
**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): January 5, 2025

TALOS ENERGY INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38497
(Commission
File Number)

82-3532642
(I.R.S. Employer
Identification Number)

333 Clay Street, Suite 3300
Houston, Texas 77002
(Address of Principal Executive Offices) (Zip Code)

(713) 328-3000
(Registrant's Telephone Number, Including Area Code)

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:

- Written communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication 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	TALO	NYSE

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; Compensation Arrangements of Certain Officers.

Resignation of Joseph A. Mills as Interim Chief Executive Officer, President and Director

On January 5, 2025, Mr. Joseph A. Mills informed the Board of Directors (the “Board”) of Talos Energy Inc. (the “Company”) that he was resigning from his position as Interim Chief Executive Officer and President and as a member of the Board, effective immediately. Mr. Mills has indicated to the Company that his resignation is not the result of any dispute or disagreement with the Company or any member of the Board or senior management team on any matter relating to the Company’s operations, policies or practices.

In conjunction with his departure, Mr. Mills is not entitled to any additional benefits or compensation under the Company’s pre-existing compensation plans and applicable policies and related agreements. In connection with his resignation, Mr. Mills forfeited all unvested restricted stock units which he was granted as a member of the Board.

Office of the Interim Chief Executive Officer; Appointment of Interim Co-Presidents, Interim Chief Executive Officer and Principal Executive Officer

In connection with and following Mr. Mills’ resignation, effective as of January 6, 2025 (the “Effective Date”), the Board created an Office of the Interim Chief Executive Officer (the “Office of the Interim CEO”) and appointed the following three senior executives to serve, in addition to their existing roles, as interim Co-Presidents and as members of the Office of the Interim CEO: (i) Mr. William S. Moss, III, Executive Vice President, General Counsel and Secretary of the Company; (ii) Mr. Sergio L. Maiworm, Jr., Executive Vice President and Chief Financial Officer of the Company; and (iii) Mr. John B. Spath, Executive Vice President and Head of Operations of the Company (such appointees collectively, the “Members”). Each Member is serving individually as Interim Co-President, managing the function of the Office of the Interim CEO, and serving at the discretion of the Board until the earlier of (a) the effective start date of a permanent Chief Executive Officer and (b) with respect to each such Member, such Member’s successor has been duly appointed and qualified or until his death, disability, resignation or removal.

The Office of the Interim CEO will perform the duties and responsibilities of the role of the Chief Executive Officer on an interim basis while the search for a permanent Chief Executive Officer is concluded by the Board, with Mr. Moss designated as interim Chief Executive Officer and the principal executive officer of the Company. The Office of the Interim CEO will report to the Board until its dissolution upon the appointment of a permanent Chief Executive Officer.

Biographical information regarding each Member is incorporated into this Item 5.02 by reference herein to the section entitled “Our Executive Officers” of the Company’s definitive proxy statement filed with the U.S. Securities and Exchange Commission (the “SEC”) on April 17, 2024 (the “Proxy Statement”). None of Messrs. Moss, Maiworm, or Spath have any family relationships with any of the Company’s executive officers or directors, nor are any of them a party to any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Item 7.01 Regulation FD Disclosure.

On January 6, 2025, the Company issued a press release announcing Mr. Mills’ resignation and reaffirming its 2024 full year production guidance issued on November 11, 2024. A copy of the press release is furnished hereto as Exhibit 99.1 and incorporated into this Item 7.01 by reference.

The information in this Item 7.01 of Form 8-K, including the accompanying Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of such section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of the general incorporation language of such filing, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release, dated January 6, 2025.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 10, 2025

TALOS ENERGY INC.

By: /s/ William S. Moss III

Name: William S. Moss III
Interim Chief Executive Officer and
Co-President, Executive Vice President,
General Counsel and Secretary



Talos Energy Announces Management Changes

Joseph Mills has resigned from his roles as Interim President and CEO, and member of the Board, effective immediately

Talos Energy has identified a finalist candidate for the role of permanent CEO who is expected to start by the end of first quarter 2025

Houston, Texas, January 6, 2025 – Talos Energy Inc. (“Talos” or the “Company”) (NYSE: TALO) today announced that Mr. Joseph A. Mills has resigned as Interim President and Chief Executive Officer and a member of the Board to pursue other opportunities, with immediate effect. At the same time, the Company announced that it has identified a finalist candidate to serve as the Company’s permanent Chief Executive Officer and is in the final stages of the process with this candidate.

Talos’s Board, in partnership with an external search firm, has conducted a search for a new permanent Chief Executive Officer. Talos expects that the finalist candidate will join the Company by the end of the first quarter of 2025.

“We are pleased with the progress we have made in identifying a CEO candidate,” said Neal P. Goldman, chairman of Talos’s Board of Directors. “After a thorough search process, we believe we have identified a strong candidate for the position. We will announce the appointment once details have been finalized. What has been most important to us in this search process is finding a permanent CEO who shares the Board’s strategic vision for the business and has the experience and ability to build upon Talos’s strong current position. We feel confident this search process is close to that outcome.”

In addition, Talos reiterates its 2024 full year production guidance issued on November 11, 2024. The Company continues to expect average daily production of 91.0 – 94.0 thousand barrels of oil equivalent per day.

Talos confirms that Mr. Mills’s departure is unrelated to any operational issues or accounting matters. The Company has no other material financial or operational updates at this time.

ABOUT TALOS ENERGY

Talos Energy (NYSE: TALO) is a technically driven, innovative, independent energy company focused on maximizing long-term value through its Upstream Exploration & Production business in the United States Gulf of Mexico and offshore Mexico. We leverage decades of technical and offshore operational expertise to acquire, explore, and produce assets in key geological trends while maintaining a focus on safe and efficient operations, environmental responsibility and community impact. For more information, visit www.talosenergy.com.

INVESTOR RELATIONS CONTACT

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CAUTIONARY STATEMENT ABOUT FORWARD-LOOKING STATEMENTS

This communication may contain “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical fact included in this communication, regarding our strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects, plans and objectives of management are forward-looking statements. When used in this communication, the words “will,” “could,” “believe,” “anticipate,” “intend,” “estimate,” “expect,” “project,” “forecast,” “may,” “objective,” “plan” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. These forward-looking statements are based on our current expectations and assumptions about future events and are based on currently available information as to the outcome and timing of future events.

We caution you that these forward-looking statements are subject to numerous risks and uncertainties, most of which are difficult to predict and many of which are beyond our control. These risks include, but are not limited to, the timing and success of strategic and management succession plans, the reliability of our average daily production guidance, and the other risks discussed in “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2023 and “Risk Factors” in our subsequent Quarterly Reports on Forms 10-Q filed with the U.S. Securities and Exchange Commission (the “SEC”).

Should one or more of the risks or uncertainties described herein occur, or should underlying assumptions prove incorrect, our actual results and plans could differ materially from those expressed in any forward-looking statements. All forward-looking statements, expressed or implied, included in this communication are expressly qualified in their entirety by this cautionary statement. This cautionary statement should also be considered in connection with any subsequent written or oral forward-looking statements that we or persons acting on our behalf may issue. Except as otherwise required by applicable law, we disclaim any duty to update any forward-looking statements, all of which are expressly qualified by the statements in this section, to reflect events or circumstances after the date of this communication.