
**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): **March 15, 2018**

WPX Energy, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

1-35322
(Commission File Number)

45-1836028
(I.R.S. Employer
Identification No.)

3500 One Williams Center, Tulsa, Oklahoma
(Address of Principal Executive Offices)

74172-0172
(Zip Code)

Registrant's Telephone Number, Including Area Code: **855-979-2012**

Check the appropriate box below if the Form 8-K 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))

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

(d) The Board of Directors (the “Board”) of WPX Energy, Inc. (the “Company”) has elected Valerie M. Williams as a member of the Board, effective March 15, 2018. The Board also appointed Ms. Williams to serve as a member of the Audit Committee of the Board. She will hold office until the next annual meeting of stockholders and until her successor is elected and qualified or until her earlier resignation or removal.

Ms. Williams has no direct or indirect interest in any transaction with the Company that would qualify as a related party transaction under Item 404(a) of Regulation S-K. There is no arrangement or understanding between Ms. Williams and any other person pursuant to which she was selected as a director.

Ms. Williams will receive compensation for her service on the Board in accordance with the Company’s standard compensatory arrangements for non-employee directors. These arrangements include an annual cash retainer of \$75,000 payable in four quarterly installments as well as an annual equity retainer of \$195,000 to be paid in the form of restricted stock, which will vest one year after the grant date and will be subject to a requirement that 50% of the vested stock, net of taxes, be retained by her until she has achieved the minimum ownership guidelines applicable to the Company’s non-employee directors. For her service between her appointment and the annual grant date for non-employee directors, which is ordinarily the date of the annual meeting of stockholders, Ms. Williams will receive an additional prorated grant of restricted stock.

The Company will reimburse Ms. Williams for expenses (including costs of travel, food and lodging) incurred in attending Board, committee and stockholder meetings, as well as reasonable expenses associated with other business activities, including participation in director education programs.

A copy of the press release issued by the Company on March 15, 2018, which announces the appointment of Ms. Williams, is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01(d) Financial Statements and Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated March 15, 2018

SIGNATURE

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 hereunto duly authorized.

WPX ENERGY, INC.

By: /s/ Stephen E. Brilz
Stephen E. Brilz
Vice President and Secretary

DATED: March 15, 2018

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated March 15, 2018

News Release

WPX Energy, Inc.
(NYSE:WPX)
www.wpxenergy.com



DATE: March 15, 2018

MEDIA CONTACT:

Kelly Swan
(539) 573-4944

INVESTOR CONTACT:

David Sullivan
(539) 573-9360

Valerie M. Williams Joins WPX Energy Board of Directors

Will Serve on Board's Audit Committee

TULSA, Okla. — WPX Energy (NYSE: WPX) announced today that Valerie M. Williams has been elected to the company's board of directors effectively immediately.

Williams has more than 35 years of audit and public accounting experience with Ernst & Young, LLP, most recently as the Southwest Region Assurance Managing Partner where she had responsibility for a \$500 million audit practice encompassing nine states, 14 offices and 1,200 employees. She retired from the firm in 2016.

Her experience at Ernst & Young included support for energy clients as she worked with oil and gas producers, midstream companies and large integrated firms with global operations.

In addition to her formal leadership roles, Williams served on the partner advisory council, inclusiveness council and diversity task force at Ernst & Young.

"For more than three decades, well-respected companies have looked to Valerie for advice, counsel and insight. WPX now joins the ranks of those who will benefit from her expertise as we continue to execute at a high level both operationally and financially," said Rick Muncrief, chairman and chief executive officer.

"The length of her tenure with a single firm speaks to her dedication, the quality of her leadership and the value she brings to the table. Her background in risk management and her understanding of global markets are integral to our business," Muncrief added.

Williams also serves as a director for Omnicom Group, Inc. She has a master's degree in business administration from the University of Houston and a bachelor's degree in medical technology from the University of North Texas.

Williams will serve on WPX's audit committee. She is WPX's eleventh independent director. The sole inside director is Rick Muncrief, WPX chairman and CEO.

Two members of the WPX board — William R. Granberry and George A. Lorch — are scheduled to retire at the time of the company's annual meeting in May. Both have served WPX since its start as an independent company in 2012.

About WPX Energy, Inc.

WPX is an independent energy producer with core positions in the Permian and Williston basins. WPX's production is approximately 80 percent oil/liquids and 20 percent natural gas. The company also has an emerging infrastructure portfolio in the Permian Basin. Visit www.wpxenergy.com for more information.

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This press release includes "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, included in this press release that address activities, events or developments that the company expects, believes or anticipates will or may occur in the future are forward-looking statements. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of the company. Statements regarding future drilling and production are subject to all of the risks and uncertainties normally incident to the exploration for and development and production of oil and gas. These risks include, but are not limited to, the volatility of oil, natural gas and NGL prices; uncertainties inherent in estimating oil, natural gas and NGL reserves; drilling risks; environmental risks; and political or regulatory changes. Investors are cautioned that any such statements are not guarantees of future performance and that actual results or developments may differ materially from those projected in the forward-looking statements. The forward-looking statements in this press release are made as of the date of this press release, even if subsequently made available by WPX Energy on its website or otherwise. WPX Energy does not undertake and expressly disclaims any obligation to update the forward-looking statements as a result of new information, future events or otherwise. Investors are urged to consider carefully the disclosure in our filings with the Securities and Exchange Commission, available from us at WPX Energy, Attn: Investor Relations, P.O. Box 21810, Tulsa, Okla., 74102, or from the SEC's website at www.sec.gov.
