

WHITING PETROLEUM CORP  
Form 8-K  
February 22, 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): February 18, 2016**

**Whiting Petroleum Corporation**

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

**Delaware**  
**(State or other jurisdiction**

**1-31899**  
**(Commission**

**20-0098515**  
**(IRS Employer**

**of incorporation)**

**File Number)**

**Identification No.)**

**1700 Broadway, Suite 2300, Denver, Colorado 80290-2300**

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**(Address of principal executive offices, including ZIP code)**

**(303) 837-1661**

**(Registrant's telephone number, including area code)**

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 C.F.R. §230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 C.F.R. §240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 C.F.R. §240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 C.F.R. §240.13e-4(c))

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

On February 18, 2016, the Board of Directors of Whiting Petroleum Corporation (the Company ) adopted resolutions to amend and restate the Company's Amended and Restated By-Laws (as so amended, the By-Laws ) to implement proxy access. The By-Laws include a new Section 15 of Article II that permits a stockholder, or a group of up to 25 stockholders, owning at least three percent of our outstanding shares of common stock continuously for at least three years, to nominate and include in our annual meeting proxy materials director nominees constituting up to 25 percent of our Board of Directors, provided that the stockholder(s) and nominee(s) satisfy the requirements specified in the By-Laws. The By-Laws also include changes to the notice of stockholder nominations and other provisions in Section 14 of Article II to account for proxy access.

The foregoing description is qualified in its entirety by reference to the full text of the By-Laws, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits. The following exhibit is being filed herewith:

(3.1) Amended and Restated By-Laws of Whiting Petroleum Corporation, effective as of February 18, 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.

WHITING PETROLEUM CORPORATION

Date: February 22, 2016

By: /s/ James J. Volker  
James J. Volker  
Chairman, President and Chief Executive Officer

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EXHIBIT INDEX

| Exhibit<br>No. | Description   |
|----------------|---|
| (3.1)          | Amended and Restated By-Laws of Whiting Petroleum Corporation, effective as of February 18, 2016. |