

W&T OFFSHORE INC
Form 8-K
May 09, 2013

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) May 7, 2013

W&T Offshore, Inc.

(Exact name of registrant as specified in its charter)

Texas
(State or Other Jurisdiction of

Incorporation)

1-32414
(Commission

File Number)

72-1121985
(I.R.S. Employer

Identification No.)

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Nine Greenway Plaza, Suite 300

Houston, Texas 77046

(Address of Principal Executive Offices)

713.626.8525

(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 (*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))

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 7, 2013, W&T Offshore, Inc. (the Company) held its 2013 Annual Meeting of Shareholders (the Annual Meeting) in Houston, Texas. The proposals voted upon at the Annual Meeting and the final voting results are indicated below. For additional information on these proposals, please see the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 3, 2013.

Proposal 1: To elect six directors to hold office until the 2014 Annual Meeting. All nominees were elected by the votes indicated.

| Nominee | Voted For | Votes Withheld | Broker Non-Votes |
|----------------------|------------|----------------|------------------|
| Virginia Boulet | 64,947,143 | 4,414,871 | 3,344,797 |
| Robert I. Israel | 68,809,957 | 552,057 | 3,344,797 |
| Stuart B. Katz | 65,190,219 | 4,171,795 | 3,344,797 |
| Tracy W. Krohn | 62,669,923 | 6,692,091 | 3,344,797 |
| S. James Nelson, Jr. | 68,820,957 | 541,057 | 3,344,797 |
| B. Frank Stanley | 64,117,958 | 5,244,056 | 3,344,797 |

Proposal 2: To approve an amendment to the Company's Amended and Restated Incentive Compensation Plan (the Incentive Compensation Plan) to increase the number shares of the Company's common stock available for issuance under the Incentive Compensation Plan by 4,000,000 shares and to extend the term of the Incentive Compensation Plan for an additional five years, through April 15, 2019. The proposal was approved by the votes indicated.

| Voted For | Voted Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 64,357,391 | 4,804,239 | 200,384 | 3,344,797 |

Proposal 3: To approve an amendment to the Incentive Compensation Plan to provide the Company with the ability to take certain transactions, accounting or legal changes and charges or certain other unusual items into account when determining whether performance goals that are applicable to certain awards under the Incentive Compensation Plan have been met; and to re-approve the material terms of the Incentive Compensation Plan, as amended, pursuant to Section 162(m) of the Internal Revenue Code of 1986, as amended. The proposal was approved by the votes indicated.

| Voted For | Voted Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 64,382,963 | 4,784,182 | 194,869 | 3,344,797 |

Proposal 4: To ratify the appointment of Ernst & Young LLP as the Company's independent public accountants for the year ended 2013. The proposal was approved by the votes indicated.

| Voted For | Voted Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 72,277,567 | 157,157 | 272,087 | |

Item 9.01 Financial Statements and Exhibits.

| Exhibit No. | Description |
|--------------|--|
| Exhibit 10.1 | First Amendment to W&T Offshore, Inc. Amended and Restated Incentive Compensation Plan (Incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed April 3, 2013). |
| Exhibit 10.2 | Second Amendment to W&T Offshore, Inc. Amended and Restated Incentive Compensation Plan (Incorporated by reference to Appendix B to the Company's Definitive Proxy Statement on Schedule 14A filed April 3, 2013). |

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.

W&T OFFSHORE, INC.

(Registrant)

Dated: May 9, 2013

By: /s/ John D. Gibbons
John D. Gibbons
Senior Vice President, Chief Financial Officer and Chief
Accounting Officer