

DEVON ENERGY CORP/DE
Form 8-K
January 27, 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): January 26, 2016

DEVON ENERGY CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction

of incorporation)

001-32318
(Commission

File Number)

73-1567067
(I.R.S. Employer

Identification No.)

**333 WEST SHERIDAN AVE., OKLAHOMA CITY,
OK**

73102-5015

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (405) 235-3611

Not Applicable

(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:

- .. 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-commencements 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 January 26, 2016, the Board of Directors (the Board) of Devon Energy Corporation (the Company) amended and restated the Company s Bylaws (as amended and restated, the Bylaws) primarily to implement proxy access. A new subsection (C) has been added to Article II, Section 9 of the Bylaws to permit a stockholder, or a group of up to 20 stockholders, owning 3% or more of the Company s outstanding common stock continuously for at least three years to nominate and include in the Company s proxy materials director candidates constituting up to the greater of two individuals or 20% of the Board, provided that the stockholder(s) and the nominee(s) satisfy the requirements specified in the Bylaws. Although the amendment and restatement of the Bylaws was effective immediately upon the Board s approval on January 26, 2016, proxy access will first be available to stockholders in connection with the Company s 2017 annual meeting of stockholders.

The Bylaws were also amended to make clarifications, updates and refinements to the advance notice and special meeting provisions of Article II, Section 9 and to add a requirement that all nominees for director provide certain information, representations and agreements to the Company in order to be eligible for election. In addition, new Section 5 of Article VII makes explicit the Board s ability to interpret and make determinations under the Bylaws.

This description of the amendments to the Bylaws is a summary only and is qualified in its entirety by reference to the full text of the Bylaws, a copy of which is included as Exhibit 3.1 to this report and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|-------------|---|
| 3.1 | Bylaws of Devon Energy Corporation, as amended and restated on January 26, 2016 |

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.

DEVON ENERGY CORPORATION

By: /s/ Carla D. Brockman
Carla D. Brockman
Vice President Corporate Governance
and Secretary

Date: January 27, 2016

EXHIBIT INDEX

| Exhibit No. | Description |
|----------------|---|
| 3.1 | Bylaws of Devon Energy Corporation, as amended and restated on January 26, 2016 |