

APACHE CORP  
Form 8-K  
May 31, 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 24, 2018**

**APACHE CORPORATION**

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

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**1-4300**  
**(Commission**

**File Number)**  
**2000 Post Oak Boulevard, Suite 100**

**Houston, Texas 77056-4400**

**(Address of principal executive offices) (Zip Code)**

**Registrant's telephone number, including area code: (713) 296-6000**

**41-0747868**  
**(I.R.S. Employer**

**Identification No.)**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in 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.**

At the annual meeting of stockholders of Apache held on May 24, 2018, there were 382,146,293 shares of Apache common stock, par value \$0.625 per share, eligible to vote, of which 351,283,163 shares, or 91.92 percent, were voted.

The matters voted upon, the number of votes cast for or against, as well as the number of abstentions and broker non-votes as to such matters, were as stated below:

The following nominees for directors were elected to serve one-year terms expiring at the 2019 annual meeting of stockholders, by the majority of shares voted, excluding abstentions:

| Nominee               | For         | Against   | Abstentions | Broker Non-Votes |
|-----------------------|-------------|-----------|-------------|------------------|
| Annell R. Bay         | 314,653,952 | 2,264,636 | 474,966     | 33,889,609       |
| John J. Christmann IV | 315,839,121 | 1,037,286 | 517,574     | 33,889,182       |
| Chansoo Joung         | 315,624,370 | 1,239,937 | 529,673     | 33,889,182       |
| Rene R. Joyce         | 314,424,579 | 2,438,346 | 530,629     | 33,889,609       |
| George D. Lawrence    | 313,548,074 | 3,360,678 | 485,229     | 33,889,182       |
| John E. Lowe          | 314,353,046 | 2,492,012 | 548,922     | 33,889,182       |
| William C. Montgomery | 313,957,940 | 2,868,676 | 567,365     | 33,889,182       |
| Amy H. Nelson         | 315,774,498 | 1,128,643 | 490,412     | 33,889,609       |
| Daniel W. Rabun       | 314,729,652 | 2,119,035 | 545,294     | 33,889,182       |
| Peter A. Ragauss      | 315,889,796 | 992,907   | 511,278     | 33,889,182       |

The appointment of Ernst & Young LLP as Apache's independent auditors for fiscal year 2018 was ratified by the majority of shares voted, including abstentions:

| <b>For</b>  | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|--------------------|-------------------------|
| 346,266,461 | 4,497,083      | 517,218            | 2,401                   |

In a non-binding advisory vote to approve the compensation of Apache's named executive officers as disclosed in Apache's 2018 proxy statement (commonly known as "say on pay"), the compensation of Apache's named executive officers was approved by the majority of shares voted, including abstentions:

| <b>For</b>  | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|--------------------|-------------------------|
| 249,323,047 | 67,059,506     | 1,011,428          | 33,889,182              |

**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.

**APACHE CORPORATION**

Date: May 31, 2018

/s/ Rajesh Sharma

Name: Rajesh Sharma

Title: Corporate Secretary