

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 27, 2021 (May 26, 2021)



PDC Energy, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-37419
(Commission
File Number)

95-2636730
(I.R.S. Employer
Identification Number)

1775 Sherman Street, Suite 3000
Denver, Colorado 80203
(Address of principal executive offices) (Zip Code)

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

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))

Securities registered pursuant to Section 12(b) of the Act

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Common stock, par value \$0.01 per share | PDCE | Nasdaq Global Select Market |

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

PDC Energy, Inc. (the “Company”) held its Annual Meeting of the Stockholders (the “Annual Meeting”) on May 26, 2021. A total of 92,075,696 shares of common stock, or 92.65% of outstanding shares, were represented in person or by proxy at the Annual Meeting.

The stockholders voted on three proposals at the Annual Meeting. The proposals are described in detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 14, 2021 (the “Proxy Statement”). The final voting results for each of the proposals submitted to a stockholder vote at the Annual Meeting are set forth below.

PROPOSAL 1 — Election of Seven Directors. The Company’s stockholders elected seven directors to serve for a one-year term expiring at the Company’s 2022 annual meeting of stockholders, based on the following voting results:

| Name | For | Withheld | Broker Non-Vote |
|--------------------|------------|-----------------|------------------------|
| Barton R. Brookman | 87,401,406 | 859,505 | 3,814,785 |
| Mark E. Ellis | 66,766,419 | 21,494,492 | 3,814,785 |
| Paul J. Korus | 85,449,855 | 2,811,056 | 3,814,785 |
| David C. Parke | 67,730,885 | 20,530,026 | 3,814,785 |
| Lynn A. Peterson | 44,273,604 | 43,987,307 | 3,814,785 |
| Carlos A. Sabater | 87,851,981 | 408,930 | 3,814,785 |
| Diana L. Sands | 87,854,045 | 406,866 | 3,814,785 |

PROPOSAL 2 — Approve Executive Officer Compensation. The Company’s stockholders approved, on an advisory basis, the 2020 compensation of the Company’s named executive officers, based on the following voting results:

| For | Against | Abstain | Broker Non-Vote |
|------------|----------------|----------------|------------------------|
| 60,884,968 | 27,181,984 | 193,959 | 3,814,785 |

PROPOSAL 3 — Ratify the Appointment of PricewaterhouseCoopers LLP. The Company’s stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2021, based on the following voting results:

| For | Against | Abstain |
|------------|----------------|----------------|
| 91,308,788 | 623,564 | 143,344 |

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.

Dated: May 27, 2021

PDC ENERGY, INC.

By: /s/ Nicole Martinet

Name: Nicole Martinet

Title: General Counsel, Senior Vice President and Corporate Secretary