

RANGE RESOURCES CORP  
Form 8-K  
May 19, 2011

**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 19, 2011 (May 18, 2011)  
RANGE RESOURCES CORPORATION  
(Exact name of registrant as specified in its charter)**

**Delaware**

**001-12209**

**34-1312571**

(State or other jurisdiction of  
incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**100 Throckmorton, Suite 1200  
Ft. Worth, Texas**

**76102**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (817) 870-2601

(Former name or former address, if changed since last report): Not applicable

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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))
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**ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

(e) Compensatory Arrangements with Certain Officers.

On May 18, 2011 at the annual stockholders meeting (the Annual Meeting) of Range Resources Corporation (the Company), the stockholders of the Company approved and adopted the Second Amendment (the Amendment) to the Company's Amended and Restated 2005 Equity-Based Compensation Plan (the 2005 Plan) to increase the number of shares of the common stock authorized to be issued under the Company's 2005 Plan by 850,000 shares.

Pursuant to the Amendment, 850,000 additional Plan Shares (as defined in the 2005 Plan) will be immediately available for future awards under the 2005 Plan. As of March 25, 2011, 4,435,678 shares are available for awards under the 2005 Plan. As part of the approval of the 2005 Plan by the stockholders in 2005, the Company agreed to suspend any further grants under the 1999 Stock Option Plan (the 1999 Plan) and transfer the authorized but unissued shares in the 1999 Plan to the 2005 Plan. Therefore, the 2005 Plan provides that any shares related to options currently outstanding under the 1999 Plan which lapse or are forfeited will become available for issuance under the 2005 Plan. Pursuant to the Amendment, the maximum number of shares available for future award under the 2005 Plan (assuming none of the shares underlying options currently outstanding under the 1999 Plan lapse or are forfeited) has increased from 4,435,678 to 5,285,678 shares. The additional 850,000 shares approved under the Amendment have been added to the existing 5,675,000 authorized 162(m) Covered Shares (as defined in the 2005 Plan) approved by stockholders specifically for the 2005 Plan.

The foregoing description is a brief summary of the Amendment and does not purport to be a complete statement of the parties' rights and obligations under the 2005 Plan. The foregoing description is qualified in its entirety by reference to the full text of the Second Amendment to Range Resources Corporation Amended and Restated 2005 Equity Based Compensation Plan, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated by reference herein.

**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

The Annual Meeting of the Company was held on Wednesday, May 18, 2011 at 9:00 a.m. Central Time at the Company's offices at 100 Throckmorton Street, Suite 1200 in Fort Worth, Texas. As of March 25, 2011, the record date for the Annual Meeting, there were 160,639,880 shares of common stock issued and outstanding. A quorum of 142,748,105 shares of common stock was present or represented at the Annual Meeting.

The matters submitted to a vote of security holders at the Annual Meeting were as follows:

1. Stockholders elected each of the Company's nine nominees for directors to serve a term of one year to expire at the 2012 Annual Meeting or until their successors are duly elected and qualified, as set forth below:

| Name                 | Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|----------------------|-------------|---------------|-------------|------------------|
| Charles L. Blackburn | 130,654,264 | 1,556,855     | 26,162      | 10,510,824       |
| Anthony V. Dub       | 131,274,356 | 931,987       | 30,938      | 10,510,824       |
| V. Richard Eales     | 131,731,427 | 479,535       | 26,319      | 10,510,824       |
| Allen Finkelson      | 129,910,651 | 2,299,333     | 27,297      | 10,510,824       |
| James M. Funk        | 130,710,600 | 1,500,273     | 26,408      | 10,510,824       |
| Jonathan S. Linker   | 131,495,078 | 716,939       | 25,264      | 10,510,824       |
| Kevin S. McCarthy    | 130,051,548 | 2,138,643     | 47,090      | 10,510,824       |
| John H. Pinkerton    | 129,046,817 | 3,161,410     | 29,054      | 10,510,824       |
| Jeffrey L. Ventura   | 131,118,689 | 1,094,711     | 23,811      | 10,510,824       |

2. Stockholders approved, on an advisory basis, the compensation of the Named Executive Officers.

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 119,890,316 | 12,266,317    | 80,648      | 10,510,824       |

3. Stockholders recommended, by a non-binding advisory vote, that the Company hold advisory votes on our executive compensation on an annual basis.

| 3 Years    | 2 Years   | 1 Year     | Abstentions |
|------------|-----------|------------|-------------|
| 44,312,815 | 2,328,298 | 85,477,889 | 118,279     |

In light of the voting results, the Company's Board of Directors has determined it will include an advisory stockholder vote on executive compensation, or say-on-pay vote, in the Company's proxy statement on an annual basis until the Company next holds an advisory vote on the frequency on say on pay votes as required under the rules of the Securities and Exchange Commission.

4. Stockholders approved the Second Amendment to the Company's Amended and Restated 2005 Equity-Based Compensation Plan to increase the number of shares of our common stock authorized to be issued under that plan by 850,000 shares, as set forth below:

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 112,210,307 | 19,801,786    | 225,188     | 10,510,824       |

5. Stockholders ratified the selection of Ernst & Young LLP as the Company's independent registered public accounting firm, as set forth below:

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 141,405,649 | 524,964       | 817,492     | 0                |

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits.

| Exhibit Number | Description of the Exhibit   |
|----------------|--|
| 10.1           | Second Amendment to Range Resources Corporation Amended and Restated 2005 Equity Based Compensation Plan |

**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.

RANGE RESOURCES CORPORATION

By: */s/ David P. Poole*  
David P. Poole  
*Senior Vice President General*  
*Counsel and Corporate Secretary*

Date: May 19, 2011

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**RANGE RESOURCES CORPORATION  
EXHIBIT INDEX**

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