

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): December 11, 2019



NOBLE ENERGY, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-07964
Commission
File Number

73-0785597
(I.R.S. Employer
Identification No.)

1001 Noble Energy Way
Houston, Texas
(Address of principal executive offices)

77070
(Zip Code)

Registrant's telephone number, including area code: **(281) 872-3100**

(Former name, former address and former fiscal year, 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:

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	NBL	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

(d) Election of Director.

On December 11, 2019, the board of directors (the “Board”) of Noble Energy, Inc. (the “Company”) elected Martha B. Wyrsh as a member of the Board to serve until the next meeting of the Company’s shareholders, at which time she will stand for reelection. The Board also appointed Ms. Wyrsh to serve as a member of the Corporate Governance and Nominating Committee and the Audit Committee. In connection with Ms. Wyrsh’s election to the Board, the Board increased the size of the Board from 9 to 10 directors.

In connection with her election as a non-employee director, Ms. Wyrsh will receive an annual retainer of \$100,000 (pro rated for her period of service) and a one-time grant of restricted stock with an aggregate value of \$250,000 under the Company’s 2015 Stock Plan for Non-Employee Directors. Ms. Wyrsh also entered into the Company’s customary form of indemnity agreement on December 11, 2019 upon her election to the Board.

Ms. Wyrsh was not appointed pursuant to any arrangement or understanding with any other person and there are no family relationships between Ms. Wyrsh and the other directors or executives of the Company. There are no transactions with Ms. Wyrsh that would be reportable under Item 404(a) of Regulation S-K.

Item 7.01. Regulation FD

The Company issued the press release attached hereto as Exhibit 99.1 in connection with the election of Ms. Wyrsh to the Board.

The information included in this Current Report under Item 7.01, including Exhibit 99.1, is deemed to be “furnished” and shall not be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, and is not incorporated by reference into any filing under the Securities Act or the Exchange Act.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits. The following exhibits are furnished as part of this report on Form 8-K.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated December 12, 2019
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.



SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NOBLE ENERGY, INC.

Date: December 12, 2019

By: /s/ Rachel G. Clingman
Rachel G. Clingman
Senior Vice President, General
Counsel and Corporate Secretary



NEWS RELEASE

NOBLE ENERGY ELECTS MARTHA B. WYRSCH TO BOARD OF DIRECTORS

HOUSTON (December 12, 2019) -- Noble Energy, Inc. (NYSE: **NBL**) ("Noble Energy" or "the Company") announced the election of Martha B. Wyrsh to its Board of Directors, effective as of yesterday, December 11, 2019. Ms. Wyrsh brings extensive executive business leadership and legal expertise to Noble Energy's Board. In connection with her election, Ms. Wyrsh was appointed to the Corporate Governance and Nominating Committee, as well as the Audit Committee of the Board. The Company's Board now totals 10 members.

David L. Stover, Noble Energy's Chairman and CEO, commented: "Our Board is pleased to add Martha and her diverse experience base and knowledge to the Noble Energy team. She is highly respected with strong and relevant executive management and Board experience. Her perspectives and skillset will supplement our team well."

Ms. Wyrsh, 61, has extensive operational, management and legal expertise across a broad range of energy and utilities companies. She most recently served as Executive Vice President and General Counsel of Sempra Energy, an energy infrastructure and services company with operations in the United States and internationally, from September 2013 until March 2019. She also served as President – North America of Vestas American Wind Technology, a wind turbine manufacturing and services company, from 2009 until 2012, where she had direct responsibility for the North American sales, construction, services and maintenance businesses.

From 2007 until 2008, Ms. Wyrsh served as President and Chief Executive Officer of Spectra Energy Transmission, a natural gas transmission and storage business in the United States and Canada. From 1999 through 2007, she served in various roles of increasing responsibility with Duke Energy Corporation, including as President and Chief Executive Officer, Gas Transmission from 2005 until 2007. Ms. Wyrsh holds a Bachelor of Arts degree in English from the University of Wyoming and a Juris Doctor degree from The George Washington School of Law.

Noble Energy (NYSE: NBL) is an independent oil and natural gas exploration and production company committed to meeting the world's growing energy needs and delivering leading returns to shareholders. The Company operates a high-quality portfolio of assets onshore in the United States and offshore in the Eastern Mediterranean and off the west coast of Africa. Founded more than 85 years ago, Noble Energy is guided by its values, its commitment to safety, and respect for stakeholders, communities and the environment. For more information on how the Company fulfills its purpose: *Energizing the World, Bettering People's Lives*[®], visit <https://www.nblenergy.com>.

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