

NOBLE ENERGY INC  
Form 8-K  
April 27, 2016

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): April 26, 2016

NOBLE ENERGY, INC.  
(Exact name of Registrant as specified in its charter)

|   |                           |   |
|---|---------------------------|---|
| Delaware  | 001-07964                 | 73-0785597                                    |
| (State or other jurisdiction of<br>incorporation or organization) | Commission<br>File Number | (I.R.S.<br>Employer<br>Identification<br>No.) |

|  |            |
|--|------------|
| 1001 Noble Energy Way,<br>Houston, Texas | 77070      |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: (281) 872-3100  
(Former name, former address and former fiscal year, 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 5.07. Submission of Matters to a Vote of Security Holders.

At the Noble Energy, Inc. (the "Company") annual meeting of stockholders on April 26, 2016, holders of an aggregate of 433,589,213 shares of the Company's common stock at the close of business on February 26, 2016, were entitled to vote at the meeting, of which 394,559,463, or approximately 90.99% of the eligible voting shares, were represented in person or by proxy. The certified results of the matters voted upon at the meeting, which are more fully described in the Company's annual proxy statement, are as follows:

Proposal #1 - To elect the eleven nominees as members of the Board of Directors of the Company to serve until the next annual meeting of the Company's stockholders:

| Name                 | For         | Against     | Abstain   | Broker Non-Vote |
|----------------------|-------------|-------------|-----------|-----------------|
| Jeffrey L. Berenson  | 375,150,480 | 2,156,224   | 373,527   | 16,879,232      |
| Michael A. Cawley    | 371,460,820 | 5,850,441   | 368,970   | 16,879,232      |
| Edward F. Cox        | 374,083,295 | 3,219,699   | 377,237   | 16,879,232      |
| James E. Craddock    | 242,034,351 | 135,269,388 | 376,492   | 16,879,232      |
| Thomas J. Edelman    | 374,799,762 | 2,433,570   | 446,899   | 16,879,232      |
| Eric P. Grubman      | 376,410,411 | 904,188     | 365,632   | 16,879,232      |
| Kirby L. Hedrick     | 373,328,266 | 3,870,489   | 481,476   | 16,879,232      |
| David L. Stover      | 370,274,715 | 5,914,666   | 1,490,850 | 16,879,232      |
| Scott D. Urban       | 376,450,452 | 862,606     | 367,173   | 16,879,232      |
| William T. Van Kleef | 376,340,920 | 966,933     | 372,378   | 16,879,232      |
| Molly K. Williamson  | 374,037,398 | 3,272,479   | 370,354   | 16,879,232      |

Proposal #2 - To ratify the appointment of KPMG LLP as the Company's independent auditor for the fiscal year 2016:

| For         | Against   | Abstain |
|-------------|-----------|---------|
| 391,826,329 | 2,475,017 | 258,117 |

Proposal #3 - To approve, in an advisory vote, executive compensation:

| For         | Against    | Abstain | Broker Non-Vote |
|-------------|------------|---------|-----------------|
| 360,509,777 | 16,992,974 | 177,480 | 16,879,232      |

Proposal #4 - To consider a stockholder proposal regarding proxy access, if properly presented at the meeting:

| For         | Against     | Abstain   | Broker Non-Vote |
|-------------|-------------|-----------|-----------------|
| 144,752,666 | 231,824,030 | 1,103,535 | 16,879,232      |

Proposal #5 - To consider a stockholder proposal regarding climate change, if properly presented at the meeting:

| For        | Against     | Abstain    | Broker Non-Vote |
|------------|-------------|------------|-----------------|
| 74,725,171 | 223,470,980 | 79,484,080 | 16,879,232      |

SIGNATURE

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

NOBLE ENERGY, INC.

Date: April 27, 2016 By: /s/ Aaron G. Carlson  
Aaron G. Carlson  
Associate General Counsel and Assistant Secretary