

DEVON ENERGY CORP/DE  
Form 8-K  
January 27, 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): January 26, 2016**

**DEVON ENERGY CORPORATION**  
**(Exact name of registrant as specified in its charter)**

**DELAWARE**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-32318**  
**(Commission**  
  
**File Number)**

**73-1567067**  
**(I.R.S. Employer**  
  
**Identification No.)**

**333 WEST SHERIDAN AVE., OKLAHOMA CITY,  
OK**

**73102-5015**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (405) 235-3611**

**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:

- .. 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-commencements communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On January 26, 2016, the Board of Directors (the Board ) of Devon Energy Corporation (the Company ) amended and restated the Company s Bylaws (as amended and restated, the Bylaws ) primarily to implement proxy access. A new subsection (C) has been added to Article II, Section 9 of the Bylaws to permit a stockholder, or a group of up to 20 stockholders, owning 3% or more of the Company s outstanding common stock continuously for at least three years to nominate and include in the Company s proxy materials director candidates constituting up to the greater of two individuals or 20% of the Board, provided that the stockholder(s) and the nominee(s) satisfy the requirements specified in the Bylaws. Although the amendment and restatement of the Bylaws was effective immediately upon the Board s approval on January 26, 2016, proxy access will first be available to stockholders in connection with the Company s 2017 annual meeting of stockholders.

The Bylaws were also amended to make clarifications, updates and refinements to the advance notice and special meeting provisions of Article II, Section 9 and to add a requirement that all nominees for director provide certain information, representations and agreements to the Company in order to be eligible for election. In addition, new Section 5 of Article VII makes explicit the Board s ability to interpret and make determinations under the Bylaws.

This description of the amendments to the Bylaws is a summary only and is qualified in its entirety by reference to the full text of the Bylaws, a copy of which is included as Exhibit 3.1 to this report and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
3.1	Bylaws of Devon Energy Corporation, as amended and restated on January 26, 2016

**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.

**DEVON ENERGY CORPORATION**

By: /s/ Carla D. Brockman  
Carla D. Brockman  
Vice President Corporate Governance  
and Secretary

Date: January 27, 2016

**EXHIBIT INDEX**

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