

PRIMEENERGY CORP  
Form 8-K  
May 12, 2016

**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 10, 2016**

**PrimeEnergy Corporation**

**(Exact name of registrant as specified in its charter)**

**Delaware**

**(State or Other Jurisdiction of Incorporation)**

**0-7406**  
**(Commission File Number)**

**11-2695037**  
**(IRS Employer Identification No.)**

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**9821 Katy Freeway, Houston, Texas 77024**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code 713-735-0000**

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))

## PRIMEENERGY CORPORATION

## Section 5 - Corporate Governance and Management

## Item 5.07 - Submission of matters to a vote of Security Holders

The Annual Meeting of stockholders of PrimeEnergy Corporation (the Company) was held on May 10, 2016. The matters listed below were submitted to a vote of the stockholders through the solicitation of proxies, and the proposals were described in the Company's Proxy Statement filed with the Securities and Exchange Commission on April 22, 2016. There were 2,294,553 shares of the Company outstanding and entitled to vote at the Annual Meeting. There were 1,758,674 shares of the Company present in person or by proxy at the meeting. The final results of the stockholder votes are listed below.

Proposal No. 1 Election of Directors

Seven persons were nominated by management for election as Directors of the Company, each for a term of one year. Beverly A. Cummings, Charles E. Drimal, H.Gifford Fong, Thomas S.T. Gimbel, Clint Hurt, Jan Smeets and Ebersole Gaines Wehrle were currently serving as Directors of the Company. There were no other persons serving as Directors and there was no Director whose term of office continued after the meeting. There were no other nominees and there was no solicitation in opposition to management's nominees. All of such nominees were elected. The names of each Director elected at the meeting and the number of shares voted for or withheld for each nominee is as follows. There were no abstentions and 477,004 broker non-votes.

| Name                   | For       | Withheld |
|------------------------|-----------|----------|
| Beverly A. Cummings    | 1,666,750 | 91,924   |
| Charles E. Drimal, Jr. | 1,736,383 | 22,291   |
| H. Gifford Fong        | 1,736,108 | 22,566   |
| Thomas S.T. Gimbel     | 1,736,118 | 22,556   |
| Clint Hurt             | 1,714,638 | 44,036   |
| Jan Smeets             | 1,723,668 | 35,006   |
| Ebersole Gaines Wehrle | 1,736,108 | 22,566   |

Proposal No. 2 An advisory, non-binding resolution to approve executive compensation described in the proxy statement

The stockholders approved the proposed resolution regarding the compensation of the Company's Principal Executive Officer and the Principal Financial Officer as disclosed in the proxy statement, as follows:

|                  |           |
|------------------|-----------|
| For              | 1,752,991 |
| Against          | 4,833     |
| Abstain          | 850       |
| Broker non-votes | 477,004   |

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this current report to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: May 10, 2016

PrimeEnergy Corporation

By: /s/ Beverly A. Cummings

Name: Beverly A. Cummings

Executive Vice President