

PDC ENERGY, INC.  
Form 8-K  
June 10, 2014

**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): June 5, 2014**

**PDC ENERGY, INC.**

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

**Nevada**  
**(State or other jurisdiction)**

**0-7246**  
**(Commission)**

**95-2636730**  
**(I.R.S. Employer)**

**of incorporation or organization)**

**File Number)**

**Identification Number)**

**1775 Sherman Street, Suite 3000**

**Denver, CO**

**80203**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: 303-860-5800**

**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:

- .. 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.**

As discussed in Item 5.07 below, at the Company's annual meeting of stockholders held on June 5, 2014, the stockholders approved and adopted the Fourth Amended and Restated Articles of Incorporation of PDC Energy, Inc. to increase the number of authorized shares of common stock from 100,000,000 to 150,000,000. A copy of the Fourth Amended and Restated Articles of Incorporation, as accepted for filing with the Nevada Secretary of State on June 6, 2014, is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

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

The Company held its annual meeting of stockholders on June 5, 2014. Holders of 35,798,743 shares of the Company's common stock outstanding at the close of business on April 14, 2014 were entitled to vote at the meeting, of which 32,263,363 shares, or approximately 90.12%, of those entitled to vote, were represented in person or by proxy at the annual meeting.

The certified results of the matters voted upon at the annual meeting, which are more fully described in the Company's proxy statement, are as follows:

| <b>PROPOSAL # 1 Election of Class I Directors</b>  |                   |            |
|--|-------------------|------------|
| Joseph E. Casabona   | For:              | 29,596,388 |
|  | Withheld:         | 403,549    |
|  | Broker Non-Votes: | 2,263,426  |
| David C. Parke   | For:              | 29,304,200 |
|  | Withheld:         | 695,737    |
|  | Broker Non-Votes: | 2,263,426  |
| Jeffrey C. Swoveland   | For:              | 29,329,764 |
|  | Withheld:         | 670,173    |
|  | Broker Non-Votes: | 2,263,426  |
| <b>PROPOSAL # 2 To ratify the selection of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company for the year ending December 31, 2014</b> |                   |            |
| PricewaterhouseCoopers LLP   | For:              | 32,195,740 |
|  | Against:          | 47,461     |
|  | Abstain:          | 20,162     |
| <b>PROPOSAL # 3 Advisory Vote to Approve the Compensation of the Company's Named Executive Officers</b>  |                   |            |
|  | For:              | 28,318,932 |
|  | Against:          | 1,657,886  |

Abstain: 23,119

Broker Non-Votes: 2,263,426

**PROPOSAL # 4 To approve and adopt the Fourth Amended and Restated Articles of Incorporation to increase the number of authorized shares of common stock from 100,000,000 to 150,000,000**

For: 24,906,707

Against: 7,236,528

Abstain: 120,128

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

**Number**

**Description**

3.1 Fourth Amended and Restated Articles of Incorporation of PDC Energy, Inc. effective as of June 6, 2014.

**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.

Date: June 10, 2014

**PDC ENERGY, INC.**

By: /s/ Daniel W. Amidon  
Daniel W. Amidon

Senior Vice President, General Counsel  
and Secretary