

CABOT OIL & GAS CORP  
Form 8-K  
May 05, 2014

**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 1, 2014**

**CABOT OIL & GAS CORPORATION**

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

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

**1-10447**  
**(Commission**  
  
**File Number)**

**04-3072771**  
**(I.R.S. Employer**  
  
**Identification No.)**

**Three Memorial City Plaza**  
**840 Gessner Road, Suite 1400**  
**Houston, Texas**  
**(Address of principal executive offices)**

**77024**  
**(Zip Code)**

**Registrant's telephone number, including area code: (281) 589-4600**

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):

- .. 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))

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

At the Annual Meeting of Stockholders of Cabot Oil & Gas Corporation (the Company) held on Thursday, May 1, 2014, the matters voted upon and the number of votes cast for or against, as well as the number of abstentions and broker non-votes as to such matters, were as stated below.

The following nominees for directors were elected to serve one-year terms expiring in 2015:

| Nominee          | For         | Against   | Abstentions | Broker Non-Votes |
|------------------|-------------|-----------|-------------|------------------|
| Dan O. Dinges    | 332,453,474 | 8,432,711 | 2,427,511   | 19,676,203       |
| James R. Gibbs   | 336,623,730 | 4,952,239 | 1,737,727   | 19,676,203       |
| Robert L. Keiser | 339,336,194 | 2,238,512 | 1,738,990   | 19,676,203       |
| W. Matt Ralls    | 336,103,238 | 5,472,559 | 1,737,899   | 19,676,203       |

The appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company for 2014 was ratified:

| For         | Against   | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|------------------|
| 353,133,149 | 7,977,363 | 1,879,387   |                  |

The non-binding advisory vote on the compensation of the Company's named executive officers was approved:

| For         | Against   | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|------------------|
| 337,109,487 | 2,709,556 | 3,494,653   | 19,676,203       |

The amendment to our Certificate of Incorporation to increase the number of authorized shares of Common Stock of the company was approved:

| For         | Against    | Abstentions | Broker Non-Votes |
|-------------|------------|-------------|------------------|
| 350,227,143 | 10,943,568 | 1,819,188   |                  |

The Cabot Oil & Gas Corporation 2014 Incentive Plan was approved:

| For         | Against    | Abstentions | Broker Non-Votes |
|-------------|------------|-------------|------------------|
| 312,096,049 | 29,452,950 | 1,764,697   | 19,676,203       |



A stockholder proposal to provide a report on the Company's political contributions was not approved:

| For         | Against     | Abstentions | Broker Non-Votes |
|-------------|-------------|-------------|------------------|
| 113,241,719 | 140,196,492 | 89,875,485  | 19,676,203       |

**SIGNATURE**

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.

CABOT OIL & GAS CORPORATION

By: /s/ Deidre L. Shearer  
Deidre L. Shearer  
Corporate Secretary and Managing  
Counsel

Date: May 5, 2014