

# HELMERICH & PAYNE, INC.

## **FORM 8-K/A** (Amended Current report filing)

Filed 06/07/17 for the Period Ending 03/01/17

Address	1437 S. BOULDER AVE. SUITE 1400 TULSA, OK, 74119
Telephone	918-742-5531
CIK	0000046765
Symbol	HP
SIC Code	1381 - Drilling Oil and Gas Wells
Industry	Oil & Gas Drilling
Sector	Energy
Fiscal Year	09/30

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**FORM 8-K/A**

(Amendment No. 1)

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15 (d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

DATE OF EARLIEST EVENT REPORTED: **March 1, 2017**

**HELMERICH & PAYNE, INC.**

(Exact name of registrant as specified in its charter)

State of Incorporation: **Delaware**

COMMISSION FILE NUMBER **1-4221**

Internal Revenue Service – Employer Identification No. **73-0679879**

**1437 South Boulder Avenue, Suite 1400, Tulsa, Oklahoma 74119**

(Address of Principal Executive Offices)

**(918)742-5531**

(Registrant's telephone number, including area code)

**N/A**

(Former Name or Former Address, if Changed since Last Report)

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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))

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.

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## EXPLANATORY NOTE

This Current Report on Form 8-K/A is being filed as an amendment (“Amendment No. 1”) to the Current Report on Form 8-K filed by Helmerich & Payne, Inc. (the “Company”) with the Securities and Exchange Commission on March 2, 2017 (the “Original Form 8-K”). This Amendment No. 1 updates “Item 5.07 Submission of Matters to a Vote of Security Holders” in the Original Form 8-K to disclose the Company’s decision regarding how frequently the Company will conduct future non-binding advisory votes on the compensation paid to its named executive officers. This Amendment No. 1 otherwise restates, without further amendment, Item 5.07 as such item was reported in the Original Form 8-K.

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

At our 2017 Annual Meeting of Stockholders (“2017 Annual Meeting”) 108,937,750 shares of the Company’s common stock were outstanding and entitled to vote at the meeting and 97,313,924 shares were present either in person or by proxy.

The following describes the matters considered by the Company’s stockholders at the 2017 Annual Meeting, as well as the results of the votes cast at the meeting:

1. To elect as Directors the eight nominees listed below and named in the Company’s Proxy Statement for one-year terms expiring in 2018.

<u>Nominee</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
Randy A. Foutch	77,402,398	11,651,510	105,728	8,154,288
Hans Helmerich	86,301,026	2,808,319	50,291	8,154,288
John W. Lindsay	88,066,860	1,042,379	50,397	8,154,288
Paula Marshall	58,372,049	30,718,113	69,474	8,154,288
Thomas A. Petrie	87,783,446	1,269,304	106,886	8,154,288
Donald F. Robillard, Jr.	87,819,742	1,239,749	100,145	8,154,288
Edward B. Rust, Jr.	82,865,676	6,237,540	56,420	8,154,288
John D. Zeglis	82,765,215	6,332,211	62,210	8,154,288

2. To ratify the appointment of Ernst & Young LLP as the independent auditors for the Company for the fiscal year ending September 30, 2017.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
95,068,623	1,816,836	428,465	0

3. To cast an advisory vote to approve the compensation of our executives disclosed in the Company's Proxy Statement.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
85,397,364	3,069,501	692,771	8,154,288

4. To cast an advisory vote on whether a stockholder advisory vote to approve executive compensation should occur every 1, 2 or 3 years.

<b>1 Year</b>	<b>2 Years</b>	<b>3 Years</b>	<b>Abstain</b>
53,743,669	896,668	20,523,833	13,930,758

Disclosure Regarding Frequency of Stockholder Advisory Vote on Executive Compensation

Based on a majority of votes cast, the stockholders voted, on an advisory basis, to hold an advisory vote to approve executive compensation every year. On June 7, 2017, after taking into consideration the stockholder vote, the Company's Board of Directors determined that the Company will conduct advisory votes to approve the compensation of the Company's named executive officers on an annual basis. Accordingly, the Company will include an advisory vote on executive compensation in its proxy materials every year until the next stockholder vote on the frequency of such votes is held which will be no later than the Company's 2023 Annual Meeting of the Stockholders.

**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.

HELMERICH & PAYNE, INC.  
(Registrant)

/s/ Jonathan M. Cinocca  
Jonathan M. Cinocca  
Corporate Secretary

DATE: June 7, 2017