

PDC ENERGY, INC.  
Form 8-K  
June 08, 2015

**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): June 8, 2015 (June 4, 2015)**

**PDC Energy, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**

**0-7246**  
**(Commission**

**95-2636730**  
**(I.R.S. Employer**

**incorporation or organization)**

**File Number)**

**Identification Number)**

**1775 Sherman Street, Suite 3000**

**Denver, Colorado 80203**

**Registrant s telephone number, including area code: (303) 860-5800**

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 1.01. Entry Into a Material Definitive Agreement.**

On June 5, 2015, PDC Energy, Inc., a Delaware corporation (the Company), entered into revised indemnification agreements with each of its directors. The agreements generally provide that the Company will indemnify, and advance expenses to, the directors to the full extent permitted under Delaware law in connection with legal proceedings arising from or relating to their role as directors. The agreements supersede the prior indemnification agreements between the Company and the directors.

The preceding is not a complete description of the terms of the new indemnification agreements. A form of the new indemnification agreements is attached as Exhibit 10.1 hereto and is incorporated herein by reference.

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

The Company held its annual meeting of stockholders on June 4, 2015. Holders of 40,056,334 shares of the Company's common stock outstanding at the close of business on April 8, 2015 were entitled to vote at the meeting, of which 36,257,644 shares, or approximately 90.52%, of those entitled to vote, were represented in person or by proxy at the annual meeting.

The certified results of the matters voted upon at the annual meeting, which are more fully described in the Company's proxy statement, are as follows:

**PROPOSAL # 1 Election of Class II Directors**

Anthony J. Crisafio	For:	34,061,109
	Withheld:	476,188
	Broker Non-Votes:	1,720,347
Kimberly Luff Wakim	For:	33,865,773
	Withheld:	671,524
	Broker Non-Votes:	1,720,347
Barton R. Brookman	For:	34,002,751
	Withheld:	534,546
	Broker Non-Votes:	1,720,347

**PROPOSAL # 2 Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015**

For:	35,961,394
Against:	290,734
Abstain:	5,516

**PROPOSAL # 3 Approve, on an advisory basis, the Compensation of the Company s Named Executive Officers**

For:	33,873,458
Against:	633,700
Abstain:	30,139
Broker Non-Votes:	1,720,347

**PROPOSAL # 4 Approve a change in the Company s state of incorporation from the State of Nevada to the State of Delaware, pursuant to a plan of conversion**

For:	30,467,211
Against:	4,055,874
Abstain:	14,212
Broker Non-Votes:	1,720,347

**Item 9.01. Financial Statements and Exhibits.**

Exhibit	Description
10.1	Form of Indemnification Agreement with Company's Directors.

**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.

Date: June 8, 2015

**PDC Energy, Inc.**

By: /s/ Daniel W. Amidon  
Daniel W. Amidon

Senior Vice President, General Counsel  
and Secretary

**EXHIBIT INDEX**

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