

NOBLE ENERGY INC
Form DEFA14A
March 11, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

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 Pursuant to §240.14a-12

NOBLE ENERGY, INC.
(Exact name of Registrant as specified in its charter)

Payment of filing fee (check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Exercise Your Right to Vote

Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on April 26, 2016

Meeting Information

Meeting Type: Annual Meeting

For holders as of: February 26, 2016

Date: April 26, 2016 Time: 9:30 AM CDT

Location: The Houstonian

111 North Post Oak Lane

Houston, Texas 77024

Return Address: 1001 Noble Energy Way

Houston, TX 77070

NOBLE ENERGY, INC
ATTN: COMPANY SECRETARY
1001 NOBLE ENERGY WAY
HOUSTON, TX 77070

You are receiving this communication because you
hold shares in the company named herein.

This is not a ballot. You cannot use this notice to vote
these shares. This communication presents only an
overview of the more complete proxy materials that are
available to you on the Internet. You may view the
proxy materials online at www.proxyvote.com or easily
request a paper copy (see reverse side).

We encourage you to access and review all of the
important information contained in the proxy materials
before voting.

See the reverse side of this notice to obtain proxy
materials and voting instructions.

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow à XXXX XXXX (located on the XXXX following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

*If requesting materials by e-mail, please send a blank e-mail with the information that is printed in box marked by the arrow à XXXX XXXX (located on the following page) in the subject line.
XXXX

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 12, 2016 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Follow Voting Methods

Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow à XXXX XXXX (located on the following page) available and follow the instructions.
XXXX

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends you vote FOR Proposals 1, 2 and 3.

1. To elect the eleven nominees as members of the Board of Directors of the Company.

Nominees

1a. Jeffrey L. Berenson

1b. Michael A. Cawley

1c. Edward F. Cox

1d. James E. Craddock

1e. Thomas J. Edelman

1f. Eric P. Grubman

1g. Kirby L. Hedrick

1h. David L. Stover

1i. Scott D. Urban

1j. William T. Van Kleeft

1k. Molly K. Williamson

2. To ratify the appointment of the independent auditor by the Company's Audit Committee.

3. To approve, in an advisory vote, executive compensation.

The Board of Directors recommends you vote AGAINST Proposals 4 and 5.

- 4.

To consider a stockholder proposal regarding proxy access, if properly presented at the meeting.

- 5.

To consider a stockholder proposal regarding climate change, if properly presented at the meeting.

NOTE: To transact such other business as may properly come before the meeting and any adjournment or postponement thereof.