

Sanchez Energy Corp  
Form 8-K  
October 03, 2012

**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): **October 3, 2012 (October 1, 2012)**

**SANCHEZ ENERGY CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-35372**  
(Commission File Number)

**45-3090102**  
(I.R.S. Employer  
Identification No.)

**1111 Bagby Street**  
**Suite 1800**  
**Houston, Texas 77002**

(Address of principal executive offices) (Zip Code)

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(713) 783-8000

(Registrant's telephone number, including area code)

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))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(e) On October 1, 2012, the Board of Directors (the *Board*) of Sanchez Energy Corporation (the *Company*) awarded 6,000 shares of the Company's restricted common stock, par value \$0.01 per share (the *Common Stock*), to Kirsten A. Hink, the Company's Vice President and Principal Accounting Officer, pursuant to the Sanchez Energy Corporation Amended and Restated 2011 Long Term Incentive Plan (the *Plan*).

Ms. Hink's grant was made pursuant to a Restricted Stock Agreement, a form of which was previously filed with the Company's registration statement on Form S-8 (File No. 333-178920) and is incorporated herein by reference, and will vest pro-rata over a three year period. Notwithstanding the foregoing, upon the occurrence of a Change of Control (as defined in the Plan), the shares of restricted Common Stock will vest automatically. In addition, in the event of Ms. Hink's death, the Committee (as defined in the Plan) may, but is not obligated to, accelerate the vesting of any or all of the shares of the restricted Common Stock.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

The following materials are filed as exhibits to this Current Report on Form 8-K:

**Exhibits**

10.1 Form of Restricted Stock Agreement for employees (previously filed as Exhibit 10.1 to registrant's Registration Statement on Form S-8 (File No. 333-178920) and incorporated herein by reference)

**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.

SANCHEZ ENERGY CORPORATION

Date: October 3, 2012

By:

/s/ Michael G. Long  
Michael G. Long  
Senior Vice President and  
Chief Financial Officer

**EXHIBIT INDEX**

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