
**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): October 24, 2018



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))

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.

On October 24, 2018, Noble Energy, Inc. (the “Company”) announced that Brent Smolik, age 57, has been appointed as President and Chief Operating Officer of the Company effective November 16, 2018. Mr. Smolik previously served as the Chairman, President and Chief Executive Officer of EP Energy Corporation from August 2013 until his retirement in November 2017, and he served in various other leadership roles with EP Energy’s predecessor and related entities, including El Paso Corporation, since November 2006. Before joining EP Energy, Mr. Smolik served as President of ConocoPhillips, Canada; President of Burlington Resources, Canada; as a member of the Executive Committee of Burlington Resources Inc.; and in various engineering and asset management capacities for Burlington, including Chief Engineer.

Pursuant to the terms of Mr. Smolik’s employment, he will be entitled to participate in the Company’s compensation programs for executives and, in conjunction therewith, will receive effective November 16, 2018:

- an annual base salary of \$750,000;
- the opportunity to earn a target bonus of 110% of annual base salary; and
- a sign-on grant of restricted stock with a value of \$3,500,000 at the time of grant and non-qualified stock options with a value of \$1,000,000 at the time of grant.

The specific number of shares underlying the award of restricted stock and stock options to Mr. Smolik will be determined based on the target value of the award divided by the closing price of the Company’s common stock on the effective date of hire. Mr. Smolik’s restricted stock and stock option awards will vest over three years. A description of the Company’s executive compensation program is included in the Company’s Proxy Statement for its 2018 Annual Meeting of Shareholders, filed with the Securities and Exchange Commission on March 1, 2018.

Item 7.01. Regulation FD Disclosure.

The Company issued a press release on October 24, 2018 announcing Mr. Smolik’s appointment, a copy of which is attached hereto as Exhibit 99.1.

In accordance with General Instruction B.2. of Form 8-K, the information set forth herein is deemed to be “furnished” and shall not be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall such information be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is furnished as part of this current report on Form 8-K:

99.1 [Press release dated October 24, 2018.](#)

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: October 24, 2018

By: /s/ Kenneth M. Fisher

Kenneth M. Fisher

Executive Vice President, Chief Financial Officer



**BRENT SMOLIK TO JOIN NOBLE ENERGY AS PRESIDENT
AND CHIEF OPERATING OFFICER**

Houston, October 24, 2018 (GLOBE NEWSWIRE)—Noble Energy, Inc. (NYSE: NBL) (“Noble Energy” or “the Company”) announced today that Brent Smolik will be joining the Company effective November 16, 2018 as President and Chief Operating Officer. He will be responsible for leadership of Noble Energy’s world-wide operations.

Mr. Smolik will bring more than 35 years of oil and gas experience including significant technical and executive operating experience. He has held various leadership roles, including Chairman, President and Chief Executive Officer of EP Energy Corporation; President of the Exploration and Production Company of El Paso Corporation; President of ConocoPhillips, Canada; President of Burlington Resources, Canada; and VP & Chief Engineer of Burlington Resources. He has also served on the boards of directors of Cameron International Corporation, the American Exploration and Production Council, America’s Natural Gas Alliance and the Producers for American Crude Oil Exports. Mr. Smolik received his Bachelor of Science in Petroleum Engineering from Texas A&M University.

David L. Stover, Noble Energy’s Chairman, President and CEO, said, “I am excited to add Brent to our executive team as he will bring a wide breadth of operational, technical and leadership experience to Noble Energy. Having followed his career, I have been impressed by the results he has delivered and the leaders he has developed. His collaborative leadership style, personal values and industry and executive experience create a great fit for Noble Energy. I look forward to partnering with Brent to generate significant shareholder value.”

Mr. Smolik commented, “Dave and his team have a compelling strategy and an impressive portfolio of short-cycle opportunities and longer-term projects. The assets are complemented by a proven leadership team, highly-effective organizational capabilities and a strong balance sheet. I am excited about the future of Noble Energy and pleased to join the Noble team.”

Gary Willingham, EVP of Operations, will be leaving the Company to pursue other opportunities. Mr. Stover added, “I would like to thank Gary for his 15 years of service and significant contributions to Noble Energy. He has been a valued colleague, and we wish him well with his future plans.”

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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