

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 21, 2020

**PIONEER NATURAL RESOURCES COMPANY**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**1-13245**  
(Commission  
File Number)

**75-2702753**  
(I.R.S. Employer  
Identification No.)

**777 Hidden Ridge**  
**Irving, Texas 75038**  
(Address of principal executive offices and zip code)

**(972) 444-9001**  
(Registrant's telephone number, including area code)

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

<b>Title of each class</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered</b>
Common Stock, par value \$.01 per share	PXD	New York Stock Exchange

(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:

- 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 5.07 Submission of Matters to a Vote of Security Holders

The annual meeting of stockholders of Pioneer Natural Resources Company (the "Company") was held on May 21, 2020. At the meeting, three proposals were submitted for a vote of stockholders, as described in the Company's Proxy Statement dated April 9, 2020 (the "Proxy Statement"). The following is a brief description of each proposal and the results of the stockholders' votes.

*Election of Directors.* Prior to the meeting, the Board designated each of the persons named below as nominees for election as directors. Each nominee was, at the time of such nomination and at the time of the meeting, a director of the Company. At the meeting, each nominee was elected as a director of the Company, with the results of the stockholder voting being as follows:

Nominee	For	Against	Abstain	Broker non-votes
Edison C. Buchanan	129,379,036	5,033,388	88,130	9,234,704
Andrew F. Cates	132,877,869	1,533,052	89,633	9,234,704
Phillip A. Gobe	109,298,386	25,112,418	89,750	9,234,704
Larry R. Grillot	134,057,318	356,831	86,405	9,234,704
Stacy P. Methvin	133,993,456	424,083	83,015	9,234,704
Royce W. Mitchell	133,921,291	489,992	89,271	9,234,704
Frank A. Risch	130,354,958	4,055,813	89,783	9,234,704
Scott D. Sheffield	132,683,702	1,735,734	81,118	9,234,704
Mona K. Sutphen	133,955,699	464,133	80,722	9,234,704
J. Kenneth Thompson	124,115,739	10,299,208	85,607	9,234,704
Phoebe A. Wood	131,048,626	3,366,309	85,619	9,234,704
Michael D. Wortley	132,984,041	1,426,992	89,521	9,234,704

*Ratification of selection of independent auditors.* The engagement of Ernst & Young LLP as the Company's independent auditors for 2020 was submitted to the stockholders for ratification. Such engagement was ratified, with the results of the stockholder voting being as follows:

For	139,341,760
Against	4,295,035
Abstain	98,463
Broker non-votes	—

*Advisory vote on executive compensation.* The Company submitted to the stockholders for approval, on an advisory basis, the compensation of the Company's named executive officers, as disclosed in the Proxy Statement. The proposal was approved, with the results of the stockholder voting being as follows:

For	127,466,033
Against	6,700,013
Abstain	334,508
Broker non-votes	9,234,704

## Item 7.01 Regulation FD Disclosure

On May 26, 2020, the Company issued a press release announcing the early results and upsizing of the Company's previously announced cash tender offers (the "Tender Offers") for up to an amended Aggregate Maximum Tender Amount (as defined herein) of its outstanding 3.45% senior notes due 2021, its outstanding 3.95% senior notes due 2022, and its outstanding 7.20% senior notes due 2028 (collectively, the "Notes"). The Company has amended the Tender Offers to increase the aggregate principal amount of Notes subject to the Tender Offers

from \$500 million to approximately \$724.6 million (the "Aggregate Maximum Tender Amount"). A copy of the press release is attached as Exhibit 99.1 hereto and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
99.1(a)	<a href="#">News Release, dated May 26, 2020, titled "Pioneer Natural Resources Announces Early Results and Upsizing of Debt Tender Offers"</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

(a) Furnished herewith.

**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.

**PIONEER NATURAL RESOURCES COMPANY**

By: /s/ Margaret M. Montemayor

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Margaret M. Montemayor

Vice President and Chief Accounting Officer

Date: May 27, 2020

**PIONEER NATURAL RESOURCES ANNOUNCES EARLY RESULTS AND UPSIZING OF DEBT TENDER OFFERS**

**DALLAS – (BUSINESS WIRE) – May 26, 2020 – Pioneer Natural Resources Company (NYSE: PXD)** ("Pioneer" or the "Company") announced today the early results and upsizing of Pioneer's previously announced cash tender offers (the "Tender Offers") to purchase up to an amended Aggregate Maximum Tender Amount (as defined below) of its outstanding 3.45% senior notes due 2021 (the "2021 Notes"), 3.95% senior notes due 2022 (the "2022 Notes") and 7.20% senior notes due 2028 (the "2028 Notes") (collectively, the "Notes"). The Company has amended the Aggregate Maximum Tender Amount to increase the aggregate principal amount of Notes subject to the Tender Offers (the "Aggregate Maximum Tender Amount") from \$500 million to \$724,587,000, which, based on information provided by D.F. King and Co., the tender agent for the Tender Offers, was the aggregate principal amount of Notes that were validly tendered (and not validly withdrawn) at or prior to 5:00 p.m., New York City time, on May 22, 2020 (the "Early Tender Date"). All other terms of the Tender Offers remain unchanged.

