

RANGE RESOURCES CORP
Form 8-K
May 16, 2018

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 16, 2018 (May 16, 2018)

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

| | |
|--|------------|
| Fort Worth, Texas | 76102 |
| (Address of principal executive offices) | (Zip Code) |

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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))

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

On May 16, 2018, the Board of Directors of Range Resources Corporation (the “Company”) appointed Mr. Mark Scucchi to serve as Senior Vice President and Chief Financial Officer of the Company. As previously announced, Mr. Scucchi replaces Mr. Roger Manny, who retired from the Company as its Chief Financial Officer, effective May 16, 2018. In connection with Mr. Scucchi’s promotion, his salary was increased to \$415,000, effective May 16, 2018.

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

The annual stockholders meeting (the “Annual Meeting”) of the Company was held on Wednesday, May 16, 2018 at 8:00 a.m. Central Time at The Worthington Renaissance Hotel, Bur Oak Room, 200 Main Street in Fort Worth, Texas. As of March 23, 2018, the record date for the Annual Meeting, there were 249,236,194 shares of common stock issued and outstanding. A quorum of 221,898,633 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 ten nominees for directors to serve a term of one year to expire at the 2019 Annual Meeting or until their successors are duly elected and qualified, as set forth below:

| Name | Votes For | % of Voted | Votes Against | Abstentions | Broker Non-Votes |
|----------------------|-------------|------------|---------------|-------------|------------------|
| Brenda A. Cline | 158,606,949 | 84.89% | 28,214,825 | 242,512 | 34,834,347 |
| Anthony V. Dub | 126,705,593 | 67.77% | 60,237,385 | 121,308 | 34,834,347 |
| Allen Finkelson | 119,319,689 | 63.82% | 67,616,270 | 128,327 | 34,834,347 |
| James M. Funk | 159,992,888 | 85.63% | 26,837,957 | 233,441 | 34,834,347 |
| Christopher A. Helms | 159,915,737 | 85.59% | 26,913,967 | 234,582 | 34,834,347 |
| Robert A. Innamorati | 133,616,916 | 71.52% | 53,204,038 | 243,332 | 34,834,347 |
| Greg G. Maxwell | 160,052,448 | 85.67% | 26,767,387 | 244,451 | 34,834,347 |
| Kevin S. McCarthy | 120,170,880 | 64.28% | 66,767,608 | 125,798 | 34,834,347 |
| Steffen E. Palko | 160,096,052 | 85.69% | 26,734,546 | 233,688 | 34,834,347 |
| Jeffrey L. Ventura | 161,646,334 | 86.46% | 25,307,088 | 110,864 | 34,834,347 |

2. Stockholders approved, on an advisory basis, the compensation philosophy, policies and procedures of the Named Executive Officers.

| Votes For | % of Voted | Votes Against | Abstentions | Broker Non-Votes |
|-------------|------------|---------------|-------------|------------------|
| 149,263,534 | 82.19% | 32,330,322 | 5,470,430 | 34,834,347 |

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

| Votes For | % of Voted | Votes Against | Abstentions | Broker Non-Votes |
|-------------|------------|---------------|-------------|------------------|
| 215,698,941 | 97.26% | 6,073,699 | 125,993 | — |

4. The stockholder proposal requesting publication of a political spending report was not approved:

| Votes For | % of Voted | Votes Against | Abstentions | Broker Non-Votes |
|------------|------------|---------------|-------------|------------------|
| 66,723,752 | 35.87% | 119,280,427 | 1,060,107 | 34,834,347 |

5. The stockholder proposal requesting preparation of a report regarding methane emissions was approved:

| Votes For | % of Voted | Votes Against | Abstentions | Broker Non-Votes |
|------------|------------|---------------|-------------|------------------|
| 90,965,093 | 50.25% | 90,026,536 | 6,072,657 | 34,834,347 |

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 16, 2018