

Section 1: 8-K (8-K)

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 (or Date of Earliest Event Reported): May 21, 2019

SilverBow Resources, Inc.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-8754
(Commission File Number)

20-3940661
(IRS Employer
Identification No.)

575 North Dairy Ashford, Suite 1200
Houston, Texas 77079
(Address of principal executive offices)

(281) 874-2700
(Registrant's telephone number)

Not Applicable
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	SBOW	New York Stock Exchange

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

At the May 21, 2019, annual meeting of shareholders, shareholders of SilverBow Resources, Inc. (“SilverBow Resources” or the “Company”), approved the Second Amendment to the Company’s 2016 Equity Incentive Plan to increase the number of shares of SilverBow Resources’ common stock available for award by 825,000 shares. A copy of the amendment is filed as Exhibit 10.1 hereto.

Item 5.07 Submission of Matters to a Vote of Security Holders

The Company’s annual meeting of shareholders was held on May 21, 2019. At the record date, 11,712,270 shares of common stock were outstanding and entitled to one vote per share upon all matters submitted at the meeting. At the annual meeting, David Geenberg, Marcus C. Rowland and Sean C. Woolverton were elected to serve as Class III directors of SilverBow Resources for three-year terms to expire at the 2022 annual meeting of shareholders. These directors were elected by the following votes:

Nominees for Class III Director	For	Withheld	Broker Non-Vote
David Geenberg	7,526,388	1,136,491	982,891
Marcus C. Rowland	7,292,466	1,370,413	982,891
Sean C. Woolverton	7,851,930	810,949	982,891

The following proposals were also approved at the annual meeting:

Proposal	For	Against	Abstain	Broker Non-Vote
The approval of the compensation of the Company’s named executive officers as presented in the proxy statement.	7,450,634	1,010,763	201,482	982,891
The approval of a one-time exchange of certain equity awards granted to executives in August 2018.	6,922,591	1,539,818	200,470	982,891
The approval of the Second Amendment to the 2016 Equity Incentive Plan to increase the number of shares of common stock available for issuance under the 2016 Plan.	7,454,059	1,207,203	1,617	982,891
The ratification of the selection of BDO USA, LLP as the Company’s independent auditor for the fiscal year ending December 31, 2019.	9,576,158	66,170	3,442	0

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
10.1	Second Amendment to the SilverBow Resources, Inc. 2016 Equity Incentive Plan

EXHIBIT INDEX

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10.1	Second Amendment to the SilverBow Resources, Inc. 2016 Equity Incentive Plan

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Section 2: EX-10.1 (EXHIBIT 10.1)

SECOND AMENDMENT TO THE SILVERBOW RESOURCES, INC. 2016 EQUITY INCENTIVE PLAN

This Second Amendment (the "Second Amendment") to the SilverBow Resources, Inc. 2016 Equity Incentive Plan (the "Plan"), is made effective as of April 2, 2019 (the "Amendment Effective Date"), subject to approval by the shareholders of SilverBow Resources, Inc., a Delaware corporation (the "Company"). Capitalized terms used but not defined herein shall have the meanings assigned to them in the Plan.

WHEREAS, the Company previously adopted the Plan;

WHEREAS, Section 13.1 of the Plan provides that the Board may amend, modify or suspend the Plan, except that any amendment to increase the number of securities which may be issued under the Plan is subject to approval by the shareholders of the Company; and

WHEREAS, the Board desires to amend the Plan in order to increase the number of Shares available for issuance under the Plan by 825,000.

NOW, THEREFORE, BE IT RESOLVED, that, the Plan shall be amended as of the Amendment Effective Date, subject to approval by the Company's shareholders, as set forth below:

Section 4.1.1 of the Plan shall be deleted in its entirety and replaced with the following:

"Subject to adjustment as provided in Section 4.3, the number of Shares available for delivery pursuant to (a) Options or SARs, (b) Restricted Stock, (c) Restricted Stock Units, (d) Performance Awards, and (e) awards contemplated by Article XI of this Plan granted under the Plan shall be, in the aggregate, 2,007,011 Shares. Shares awarded under the Plan may be authorized but unissued Shares, authorized and issued Shares reacquired and held as treasury Shares or a combination thereof. Shares issued in assumption of, or in substitution for, any outstanding awards of any entity acquired in any form of combination by the Company or any Subsidiary or Affiliate shall not reduce the Shares available for grants of Awards under this Section 4.1. The aggregate number of Shares available under this Section 4.1 will be reduced by one Share for every Share subject to an award granted under this Plan."

FURTHER RESOLVED, that, as amended hereby, the Plan is specifically ratified and reaffirmed.

By: /s/ Christopher M. Abundis

Name: Christopher M. Abundis

Title: SVP, General Counsel and Secretary

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