684 | 180,491 | 17,438,048 |
| Mr. B. Frank Stanley | 46,526,742 | 6,160,160 | 178,145 | 17,438,048 |

Proposal 2: To approve an amendment to the Company's Amended and Restated Incentive Plan, as amended, to increase the number of authorized shares of common stock and extend the term of the Amended and Restated Incentive Compensation Plan. The proposal was approved by the votes indicated.

| Voted For | Voted Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 51,752,258 | 948,729 | 164,060 | 17,438,048 |

Proposal 3: To approve an amendment to, and all material terms of, the Company's Amended and Restated Incentive Plan, as amended, for purposes of Section 162(m) of the Internal Revenue Code. The proposal was approved by the votes indicated.

| Voted For | Voted Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 52,400,486 | 296,496 | 168,065 | 17,438,048 |

Proposal 4: To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accountants for the year ended December 31, 2016. The proposal was approved by the votes indicated.

| Voted For | Voted Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 69,061,099 | 476,841 | 765,155 | |

Proposal 5: To approve an amendment to the Company's Amended and Restated Articles of Incorporation, as amended, to effect, at the discretion of the Board of Directors, (a) a reverse stock split with respect to the Company's issued and outstanding shares of common stock, par value \$0.00001 per share, of a ratio within a range of one share of common stock for every two (2) to fifteen (15) shares of common stock (or any number in between) currently outstanding; and (b) reduce the number of authorized shares of common stock by a corresponding proportion. The proposal was approved by the votes indicated.

| Voted For | Voted Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 66,733,499 | 2,850,638 | 718,958 | |

SIGNATURES

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.

W&T OFFSHORE, INC.

(Registrant)

Dated: May 5, 2016

By: /s/ John D. Gibbons
John D. Gibbons
Senior Vice President and Chief Financial Officer