

Sanchez Energy Corp
Form 8-K
August 03, 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): August 2, 2016

SANCHEZ ENERGY CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	001-35372	45-3090102
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

1000 Main Street, Suite 3000
Houston, Texas 77002
(Address of principal executive offices) (Zip Code)

(713) 783-8000

(Registrant's telephone number, including area code)

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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-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 August 2, 2016, in connection with the appointment of Robert V. Nelson, III to the Board of Directors (the “Board”) of Sanchez Energy Corporation (the “Company”), as described below under Item 5.02, the Company entered into an Indemnification Agreement (the “Indemnification Agreement”) with Mr. Nelson. The Indemnification Agreement requires the Company to, among other things, indemnify Mr. Nelson against certain liabilities that may arise in connection with his status or service as one of the Company’s directors or in his capacity at other specified entities at which he serves at the Company’s request and to advance his expenses incurred as a result of any proceeding for which he may be entitled to indemnification. The Indemnification Agreement is intended to provide indemnification rights to the fullest extent permitted under the Delaware General Corporation Law (the “DGCL”) and is in addition to any other rights that Mr. Nelson may have under the Company’s organizational documents or applicable law.

The foregoing description is not complete and is qualified in its entirety by reference to the full text of the Indemnification Agreement, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(d) Appointment of Director

On August 2, 2016, Mr. Nelson was appointed to the Board. The Board determined Mr. Nelson to be independent under the rules of the New York Stock Exchange (“NYSE”) and qualified to serve on the Audit Committee, the Nominating and Corporate Governance Committee and the Compensation Committee (the “Compensation Committee”) of the Board under the rules of the NYSE and the Securities and Exchange Commission, to which committees Mr. Nelson was appointed concurrently with his appointment as director. The Board has assigned Mr. Nelson to Class I, for which the term of office expires on the date of the Company’s 2019 annual meeting of stockholders.

Mr. Nelson, age 40, was most recently with C&J Energy Services, Ltd. (“C&J”) where he was Vice President of Corporate Operational Development. In this capacity he was responsible for joint ventures and strategic partnerships with operators while assisting in the merger of certain operating units of Nabors Industries Ltd. (“Nabors”) with C&J. Prior to joining C&J, Mr. Nelson served in positions of increasing importance with Nabors and its subsidiaries. He began in Corporate Development followed by successful assignments in Treasury, Nabors Drilling USA, and Nabors Well Services. He was subsequently named Vice President and General Manager of the South Texas Region for Nabors Completion and Production Services, where he was responsible for directing this unit’s rapidly growing activity in the Eagle Ford Shale. Mr. Nelson worked for UBS before beginning his career at Nabors. He holds a Bachelor of Arts degree from the University of Texas at Austin and a Master of Business Administration degree from Rice University’s Jones Graduate School of Business.

There are no arrangements or understandings between Mr. Nelson and any other person pursuant to which Mr. Nelson was appointed to serve as a director of the Company. There are no transactions in which Mr. Nelson had or will have

an interest that would be required to be disclosed pursuant to Item 404(a) of Regulation S-K under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

In connection with his appointment as a director, the Compensation Committee awarded 28,576 shares of restricted common stock to Mr. Nelson (the “Director Grant”), pursuant to the Sanchez Energy Corporation Third Amended and Restated 2011 Long Term Incentive Plan (the “Plan”).

The Director Grant was made pursuant to a Restricted Stock Agreement, a form of which was previously filed with the Company’s registration statement on Form S-8 (File No. 333-178920) and is incorporated herein by reference, and will vest on June 1, 2017. Notwithstanding the foregoing, upon the occurrence of a Change of Control (as defined in the Plan), the shares of restricted common stock will vest automatically. In addition, in the event of Mr. Nelson’s death, the Compensation Committee may, but is not obligated to, accelerate the vesting of any or all of the respective shares of restricted common stock. Further, notwithstanding the above, pursuant to the terms of Mr. Nelson’s restricted stock

agreement, the Compensation Committee may, at its sole discretion, choose to accelerate the vesting of an award of restricted shares at any other time.

On August 2, 2016, the Company announced Mr. Nelson's appointment to the Board. A copy of the Company's press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 7.01. Regulation FD Disclosure

On August 2, 2016, the Company issued a press release described above in Item 2.02 of this Current Report on Form 8-K. A copy of the press release is attached hereto as Exhibit 99.1.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item shall not be deemed "filed" for the purpose of Section 18 of the Exchange Act, nor shall it be deemed incorporated by reference in any filing.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

The following materials are filed or furnished or incorporated by reference as exhibits to this Current Report on Form 8-K:

Exhibits

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| 10.1 | Indemnification Agreement, dated as of August 2, 2016, between Sanchez Energy Corporation and Robert V. Nelson, III. |
| 10.2 | Form of Restricted Stock Agreement for non-employee directors (previously filed as Exhibit 10.2 to registrant's Registration Statement on Form S-8 (File No. 333-178920) and incorporated herein by reference). |
| 99.1 | Press release, dated August 2, 2016, announcing Robert V. Nelson, III's appointment to the Board of Directors of Sanchez Energy Corporation. |

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.

SANCHEZ ENERGY CORPORATION

Date: August 3, 2016 By: /s/ Gregory B. Kopel
Gregory B. Kopel
Senior Vice President and General Counsel

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August 2,
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