

CIMAREX ENERGY CO
Form DEF 14A
April 01, 2014
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant x

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Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(3)(2))**
- Definitive Proxy Statement
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Cimarex Energy Co.

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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1700 Lincoln Street, Suite 1800
Denver, CO 80203-4518

NOTICE OF 2014 ANNUAL MEETING OF SHAREHOLDERS

TIME AND DATE	9:00 a.m. Central Daylight Time on Thursday, May 15, 2014
PLACE	Hyatt Regency Tulsa 100 East Second Street Tulsa, Oklahoma, USA, 74103
ITEMS OF BUSINESS	Item 1. Election of Directors Item 2. Advisory vote to approve executive compensation Item 3. Approve 2014 Equity Incentive Plan Item 4. Ratification of independent auditors Transact any other business that properly comes before the Meeting and any adjournment or postponement of the Meeting
RECORD DATE	March 19, 2014
MAILING DATE TO SHAREHOLDERS	April 4, 2014
MATERIALS TO REVIEW	This booklet contains our Notice of 2014 Annual Meeting and Proxy Statement. Our 2013 Annual Report is available on our website at www.cimarex.com .

PROXY VOTING

It is important that your shares be represented and voted at the Meeting. You can vote your shares by following the Internet or telephone instructions on page 8 of this proxy statement. If you received a paper copy of the proxy card, you may also vote by completing and mailing the proxy card in the postage-paid envelope provided for your convenience. You may also attend and vote at the Annual Meeting. You may revoke your proxy at any time before the vote is taken by following the instructions on page 10 of this proxy statement.

April 4, 2014

Mary Kay Rohrer
Corporate Secretary

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VOTING INFORMATION

WE WANT TO HEAR FROM YOU VOTE TODAY

It is important that you vote. Please carefully review the proxy materials for the 2014 Annual Meeting of Shareholders and follow the instructions below to cast your vote on all of the voting matters.

Voting Matters and Board Recommendations

	Our Board's Recommendation
Election of Directors (page 12)	FOR each Director Nominee
Advisory Vote to Approve Executive Compensation (page 49)	FOR
Approve 2014 Equity Incentive Plan (page 49)	FOR
Ratification of Independent Auditors (page 57)	FOR

Advance Voting Methods

Even if you plan to attend the 2014 Annual Meeting of Shareholders in person, please vote right away using one of the following advance voting methods (see page 8 for additional details). **Make sure to have your proxy card or voting instruction form in hand and follow the instructions.**

You can vote in advance in one of three ways:

Visit the website listed on your proxy card/voting instruction form to vote **VIA THE INTERNET**

Call the telephone number on your proxy card/voting instruction form to vote **BY TELEPHONE**

Sign, date and return your proxy card/voting instruction form in the enclosed envelope to vote **BY MAIL**

Voting at our 2014 Annual Meeting of Shareholders

All shareholders of record may vote in person at the 2014 Annual Meeting of Shareholders, which will be held on Thursday, May 15, 2014 at 9:00 a.m., local time, at the Hyatt Regency Tulsa, 100 East Second Street, Tulsa, Oklahoma. Beneficial owners may vote in person at the meeting if they have a legal proxy, as described in the response to question 14 on page 11 of Questions and Answers about the Meeting and Voting.

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Proxy Statement Summary

Director Nominees (page 12)

You are being asked to vote on the following four Director Nominees. Directors are elected by a majority of votes cast. Detailed information about each Director's background, skill sets and areas of expertise can be found beginning on page 12.

NAME	AGE	DIRECTOR SINCE	POSITION	INDEPENDENT	AC	C/G	NOM	OTHER PUBLIC BOARDS
David A. Hentschel	80	2002	Retired, former Chairman and CEO, Occidental Oil and Gas Corporation	Yes		X	X	0
Thomas E. Jordan	56	2011	Chairman and CEO, President, Cimarex Energy Co.	No				0
Floyd R. Price	65	2012	Retired, former executive officer, Apache Corp.	Yes	X		X	1
L. Paul Teague	79	2002	Retired, former Vice President Texaco USA	Yes		X	X	0

Continuing Directors (page 15)

The following are Cimarex's continuing Directors. Detailed information about each Director's background, skill sets and areas of expertise can be found beginning on page 15.

NAME	AGE	DIRECTOR SINCE	TERM EXPIRES	POSITION	INDEPENDENT	AC	C/G	NOM	OTHER PUBLIC BOARDS
Joseph R. Albi	55	2011	2015	Chief Operating Officer	No				0