

APACHE CORP  
Form DEFA14A  
May 04, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14A INFORMATION**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

**APACHE CORPORATION**

**(Name of registrant as specified in its charter)**

**(Name of person(s) filing proxy statement, if other than the registrant)**

Payment of Filing Fee (Check the appropriate box):

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x No fee required.

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies: 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code (Instr. 8) 4. Securities Acquired (A) or Disposed (D) of (Instr. 3 and 4) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) 7. Nature of Indirect Beneficial Ownership (Instr. 4)

Code	V	1. Title of Security (Instr. 3) (A) or (D)	Amount	Price	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) of (Instr. 3 and 4)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/12/2015	M	1,821			A	\$ 0	34,198		D	
Common Stock	05/12/2015	M	12			A	\$ 0	34,210		D	
Common Stock	05/12/2015	M	2,076			A	\$ 0	36,286		D	
Common Stock	05/12/2015	D	12			D	\$ 86.77	36,274		D	
Common Stock	05/12/2015	D	2,076			D	\$ 86.77	34,198		D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)



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- (4) Such shares are issuable, at the election of the reporting person, to begin on either (i) a date prior to the reporting person's retirement date, provided that such date is no earlier than the January 1 in the year following the plan period during which such fees would otherwise have been payable to the reporting person, (ii) within 90 days following the reporting person's retirement date, or (iii) such later date as selected by the reporting person, provided however, that payment must commence in the year the reporting person attains age 70 1/2.

Each notional share - optional represents a deferred stock unit and entitles the holder thereof with the right to receive one share of Issuer common stock or the cash value thereof under the Issuer's deferred compensation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$579.34 to \$580.00, inclusive. The reporting person undertakes to provide to any security holder of Google Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) through (12) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$580.01 to \$581.00, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$581.01 to \$582.00, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$582.01 to \$583.00, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$583.01 to \$584.00, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$584.01 to \$585.00, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$589.01 to \$590.00, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$590.01 to \$591.00, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$591.01 to \$592.00, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$592.01 to \$593.00, inclusive.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$593.01 to \$594.00, inclusive.
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$594.01 to \$595.00, inclusive.

### Remarks:

All of the transactions reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plan adopted by the Reporting Person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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xpressions or variations of such words are intended to identify forward-looking statements, but are not the exclusive means of identifying forward-looking statements in this report.

Forward-looking statements are subject to certain risks and uncertainties which could cause actual results to differ materially from those anticipated. Such risk and uncertainties include, without limitation: (1) if the Company is not able to obtain further financing, its business operations may fail, (2) the Company has not generated any meaningful revenues, and as a result, faces a high risk of business failure, (3) the Company's lack of diversification increases the risks associated with the Company's business and an investment in the Company, and the Company's financial condition may deteriorate rapidly if it fails to succeed in developing the Company's business, (4) the Company may not effectively execute the Company's business plan or manage the Company's potential future business development,

Explanation of Responses:

(5) the Company's business could be impaired if it fails to comply with applicable regulations, (6) the Company may not be able to attract and maintain key management personnel to manage the Company or laboratory scientists to carry out the Company's business operations, which could have a material adverse effect on the Company's business, (7) the ADGC Transaction, as described in the Company's Form 8-K filed with the Securities and Exchange Commission on May 15, 2012, may not be consummated due to, among other potential reasons, an inability of the Company and ADGC to reach agreement on final terms, (8) the Company may expend a substantial amount of time and resources in connection with its review and restatement of its previously filed financial statements and other disclosures and the transactions related thereto, and in connection with responding to potential inquiries or legal actions by the Securities and Exchange Commission or stockholders, which may impair the Company's ability to raise capital and to operate its business, and (9) the Company is continuing to review its previously filed financial statements and other disclosures, which may result in findings that require additional financial statement adjustments and other disclosure amendments, and despite the Company's current efforts the Company cannot currently state when it will be able to provide reliable financial statements and other disclosures.

You are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date hereof. The Company undertakes no obligation to publish revised forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrences of unanticipated events. You are also urged to review and consider carefully the various disclosures made hereafter by the Company from time to time with the Securities and Exchange Commission filings.

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.

SCIO DIAMOND TECHNOLOGY CORPORATION

By: /s/ Charles G. Nichols  
Name: Charles G. Nichols  
Title: Chief Financial Officer

Dated: June 1, 2012

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maximum TSR payout from 250% to

200% of target

Formalized company policy on double-trigger

requirement for accelerated vesting

Added a new independent director to the

MD&C Committee

Eliminated all tax gross ups for executive-only

benefits

Pre-2013 Improvements

Continued to increase target percentage of

performance-based equity awards from 50% to

67% for CEO at beginning of 2014

Implemented TSR share program maximum

payout limits at target for performance periods

with negative absolute TSR

Ended granting of stock options for CEO

CEO Pay Mix

Pre-2013

2014

2014-2015 Improvements

35%

30%

35%

33%

67%

Time-based shares

Time-based options

Performance shares

2014-2015 LEADERSHIP TRANSITION

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27 years with Apache  
Corporation; 13 Years  
as CEO

