

CABOT OIL & GAS CORP
Form 8-K
May 03, 2012

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, 2012

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.)

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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 Tuesday, May 1, 2012, 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 three-year terms expiring in 2015:

| Nominee | For | Against | Abstentions | Broker Non-Votes |
|-------------------|-------------|-----------|-------------|------------------|
| Rhys J. Best | 172,281,130 | 5,140,964 | 2,160,447 | 9,318,565 |
| Robert Kelley | 176,586,914 | 891,557 | 2,104,070 | 9,318,565 |
| P. Dexter Peacock | 167,779,407 | 9,698,332 | 2,104,802 | 9,318,565 |

The appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company for 2012 was ratified:

| For | Against | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|------------------|
| 181,265,004 | 7,586,844 | 49,258 | |

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

| For | Against | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|------------------|
| 171,042,197 | 6,292,608 | 2,247,736 | 9,318,565 |

An amendment to the Company's Certificate of Incorporation to increase the authorized shares of common stock was approved:

| For | Against | Abstentions | Broker Non-Votes |
|-------------|------------|-------------|------------------|
| 157,946,144 | 30,747,885 | 207,077 | |

Amendments to the Company's By-laws to eliminate the classified board of directors were approved:

| For | Against | Abstentions | Broker Non-Votes |
|-------------|---------|-------------|------------------|
| 179,238,639 | 205,041 | 138,861 | 9,318,565 |

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A stockholder proposal to adopt a policy that incentive compensation for senior executives include a range of non-financial measures based on sustainability principles was not approved:

| For | Against | Abstentions | Broker Non-Votes |
|------------|-------------|-------------|------------------|
| 12,783,613 | 162,078,503 | 4,720,425 | 9,318,565 |

A stockholder proposal for the board of directors to prepare a sustainability report was not approved:

| For | Against | Abstentions | Broker Non-Votes |
|------------|------------|-------------|------------------|
| 59,065,065 | 90,002,577 | 30,514,899 | 9,318,565 |

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/ Todd M. Roemer

Todd M. Roemer

Controller

Date: May 3, 2012