

WPX ENERGY, INC.  
Form 8-K  
November 15, 2013

**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): November 14, 2013**

**WPX Energy, Inc.**

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

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**1-35322**  
**(Commission**  
  
**File Number)**

**45-1836028**  
**(I.R.S. Employer**  
  
**Identification No.)**

**One Williams Center, Tulsa, Oklahoma**  
**(Address of Principal Executive Offices)**

**74172-0172**  
**(Zip Code)**

**Registrant's Telephone Number, Including Area Code: (855) 979-2012**

Check the appropriate box below if the Form 8-K 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On November 14, 2013, WPX Energy, Inc.'s Board of Directors approved an amendment to Section 2.10 of WPX Energy, Inc.'s Bylaws, effective as of that date. Section 2.10 of the Bylaws generally governs the nomination of a person for election as a director. The amendment supplements Section 2.10 of the Bylaws by requiring that any nominee for the Board of Directors deliver, among other things, a signed representation and agreement to the effect that, subject to certain exceptions, such nominee has not received and will not receive any compensation, reimbursement or indemnification from any person or entity other than WPX Energy, Inc. in connection with the nominee's candidacy for or service as a director of WPX Energy, Inc.

The foregoing summary of the amendment to the Bylaws is qualified in its entirety by reference to the full text of the amended Bylaws included in this Current Report as Exhibit 3.1.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

3.1 Amended and Restated Bylaws (as of November 14, 2013) of WPX Energy, Inc.

**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.

WPX ENERGY, INC.

By: /s/ Stephen E. Brilz  
Stephen E. Brilz  
Vice President and Secretary

DATED: November 15, 2013

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
Exhibit 3.1	Amended and Restated Bylaws (as of November 14, 2013) of WPX Energy, Inc.