Retired on January 20,  
2015



Agreed to remain as  
Chairperson until May  
1, 2015

Over 17 years with  
Apache Corporation; 12  
years in executive  
positions of increasing  
responsibility

Vice President of  
Apache's largest North  
American region prior  
to becoming COO for  
North America

Became CEO on January 20, 2015

Bachelor of Science in Petroleum Engineering  
from the Colorado School of Mines

Masters of Business Administration from  
Southern Methodist University

G. Steven Farris Retires After 27 Years

John J. Christmann, IV Promoted to CEO

Farris will remain available to Apache for 36  
months to fulfill several duties in the transition

John Lowe is now the Board's independent  
Chairperson

COMPENSATION FOR A SMOOTH TRANSITION

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Though Mr. Farris consulting and transition agreement is structured over three years, his overall payout level is consistent with comparable companies:

\*Equilar surveyed CEO separations, excluding Change in Control, within Fortune 300 and/or S&P 300 companies since 2010  
Components of Retirement Agreement

Current base salary (\$1.75M) for 3 years  
Payments of \$2.63M for 3 years (equal to target bonus)  
\$1.4M cash severance payment  
Continued vesting of equity  
Potential  
cash  
payments  
following  
2015

2017,  
equaling  
market  
value of shares under TSR program if targets are achieved  
RSUs to be paid out under the 2014 Business Performance Share  
program in 2016 and 2017  
95% of components were governed under existing  
agreements and practices, half of which were governed by  
Mr. Farris  
1988 employment agreement, and half of which  
were governed by Apache's legacy severance practices  
discontinued in February 2015

Remained as Chairperson of the Board until May 1 in  
order to close key strategic divestments in Australia and  
Canada

Australia and Canada LNG exits will help Apache ont: 10pt Times New Roman, Times, Serif">

(d)The Registrant undertakes that it will submit the Plan and any amendment thereto to the Internal Revenue Service ("IRS") i

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that the information furnished in this registration statement is true and correct.

Genie Energy Ltd.

By: /s/ Howard S. Jonas  
Howard S. Jonas  
Chief Executive Officer

The undersigned directors and officers hereby constitute and appoint Howard S. Jonas and Avi Goldin, and each of them with full power, sole authority and full authority to execute and file this registration statement and any amendments thereto, and to do all such acts and things as may be necessary to carry out the purposes of this registration statement.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Form S-8 Registration Statement has been signed by the Registrant.

<b>Signature</b>	<b>Titles</b>
/s/ Howard S. Jonas Howard S. Jonas	Chairman of the Board, Director and Chief Executive Officer (Principal Executive Officer)
/s/ Avi Goldin Avi Goldin	Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)
/s/ James A. Courter James A. Courter	Vice Chairman of the Board and Director
/s/ Allan Sass Allan Sass	Director
/s/ W. Wesley Perry W. Wesley Perry	Director
/s/ Alan Rosenthal Alan Rosenthal	Director

**EXHIBIT INDEX**

**Exhibit No. Description**

- \* 4.1 Genie Energy Ltd. 2011 Stock Option and Incentive Plan (as Amended and Restated on March 10, 2015).
- \* 5.1 Legal Opinion of Schwell Wimpfheimer and Associates LLP.
- \* 23.1 Consent of Schwell Wimpfheimer and Associates LLP (included in Exhibit 5.1 hereto).
- \* 23.2 Consent of BDO USA, LLP, Independent Registered Public Accounting Firm.
- \* 23.3 Consent of Grant Thornton LLP, Independent Registered Public Accounting Firm
- 24.1 Power of Attorney (included in the Signature Pages to this Registration Statement).

\*Filed herewith

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pensation in light of the  
Company s strong compensation and governance practices as well as responsiveness to shareholder feedback  
Compensation Practices  
Corporate Governance

APPENDIX

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APACHE CORPORATION  
BUSINESS OVERVIEW

10  
Apache is an independent energy company that currently explores for, develops, and produces natural gas, crude oil, and natural gas liquids in the

US, Canada, Egypt, Australia, and the UK North Sea  
Four Strategic  
Goals Guide  
Apache's Long-  
Term Growth  
Rigorous Portfolio Management  
Conservative Capital Structure  
Rate of Return Focus  
Continuous Improvement in Operating and Capital Efficiency  
Apache Operates in  
Five Regions  
United States:  
45% of production and 52% of proved reserves  
Canada:  
12% of production and 17% of proved reserves  
UK North Sea:  
11% of production and 6% of proved reserves  
Egypt:  
23% of production and 12% of proved reserves  
Australia:  
9% of production and 13% of proved reserves  
Four Main Types of  
Commodities are  
Produced by  
Apache  
North America oil and liquids:  
33% of production  
International oil and liquids:  
27% of production  
North America natural gas:  
24% of production  
International natural gas:  
16% of production  
Regional  
Revenue Mix From  
Continuing Operations  
Note: All data is for FY2014  
North  
America  
50%  
International  
50%