

Edgar Filing: Independence Contract Drilling, Inc. - Form 8-K

Independence Contract Drilling, Inc.  
Form 8-K  
May 29, 2018

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 24, 2018

Independence Contract Drilling, Inc.  
(Exact name of registrant as specified in its charter)

|                                                   |                             |                                               |
|---------------------------------------------------|-----------------------------|-----------------------------------------------|
| Delaware                                          | 001-36590                   | 37-1653648                                    |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (I.R.S.<br>Employer<br>Identification<br>No.) |

11601 North Galayda Street  
Houston, TX 77086

(Address of principal executive offices)

Registrant's telephone number, including area code: (281) 598-1230

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))

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

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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.

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Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its Annual Meeting on May 24, 2018 in Houston, Texas. At the Annual Meeting, stockholders were requested to (i) elect six individuals to serve on the Board until the next annual meeting of stockholders, and (ii) ratify the appointment of BDO USA, LLP as the Company's independent auditors for 2018, each as more fully described in the Company's Definitive Proxy Statement on Schedule 14A, which was filed with the Securities and Exchange Commission on April 11, 2018.

Proposal 1: Election of Directors. All six nominees were elected to serve on the Board of Directors of the Company until the next annual meeting of stockholders by the votes indicated below:

| Nominee               | Voted For  | Votes Broker |           |
|-----------------------|------------|--------------|-----------|
|                       |            | Withheld     | Non-Votes |
| Thomas R. Bates, Jr.  | 26,388,246 | 4,362,013    | 3,618,982 |
| Byron A. Dunn         | 28,564,848 | 2,185,411    | 3,618,982 |
| James D. Crandell     | 26,826,048 | 3,924,211    | 3,618,982 |
| Matthew D. Fitzgerald | 29,298,715 | 1,451,544    | 3,618,982 |
| Daniel F. McNease     | 26,840,633 | 3,909,626    | 3,618,982 |
| Tighe A. Noonan       | 30,060,307 | 689,952      | 3,618,982 |

Proposal 2: Ratification of the appointment of BDO USA, LLP as the Company's independent auditors for 2018. The ratification of BDO, LLP as the Company's independent auditors for 2018 was approved by the votes indicated below:

| For        | Against | Abstain |
|------------|---------|---------|
| 34,354,382 | 7,371   | 7,488   |

**SIGNATURES**

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.

Independence Contract Drilling, Inc.

Date: May 29, 2018 By: /s/ Philip A. Choyce  
 Name: Philip A. Choyce  
 Title: Executive Vice President & Chief Financial Officer