

CONSOL Energy Inc  
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 11, 2016

CONSOL Energy Inc.  
(Exact name of registrant as specified in its charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| Delaware  | 001-14901                | 51-0337383                           |
| (State or other jurisdiction<br>of incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |

CNX Center  
1000 CONSOL Energy Drive  
Canonsburg, Pennsylvania 15317

(Address of principal executive offices)  
(Zip code)

Registrant's telephone number, including area code:  
(724) 485-4000

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))

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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) At the Annual Meeting of Shareholders of CONSOL Energy Inc. (the “Company”) held on May 11, 2016 (the “Annual Meeting”), the Company’s shareholders approved the amendment and restatement of the CONSOL Energy Inc. Equity Incentive Plan (the “Plan”) and certain awards of performance share units and stock options granted thereunder to the Company’s Chief Executive Officer, Chief Financial Officer, Chief Administrative Officer, Chief Operating Officer – Exploration and Production, and former Chief Commercial Officer, among others. Subject to the adjustment provisions of the Plan, the Plan authorizes up to 42,350,000 shares of the Company’s common stock for issuance under the Plan (increased from 31,800,000 shares by shareholder approval at the 2016 Annual Meeting).

The employees and officers of the Company and its subsidiaries, and the non-employee directors of the Company’s Board of Directors (the “Board”) are eligible to receive grants under the Plan. The Plan consists of the following components: stock options, stock appreciation rights (“SARs”), restricted stock, restricted stock units (“RSUs”), performance awards (cash and equity), deferred stock units and other stock-based awards.

Subject to the adjustment provisions of the Plan, no participant may be granted: (i) stock options or SARs for more than 3,000,000 shares in any one calendar year, (ii) performance awards (payable in shares) that are intended to be performance-based compensation under Section 162(m) of the Code for more than 2,000,000 shares (based on a target award level on the grant date) in any one calendar year; or (iii) performance awards (payable in cash) that are intended to be performance-based compensation under Section 162(m) of the Code for more than \$15,000,000 (based on a target award level on the grant date) in any one calendar year. In the case of non-employee directors of the Board and subject to the anti-dilution adjustment provisions of the Plan, no non-employee director may receive, in any one fiscal year of the Company, awards specifically granted under the Plan with an aggregate maximum value, calculated as of their respective grant dates, of more than \$500,000.

For performance awards intended to be performance-based compensation under Section 162(m) of the Internal Revenue Code of 1986 (as amended, the “Code”), performance goals will relate to one or more of the following performance measures (subject to such modifications and adjustments as specified by the Compensation Committee of the Board): cash flow; cash flow from operations; earnings (including earnings before interest, taxes, depreciation, and amortization or some variation thereof); earnings per share, diluted or basic; earnings per share from continuing operations; internal rate of return; net asset turnover; inventory turnover; capital expenditures; debt; debt reduction; working capital; return on investment; return on sales; net or gross sales; market share; share price; equity ratios; economic value added; cost of capital; assets or change in assets; expenses; expense reduction levels; productivity; delivery performance; safety record and/or performance; environmental record and/or performance; mine closures; stock price; interest-sensitivity gap levels; return on equity or capital employed; total or relative increases to shareholder return; return on capital; return on assets or net assets; revenue; income or net income; operating income or net operating income; operating profit or net operating profit; gross margin, operating margin or profit margin; amount of oil and gas reserves; oil and gas reserve additions; oil and gas reserve replacement ratios and similar measures; finding and development costs (including costs of finding oil and gas reserves); daily natural gas and/or oil production; volume metrics (including volumes sold, volumes produced, volumes transported and similar measures); drilling and well metrics (including number of gross or net wells drilled, number of horizontal wells drilled, cost per well and similar measures); operating efficiency metrics; charge-offs; non-performing assets; asset sale targets; asset quality levels; value of assets; employee retention/attrition rates; investments; regulatory compliance; satisfactory internal or external audits; improvement of financial ratings; value creation; achievement of balance sheet or income statement objectives; and completion of acquisitions, business expansion, product diversification and other non-financial operating and management performance objectives.

