

HELMERICH & PAYNE, INC.

FORM 8-K (Current report filing)

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Address	1437 S. BOULDER AVE. SUITE 1400 TULSA, OK, 74119
Telephone	918-742-5531
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Industry	Oil & Gas Drilling
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**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, 2019**

HELMERICH & PAYNE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation)

1-4221
(Commission File
Number)

73-0679879
(I.R.S. Employer
Identification No.)

**1437 South Boulder Avenue, Suite 1400
Tulsa, Oklahoma 74119**
(Address of principal executive offices and zip code)

(918) 742-5531
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

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

Title of each class	Ticker symbol(s)	Name of each exchange on which registered
Common Stock (\$0.10 par value)	HP	New York Stock Exchange

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.):

- 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.

Effective June 5, 2019, the Board of Directors of Helmerich & Payne, Inc. (the “Company”), upon the recommendation of the Nominating and Corporate Governance Committee of the Board of Directors, approved the expansion of the Board of Directors from ten members to eleven, and appointed Mary VanDeWeghe as a new director of the Company.

As a non-employee director of the Company, Ms. VanDeWeghe will receive the same standard compensation provided to all non-employee members of the Board of Directors. As such, in connection with her appointment, Ms. VanDeWeghe received (a) a cash retainer fee of \$25,000 for the current quarter, and (b) an initial prorated award (under the Helmerich & Payne, Inc. 2016 Omnibus Incentive Plan) of 1,788 restricted shares which will vest one year from the grant date.

Item 7.01 Regulation FD Disclosure.

On June 6, 2019, the Company issued a press release announcing the expansion of the Board of Directors and the appointment of Ms. VanDeWeghe as a new director. The press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

This information is being furnished pursuant to Item 7.01 of this Current Report on Form 8-K and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) The following exhibit is furnished herewith:

Exhibit Number	Description
99.1	Press release dated June 5, 2019, issued by the Company.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HELMERICH & PAYNE, INC.

Date: June 6, 2019

By: /s/ Debra R. Stockton

Name: Debra R. Stockton

Title: Corporate Secretary

Helmerich & Payne, Inc. Announces the Appointment of New Director

TULSA, Okla., June 5, 2019 (BUSINESS WIRE) — Helmerich & Payne, Inc. (NYSE:HP) today announced that Mary M. VanDeWeghe was appointed to the Company's Board of Directors effective June 5, 2019. With Ms. VanDeWeghe's appointment, Helmerich & Payne's Board has expanded to include 11 members.

Ms. VanDeWeghe is currently the Chief Executive Officer and President of Forte Consulting Inc., a financial and management consulting firm. Previously, she served as Senior Vice President of Finance for Lockheed Martin Corporation, and held positions in corporate finance, capital markets and general management at J.P. Morgan, where she rose to the rank of Managing Director. She also previously was a finance professor at the business schools at Georgetown University and the University of Maryland. Ms. VanDeWeghe currently serves on the boards of directors of Principal Funds, Inc., a global asset management organization, and Denbury Resources Inc., an independent oil and natural gas company with operations focused in the Gulf Coast and Rocky Mountain regions. She previously has served on the boards of directors for Brown Advisory from 2003-2018, B/E Aerospace, Inc. from 2014-2017, W.P. Carey Inc. from 2014-2017, and Nalco Holding Company (and its successor Ecolab Inc.) from 2009-2014.

Company Chairman, Hans Helmerich commented, "We are pleased to add Meg to the Company's Board and look forward to her contributions. We believe that her extensive business experience developed through executive responsibilities, consulting assignments and board positions, and her finance expertise gained through capital markets and corporate finance experiences will enable her to provide valuable insight and guidance to the Board and the Company."

About Helmerich & Payne, Inc.:

Founded in 1920, Helmerich & Payne, Inc. (H&P) (NYSE: HP) is committed to delivering industry leading drilling productivity and reliability. H&P operates with the highest level of integrity, safety and innovation to deliver superior results for our customers and returns for shareholders. Through its subsidiaries, the Company designs, fabricates and operates high-performance drilling rigs in conventional and unconventional plays around the world. H&P also develops and implements advanced automation, directional drilling and survey management technologies. For more information, visit www.hpinc.com.

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