

MURPHY OIL CORP /DE  
Form 8-K  
May 10, 2017  
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 10, 2017

MURPHY OIL CORPORATION

(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of incorporation)

1-8590  
(Commission File Number)

71-0361522  
(I.R.S. Employer Identification No.)

300 Peach Street  
P.O. Box 7000, El Dorado, Arkansas 71730-7000  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code 870-862-6411

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 (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.



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

The following information is furnished pursuant to Item 5.07, "Submission of Matters to a Vote of Security Holders."

On May 10, 2017, Murphy Oil Corporation held its annual meeting of stockholders. The results of voting related to matters brought before stockholders are shown below.

Proposal 1 – Election of Directors

The directors proposed by management were elected with a tabulation of votes to the nearest share as shown below.

|                       | For         | Against   | Abstain | Broker<br>Non-Votes |
|-----------------------|-------------|-----------|---------|---------------------|
| T. Jay Collins        | 145,143,415 | 913,923   | 276,280 | 13,717,793          |
| Steven A. Cossé       | 144,912,144 | 1,151,323 | 270,151 | 13,717,793          |
| Claiborne P. Deming   | 144,834,164 | 1,297,013 | 202,441 | 13,717,793          |
| Lawrence R. Dickerson | 145,152,671 | 911,461   | 269,486 | 13,717,793          |
| Roger W. Jenkins      | 144,997,024 | 1,075,930 | 260,664 | 13,717,793          |
| Elisabeth W. Keller   | 145,303,600 | 825,537   | 204,481 | 13,717,793          |
| James V. Kelley       | 144,216,056 | 1,855,668 | 261,894 | 13,717,793          |
| Walentin Mirosh       | 145,177,451 | 893,598   | 262,569 | 13,717,793          |
| R. Madison Murphy     | 143,561,663 | 2,581,535 | 190,420 | 13,717,793          |
| Jeffrey W. Nolan      | 145,226,750 | 909,522   | 197,346 | 13,717,793          |
| Neal E. Schmale       | 144,288,862 | 1,782,940 | 261,816 | 13,717,793          |
| Laura A. Sugg         | 145,121,769 | 946,712   | 265,137 | 13,717,793          |

|  |             |           |         |            |
|--|-------------|-----------|---------|------------|
| Proposal 2 – Advisory Vote to Approve Executive Compensation | 142,373,225 | 3,587,728 | 372,665 | 13,717,793 |
|--|-------------|-----------|---------|------------|

Regarding an advisory vote on executive compensation, stockholders approved by vote the compensation of the Company's named executive officers as shown.

Proposal 3 – Advisory Vote to Approve the Frequency of an Advisory Vote on Executive Compensation

Regarding an advisory vote by stockholders on the frequency of an advisory vote on executive compensation, 139,084,064 shares were voted in favor of an annual vote, 181,313 shares were voted in favor of a vote each two years, 6,731,559 shares were voted in favor of a

vote each three years and 336,682 shares abstained.

|   |             |           |         |            |
|---|-------------|-----------|---------|------------|
| Proposal 4 – Approval of the Proposed 2012 Long-Term Incentive Plan Performance Metrics | 142,499,634 | 3,508,535 | 325,449 | 13,717,793 |
|---|-------------|-----------|---------|------------|

Regarding a vote to adopt the 2012 Long-Term Incentive Plan (2012 LTIP) performance metrics, stockholders approved by vote the proposed 2012 LTIP performance metrics.

|   |             |           |         |  |
|---|-------------|-----------|---------|--|
| Proposal 5 – Approval of Appointment of Independent Registered Public Accounting Firm | 157,310,691 | 2,244,334 | 496,386 |  |
|---|-------------|-----------|---------|--|

The earlier appointment by the Audit Committee of the Board of Directors of KPMG LLP as the Company's independent registered public accounting firm for 2017 was approved by the vote of stockholders as shown.

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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.

MURPHY OIL  
CORPORATION

By: /s/ Keith  
Caldwell  
Keith  
Caldwell  
Senior  
Vice  
President  
and  
Controller

Date: May 11, 2017

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