

CIMAREX ENERGY CO  
Form PRE 14A  
March 08, 2016  
Table of Contents

**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  x

Filed by a Party other than the Registrant  o

Check the appropriate box:

- x Preliminary Proxy Statement
- o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(3)(2))**
- o Definitive Proxy Statement
- o Definitive Additional Materials
- o Soliciting Material Pursuant to §240.14a-12

Cimarex Energy Co.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Table of Contents

1700 Lincoln Street, Suite 3700

Denver, CO 80203-4537

## **NOTICE OF 2016 ANNUAL MEETING OF SHAREHOLDERS**

<b>TIME AND DATE</b>	9:00 a.m. Central Daylight Time on Thursday, May 12, 2016
<b>PLACE</b>	Hyatt Regency Tulsa 100 East Second Street Tulsa, Oklahoma 74103
<b>ITEMS OF BUSINESS</b>	Item 1. Election of Directors Item 2. Advisory Vote to Approve Executive Compensation Item 3. Ratification of Independent Auditors Item 4. Shareholder Proposal on methane emissions reporting Transact any other business that properly comes before the Meeting and any adjournment or postponement of the Meeting
<b>RECORD DATE</b>	March 16, 2016
<b>MAILING DATE TO SHAREHOLDERS</b>	March 31, 2016
<b>MATERIALS TO REVIEW</b>	This booklet contains our Notice of 2016 Annual Meeting and Proxy Statement. Our 2015 Annual Report is available on our website at <a href="http://www.cimarex.com">www.cimarex.com</a> .

**PROXY VOTING**

It is important that your shares be represented and voted at the Meeting. You can vote your shares by following the internet or telephone instructions on page 9 of this proxy statement or you may attend and vote in person at the Annual Meeting. If you received a paper copy of the proxy card, you also may vote by completing and mailing the proxy card in the postage-paid envelope provided for your convenience. You may revoke your proxy at any time before the vote is taken by following the instructions on page 11 of this proxy statement.

March 31, 2016

Francis B. Barron  
Corporate Secretary

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Table of Contents

**TABLE OF CONTENTS**

	<b>Page No.</b>
<u>Voting Information</u>	2
<u>Proxy Statement Summary</u>	3
<u>Proxy Statement</u>	8
<u>Questions and Answers</u>	9
<u>Election of Directors (Item 1)</u>	13
<u>Election Process</u>	13
<u>Director Nominations</u>	14
<u>Director Qualifications</u>	14
<u>2016 Nominees for Class I Director and Class II Directors</u>	14
<u>Continuing Directors</u>	16
<u>Director Compensation</u>	18
<u>Corporate Governance</u>	20
<u>Board and Committee Information</u>	21
<u>Our Board</u>	21
<u>Board Leadership Structure</u>	21
<u>Board Committees</u>	22
<u>Director Independence and Related Person Transactions</u>	23
<u>Risk Oversight</u>	24
<u>Executive Sessions</u>	25
<u>Shareholder Engagement</u>	25
<u>Stock Ownership Directors, Management and Certain Beneficial Owners</u>	26
<u>Compensation Discussion and Analysis</u>	28
<u>Compensation and Governance Committee Report</u>	46
<u>Compensation Tables</u>	47
<u>Summary Compensation Table</u>	47
<u>2015 Grants of Plan-Based Awards</u>	49
<u>Outstanding Equity Awards at December 31, 2015</u>	50
<u>2015 Option Exercises and Restricted Stock Vested</u>	51
<u>2015 Nonqualified Deferred Compensation</u>	51
<u>Potential Payments Upon Change in Control or Termination</u>	52
<u>Severance Arrangements for Former CFO</u>	56
<u>Director and Officer Indemnification Agreements</u>	56
<u>Advisory Vote to Approve Executive Compensation (Item 2)</u>	56
<u>Report of Audit Committee</u>	57
<u>Ratification of Independent Auditors (Item 3)</u>	58
<u>Audit and Non-Audit Fees</u>	58
<u>Policy for Approval of Audit, Audit-Related and Tax Services</u>	58
<u>Shareholder Proposal on Methane Emissions Reporting (Item 4)</u>	59
<u>Other Matters</u>	61
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	61
<u>Complaint and Reporting Procedures</u>	61

[Table of Contents](#)

## VOTING INFORMATION

### WE WANT TO HEAR FROM YOU VOTE TODAY

It is important that you vote. Please carefully review the proxy materials for the 2016 Annual Meeting of Shareholders and follow the instructions below to cast your vote on all of the voting matters.

### Voting Matters and Board Recommendations

	Our Board's Recommendation
Election of Directors (page 13)	FOR each Director Nominee
Advisory Vote to Approve Executive Compensation (page 56)	FOR
Ratification of Independent Auditors (page 58)	FOR
Shareholder Proposal on methane emissions reporting (page 59)	AGAINST

### Advance Voting Methods

Even if you plan to attend the 2016 Annual Meeting of Shareholders in person, please vote right away using one of the following advance voting methods (see page 9 for additional details). **Make sure to have your proxy card or voting instruction form in hand and follow the instructions.**

#### You can vote in advance in one of three ways:

Visit the website listed on your proxy card/voting instruction form to vote **VIA THE INTERNET**

Call the telephone number on your proxy card/voting instruction form to vote **BY TELEPHONE**

Sign, date and return your proxy card/voting instruction form in the enclosed envelope to vote **BY MAIL**

### Voting at our 2016 Annual Meeting of Shareholders

All shareholders of record may vote in person at the 2016 Annual Meeting of Shareholders, which will be held on Thursday, May 12, 2016 at 9:00 a.m., Central Daylight Time, at Hyatt Regency Tulsa, 100 East Second Street, Tulsa, Oklahoma 74103. Beneficial owners may vote in person at the Meeting if they have a legal proxy, as described in the response to question 14 on page 12 of Questions and Answers about the Meeting and Voting.

[Table of Contents](#)

## Proxy Statement Summary

### Director Nominees (page 13)

You are being asked to vote on the following four Director Nominees. Directors are elected by a majority of votes cast. Detailed information about each Director's background, skill sets and areas of expertise can be found beginning on page 13.

NAME	AGE	DIRECTOR SINCE	POSITION	INDEPENDENT	AC	C/G	NOM	OTHER PUBLIC BOARDS
Hans Helmerich	57	2002	Chairman and former CEO, Helmerich & Payne	Yes		X	X	3
Harold R. Logan, Jr.	71	2009	Chairman, Suburban Propane Partners L.P.	Yes	X		X	3
Monroe W. Robertson	66	2005	Retired, Former President and Chief Operating Officer of Key Production Co.	Yes	X		X	0
Lisa A. Stewart	58	2015	Chairman and Chief Investment Officer of Sheridan Production Partners	Yes	X		X	0

### Continuing Directors (page 16)

The following are Cimarex's continuing Directors. Detailed information about each Director's background, skill sets and areas of expertise can be found beginning on page 16.

NAME	AGE	DIRECTOR SINCE	TERM EXPIRES	POSITION	INDEPENDENT	AC	C/G	NOM	OTHER PUBLIC BOARDS
Joseph R. Albi	57	2011	2018	Executive Vice President Operations, Chief Operating Officer, Cimarex Energy Co.	No				