A copy of the Plan document was filed as an Exhibit 99.1 to the Company’s Registration Statement on Form S-8 filed on May 11, 2016, and is incorporated herein by reference as Exhibit 10.1 to this Report and to this Item 5.02(e).



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

At the Annual Meeting, the Company's shareholders considered six proposals, each of which is described in more detail in the Proxy Statement. The final results of the matters voted on at the Annual Meeting are provided below.

Proposal 1: The following individuals were elected as directors to hold office for a one-year term expiring at the annual meeting in 2017 or until their respective successors are elected and qualified:

| Director Name             | For         | Withheld  | Broker Non-Votes | Abstain |
|---------------------------|-------------|-----------|------------------|---------|
| Nicholas J. DeIuliis      | 178,545,903 | 1,698,195 | 22,589,124       | 0       |
| Alvin R. Carpenter        | 177,853,198 | 2,390,900 | 22,589,124       | 0       |
| William E. Davis          | 177,905,244 | 2,338,854 | 22,589,124       | 0       |
| Maureen E. Lally-Green    | 177,936,242 | 2,307,856 | 22,589,124       | 0       |
| Gregory A. Lanham         | 177,861,391 | 2,382,707 | 22,589,124       | 0       |
| Bernard Lanigan, Jr.      | 178,364,367 | 1,879,731 | 22,589,124       | 0       |
| John T. Mills             | 178,027,765 | 2,216,333 | 22,589,124       | 0       |
| Joseph P. Platt           | 178,487,411 | 1,756,687 | 22,589,124       | 0       |
| William P. Powell         | 177,803,615 | 2,440,483 | 22,589,124       | 0       |
| Edwin S. Roberson         | 178,473,154 | 1,770,944 | 22,589,124       | 0       |
| William N. Thorndike, Jr. | 177,843,735 | 2,400,363 | 22,589,124       | 0       |

Proposal 2: Ernst & Young LLP was ratified as the Company's Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2016.

For: 201,919,344

Against: 291,333

Abstain: 622,545

Proposal 3: A non-binding resolution regarding compensation paid to our named executive officers in 2015 was approved.

For: 174,954,916

Against: 4,565,749

Abstain: 723,433

Broker Non-Votes: 22,589,124

Proposal 4: The Amended and Restated CONSOL Energy Inc. Equity Incentive Plan was approved.

For: 174,063,987  
Against: 5,387,954  
Abstain: 792,157  
Broker Non-Votes: 22,589,124

Proposal 5: The shareholder proposal regarding proxy access was approved.

For: 94,085,006  
Against: 85,374,526  
Abstain: 784,566  
Broker Non-Votes: 22,589,124

Proposal 6: The shareholder proposal regarding lobbying activities was rejected.

For: 29,648,412  
Against: 130,187,481  
Abstain: 20,408,205  
Broker Non-Votes: 22,589,124

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 10.1 CONSOL Energy Inc. Equity Incentive Plan, As Amended and Restated, effective May 11, 2016 incorporated by reference to Exhibit 99.1 to the Registration Statement on Form S-8 (file no. 333-211286) filed on May 11, 2016.

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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.

CONSOL ENERGY INC.

By: /s/ Stephanie L. Gill  
Stephanie L. Gill  
Vice President and General Counsel

Dated: May 12, 2016

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Exhibit Index

Exhibit Number Description of Exhibit

|                 |  |
|-----------------|--|
| Exhibit<br>10.1 | CONSOL Energy Inc. Equity Incentive Plan, As Amended and Restated, effective May 11, 2016<br>incorporated by reference to Exhibit 99.1 to the Registration Statement on Form S-8 (file no. 333-211286)<br>filed on May 11, 2016. |
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