

SWIFT ENERGY CO  
Form 8-K  
April 07, 2009

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

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FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (or Date of Earliest Event Reported): April 7, 2009

SWIFT ENERGY COMPANY  
(Exact name of Registrant as specified in its charter)

|  |                                    |  |
|--|------------------------------------|--|
| Texas<br>(State or other jurisdiction<br>of incorporation) | 1-8754<br>(Commission File Number) | 20-3940661<br>(IRS Employer<br>Identification No.) |
|--|------------------------------------|--|

16825 Northchase Drive, Suite 400  
Houston, Texas 77060  
(Address of principal executive offices)

(281) 874-2700  
(Registrant's telephone number)

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))

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

On April 1, 2009, Swift Energy Company amended its First Amended and Restated 2005 Stock Compensation Plan (the "Plan") solely to modify the definition of Change of Control in Section 13(b) of the Plan to reflect the original intent of the Plan that an event or transaction actually consummate for a Change of Control to occur, rather than such event or transaction merely being initiated or approved. The revised applicable section of the Plan states:

"(b) A "Change of Control" shall be deemed to have occurred upon the occurrence of any one (or more) of the following events, other than a transaction with another person controlled by the Company or its officers or directors, or a benefit plan or trust established by the Company for its employees:

(i) Any person or group, as defined in Section 13(d)(3) of the Exchange Act, becoming the beneficial owner of shares of the Company with respect to which 40% or more of the total number of votes for the election of the Board may be cast;

(ii) As a result of, or in connection with, any cash tender offer, exchange offer, merger or other business combination, sale of assets, or contested election, or combination of the above, persons who were directors of the Company immediately prior to such event cease to constitute a majority of the Board; or

(iii) The Company either ceases to be an independent publicly owned corporation or sells or otherwise disposes of all or substantially all the assets of the Company."

A copy of the amendment is filed herewith as Exhibit 10 hereto.

Item 9.01. Financial Statements and Exhibits

(d) Exhibit.

| Exhibit Number | Description  |
|----------------|--|
| 10             | Amendment No. 1 to the Swift Energy Company First Amended and Restated 2005 Stock Compensation Plan effective April 1, 2009. |

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.

Date: April 7, 2009

Swift Energy Company

By:

/s/ Bruce H. Vincent  
Bruce H. Vincent  
President

EXHIBIT INDEX

| Exhibit<br>Number | Description  |
|-------------------|--|
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