

Yuma Energy, Inc.
Form DEF 14A
April 30, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No.)

Filed by the Registrant
Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under to § 240.14a-12

Yuma Energy, Inc.
(Name of Registrant as
Specified in Its Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



Yuma
Energy,
Inc.

April 30, 2015

Dear Fellow Shareholder:

You are cordially invited to attend our Annual Meeting of Shareholders to be held on Tuesday, June 9, 2015 at 9:00 a.m., Central Daylight Time, at the Hotel Granduca, 1080 Uptown Park Boulevard, Houston, Texas 77056. The other directors and officers join me in extending this invitation.

It is important that your shares are represented at the meeting. If you are unable to attend the meeting but have questions or comments about our operations, we would like to hear from you.

To assure that your shares will be voted at the meeting, please complete, sign, date and return your proxy card in the postage-paid envelope provided, or vote electronically via the Internet or by telephone using the instructions on the proxy card. Submitting your proxy will not affect your right to vote in person if you attend the meeting.

Sincerely,

Sam L. Banks
Chairman, President and Chief Executive
Officer

Your vote is important.

Please vote by using the Internet, the telephone,
or by signing, dating, and returning the proxy card.

Yuma Energy, Inc.
1177 West Loop South, Suite 1825
Houston, Texas 77027

NOTICE OF THE 2015 ANNUAL MEETING OF
SHAREHOLDERS

Date: June 9, 2015

Time: 9:00 a.m. CDT

Place: Hotel Granduca
1080 Uptown Park Boulevard
Houston, Texas 77056

- Matters to be 1. To elect two Class I directors to our board of directors to serve for
voted on: terms of two years each and until their successors are duly elected
and qualified;
2. To approve an amendment to our Restated Articles of
Incorporation and our Amended and Restated Bylaws to increase
the size of the range of the number of directors from a minimum
of four directors and maximum of seven directors to a minimum
of five directors and a maximum of nine directors;
3. To approve, on a non-binding advisory basis, executive
compensation;
4. To ratify the appointment of Grant Thornton LLP as our
independent registered public accounting firm for 2015; and
5. To consider and act upon such other matters as may properly
come before the Meeting and any adjournments thereof.

Shareholders of record at the close of business on April 24, 2015, will be entitled to notice of and to vote at the Annual Meeting and at any adjournments or postponements thereof.

It is important that your shares be represented and voted at the Annual Meeting. Shareholders are urged to vote their shares by one of the following methods whether or not they plan to attend the Annual Meeting: (1) vote via the Internet or by telephone using the instructions on the proxy card, or (2) complete, sign, date and return the enclosed proxy card in the self-addressed envelope (the self-addressed envelope requires no postage if mailed in the United States).

By Order of the Board of Directors,

Kirk F. Sprunger

Corporate Secretary
April 30, 2015

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS
FOR THE 2015 ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON
JUNE 9, 2015

Pursuant to rules of the Securities and Exchange Commission, we are providing access to our proxy materials, on or about April 30, 2015, by notifying you of the availability of our proxy materials on the Internet. These proxy materials and our 2014 Annual Report on Form 10-K are available at <https://www.iproxydirect.com/YUMA>.

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2015 PROXY SUMMARY

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting.

Annual Meeting of Shareholders

Time: 9:00 a.m. Central Daylight Time
 Date: June 9, 2015
 Place: Hotel Granduca
 1080 Uptown Park Boulevard
 Houston, Texas 77056
 Record date: April 24, 2015
 Voting: Shareholders as of the record date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and one vote for each of the proposals to be voted on.

Meeting Agenda

Election of two Class I directors for two-year terms
 Amendment to our Restated Articles of Incorporation and an Amendment to our Amended and Restated Bylaws to increase the size of the range of the number of directors to a minimum of five directors and a maximum of nine directors
 Advisory vote on executive compensation
 Ratify the appointment of Grant Thornton LLP as our independent registered public accounting firm for 2015

Voting Matters	Recommendation of the Board	Page Reference (for more detail)
Election of Class I Directors	FOR EACH NOMINEE	4
Amendment to the Restated Articles of Incorporation and an Amendment to the Amended and Restated Bylaws	FOR	8
Advisory Vote on Executive Compensation	FOR	9
Ratify Appointment of Grant Thornton LLP	FOR	21

Proposal 1. Board Nominees

The following table provides summary information about each of our directors, including our Class I director nominees. Each Class I director nominee is elected every two years by the two nominees receiving the highest number of votes cast. No Class I director nominee, all of whom are current directors, attended fewer than 75% of the Board meetings and committee meetings on which he sits.