

ENERGEN CORP  
Form 8-K/A  
July 07, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

**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 27, 2011**

**Commission**

**File Number**  
**1-7810**

**Registrant**  
**Energen Corporation**

**605 Richard Arrington Jr. Boulevard North**

**Birmingham, Alabama**  
**(Address of principal executive offices)**  
**(205) 326-2700**

**State of**

**Incorporation**  
**Alabama**

**IRS Employer**

**Identification Number**  
**63-0757759**

**35203**  
**(Zip Code)**

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(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:

- 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.**

In the proxy statement that Energen Corporation (the Company) provided to shareholders in connection with the Company's 2011 annual stockholder meeting (the Annual Meeting), the Company's Board of Directors (the Board) recommended that the stockholders vote, on an advisory basis, in favor of an annual frequency for future say-on-pay votes. Say-on-pay votes are periodic, nonbinding stockholder votes to approve the compensation paid to the Company's named executive officers as disclosed in the Company's proxy statements, and are required under Section 14A of the Securities Exchange Act of 1934, as amended (the Exchange Act).

At the Annual Meeting on April 27, 2011, a majority of the shares voting on the matter voted in favor of an annual frequency for say-on-pay votes. Consistent with the Board's prior recommendation and the advisory vote, the Board has approved an annual frequency for future say-on-pay votes. As a result, the Company expects that a say-on-pay vote will be held each year through 2017, when the next stockholder vote on the frequency of say-on-pay votes is required under the Exchange Act.

The results of the stockholder votes at the Annual meeting were disclosed by the Company on a Current Report on Form 8-K filed on April 29, 2011 (the Original Report). This Current Report on form 8-K/A amends the Original Report solely for the purpose of disclosing the Company's decision on the frequency of future say-on-pay votes.

**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 thereunto duly authorized.

July 7, 2011

**ENERGEN CORPORATION**

By /s/ J. David Woodruff  
J. David Woodruff  
Vice President, General Counsel and Secretary

of Energen Corporation