

DEVON ENERGY CORP/DE

FORM 8-K (Current report filing)

Filed 09/16/13 for the Period Ending 09/11/13

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| Address | 333 W. SHERIDAN AVENUE OKLAHOMA CITY, OK 73102 |
| Telephone | 4055528183 |
| CIK | 0001090012 |
| Symbol | DVN |
| SIC Code | 1311 - Crude Petroleum and Natural Gas |
| Fiscal Year | 12/31 |

**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): September 16, 2013 (September 11, 2013)

DEVON ENERGY CORPORATION

(Exact Name of Registrant as Specified in its Charter)

DELAWARE
(State or Other Jurisdiction
of Incorporation or Organization)

001-32318
(Commission
File Number)

73-1567067
(IRS Employer
Identification Number)

333 W. SHERIDAN AVE., OKLAHOMA CITY, OK
(Address of Principal Executive Offices)

73102
(Zip Code)

Registrant's telephone number, including area code: (405) 235-3611

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))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On September 11, 2013, the Board of Directors of Devon Energy Corporation (“Devon”) amended the Amended and Restated Bylaws of Devon. The principal changes effected by the amendment were to:

(i) amend the first sentence of Article II, Section 8 of the Amended and Restated Bylaws to delete the clause “, other than the election of directors,”; and

(ii) amend in its entirety, Article III, Section 1 of the Amended and Restated Bylaws to provide that, in uncontested elections, Devon’s directors are elected by a majority vote of Devon’s stockholders and that, in contested elections, Devon’s directors are elected by a plurality vote of Devon’s stockholders.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

3.1 First Amendment to the Amended and Restated Bylaws of Devon Energy Corporation

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 hereto duly authorized.

DEVON ENERGY CORPORATION

By: /s/ Carla D. Brockman

Carla D. Brockman
Vice President Corporate Governance and
Secretary

Date: September 16, 2013

**FIRST AMENDMENT
TO THE AMENDED AND RESTATED BYLAWS OF
DEVON ENERGY CORPORATION**

This First Amendment to the Amended and Restated Bylaws of Devon Energy Corporation, dated as of June 6, 2012 (the “Bylaws”), which was adopted by the Board of Directors on September 11, 2013, amends the Bylaws as follows:

1. The first sentence of Section 8 of Article II of the Bylaws is hereby amended by deleting the clause “, other than the election of directors,”.
2. Section 1 of Article III of the Bylaws is hereby amended and restated as follows:

ARTICLE III
DIRECTORS

Section 1. Number and Election of Directors. Subject to the Certificate of Incorporation, the Board of Directors shall consist of not less than three nor more than 20 members, the exact number of which shall be fixed from time to time by the Board of Directors. Subject to the Certificate of Incorporation and except as provided in Section 2 of this Article III, at any meeting of stockholders in which the election of directors shall be considered (i) a nominee for director in an uncontested election shall be elected if the votes cast “for” such nominee’s election exceed the votes cast “withheld” in such nominee’s election and (ii) any nominee for director in a contested election shall be elected by a plurality of the votes cast. The directors shall be elected in the manner set forth in the Certificate of Incorporation, and as provided in the Delaware General Corporation Law. Any nominee for director who fails to receive the requisite vote in any uncontested election in accordance with this Section 1 shall, within 90 days from the date of the election, tender his or her written offer of resignation for consideration by the Governance Committee of the Board of Directors. The Governance Committee of the Board of Directors shall consider all of the relevant facts and circumstances and recommend to the Board of Directors the action to be taken with respect to such offer of resignation. For purposes of this Section, (i) a “contested election” shall mean an election in which the Secretary of the Corporation determines that the number of nominees as of the date that is seven days prior to the date that the Corporation first mails to stockholders the notice for the meeting at which directors are to be elected exceeds the number of directors to be elected at such meeting, and (ii) an “uncontested election” shall mean any election that is not a “contested election.”

Each director shall serve for a term ending at the next following annual meeting of stockholders, and until his or her successor is duly elected and qualified, subject to such director’s earlier death, disqualification, resignation or removal. Any director may resign at any time upon written notice to the Corporation. Directors need not be stockholders.

3. As amended by the foregoing, the Bylaws shall remain in full force and effect.

DEVON ENERGY CORPORATION

By: /s/ Carla D. Brockman

Carla D. Brockman
Vice President Corporate Governance
and Corporate Secretary