

EP Energy Corp
Form 8-K
March 06, 2019

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): **February 28, 2019**

EP ENERGY CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

001-36253
(Commission
File Number)

46-3472728
(IRS Employer
Identification Number)

EP ENERGY LLC

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

333-183815
(Commission
File Number)

45-4871021
(IRS Employer
Identification Number)

1001 Louisiana Street

Houston, Texas 77002

(Address of principal executive offices) (Zip Code)

(713) 997-1000

(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, 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

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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.

Compensatory Arrangements of Certain Officers

In the course of its annual executive compensation review and determination of annual incentive awards, the Compensation Committee (the Compensation Committee) of the Board of Directors of EP Energy Corporation (the Company) approved annual cash incentive payouts for certain named executive officers based on the achievement of the Company's 2018 scorecard goals, the details of which will be included in the Company's proxy statement for its 2019 Annual Meeting of Stockholders. On February 28, 2019, in connection with the determination of those annual incentive awards, the Compensation Committee also approved cash retention awards to employees other than the CEO, including the named executive officers listed below. The retention awards will be paid in eight equal monthly installments over the course of 2019, provided the employee remains in the employ of the Company on the payment date. The cash retention amounts for each named executive officer were approved as follows: Mr. England, \$160,000 (\$20,000 per month); Mr. Ambrose, \$120,000 (\$15,000 per month); Mr. McCuen, \$80,000 (\$10,000 per month); and Mr. Locke, \$110,000 (\$13,750 per month).

SIGNATURES

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

EP ENERGY CORPORATION

Date: March 6, 2019

By:

/s/ Jace D. Locke
Jace D. Locke
Vice President, General Counsel and Corporate
Secretary

EP ENERGY LLC

By:

/s/ Jace D. Locke
Jace D. Locke
Vice President, General Counsel and Corporate
Secretary