The following table sets forth the approximate aggregate principal amounts of each series of Notes that were validly tendered (and not validly withdrawn) as of the Early Tender Date and the principal amounts that, subject to satisfaction of the conditions to the Tender Offers described below, are expected to be accepted for purchase pursuant to the Tender Offers:

Title of Notes	CUSIP Numbers / ISIN	Acceptance Priority Level	Principal Amount Outstanding Prior to the Tender Offers(1)	Total Consideration (2) (3)	Principal Amount of Notes Tendered	Principal Amount of Notes Expected to Be Accepted for Purchase
<b>3.45% Senior Notes due 2021</b>	723787AL1 / US723787AL19	1	\$ 500,000,000	\$ 1,013.00	\$ 360,374,000	\$ 360,374,000
<b>3.95% Senior Notes due 2022</b>	723787AK3 / US723787AK36	2	\$ 600,000,000	\$ 1,045.00	\$ 355,543,000	\$ 355,543,000
<b>7.20% Senior Notes due 2028</b>	723787AB3 / US723787AB37	3	\$ 250,000,000	\$ 1,135.00	\$ 8,670,000	\$ 8,670,000

(1) As of May 11, 2020.

(2) In addition to the Total Consideration, all holders of Notes accepted for purchase in connection with the Early Tender Date will receive accrued and unpaid interest from and including the last interest payment date applicable to the relevant series of Notes up to, but not including, the Early Settlement Date (as defined below).

(3) Includes the Early Tender Premium (as defined below).

The amount of each series of Notes expected to be accepted for purchase was determined pursuant to the terms and conditions of the Tender Offers as set forth in the Offer to Purchase dated May 11, 2020 (the "Offer to Purchase"). Subject to satisfaction of the conditions to the Tender Offers set forth in the Offer to Purchase, the Company expects to accept and pay for Notes tendered prior to the

Early Tender Date on or about May 27, 2020 (the "Early Settlement Date"). Holders of Notes that have been accepted for purchase in connection with the Early Tender Date will receive the applicable Total Consideration set forth in the table above, which includes an early tender premium of \$30.00 per \$1,000 principal amount of the Notes accepted for purchase (the "Early Tender Premium"). In addition to the Total Consideration, all holders of Notes accepted for purchase in connection with the Early Tender Date will receive accrued and unpaid interest from and including the last interest payment date applicable to the relevant series of Notes up to, but not including, the Early Settlement Date. The deadline for holders to validly withdraw tenders of Notes has passed. Accordingly, tendered Notes may no longer be withdrawn or revoked, except in certain limited circumstances where additional withdrawal or revocation rights are required by law. Because the Aggregate Maximum Tender Amount of Notes were tendered and not withdrawn prior to the Early Tender Date, the Company does not expect to accept for purchase any tenders of Notes after the Early Tender Date.

The Tender Offers are subject to the satisfaction of the conditions described in the Offer to Purchase. Such conditions may be waived by the Company in its sole discretion, subject to applicable law. Any waiver of a condition by the Company will not constitute a waiver of any other condition.

The dealer managers for the Tender Offers are Credit Suisse Securities and Goldman Sachs & Co. LLC. Any questions regarding the terms of the Tender Offers should be directed to the Dealer Managers, Credit Suisse Securities at (toll-free) (800) 820-1653 or (212) 538-5828 or Goldman Sachs & Co. LLC, at (toll-free) (800) 828-3182 or (212) 902-6941. The information agent and tender agent is D.F. King & Co., Inc. Any questions regarding procedures for tendering Notes or requests for copies of the Offer to Purchase or other documents relating to the Tender Offers should be directed to the information agent for the Tender Offers, D.F. King & Co., Inc., at (866) 751-6311 (toll-free) or (212) 269-5550.

This press release shall not constitute an offer to sell, a solicitation to buy or an offer to purchase or sell any securities. No offer, solicitation, purchase or sale will be made in any jurisdiction in which such offer, solicitation, or sale would be unlawful. The offer is being made solely pursuant to the terms and conditions set forth in the Offer to Purchase.

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Pioneer is a large independent oil and gas exploration and production company, headquartered in Dallas, Texas, with operations in the United States.

*Except for historical information contained herein, the statements in this news release are forward-looking statements that are made pursuant to the Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements and the business prospects of Pioneer are subject to a number of risks and uncertainties that may cause Pioneer's actual results in future periods to differ materially from the forward-looking statements. These risks and uncertainties include, among other things, volatility of commodity prices, product supply and demand, the impact of a widespread outbreak of an illness, such as the COVID-19 pandemic, global and U.S. economic activity, government regulation or action, Pioneer's ability to implement its business plans or complete its development activities as scheduled, access to and cost of capital, the financial strength of counterparties to Pioneer's credit facility, investment instruments and derivative contracts and purchasers of Pioneer's oil, natural gas liquids and gas production, and acts of war or terrorism. These and other risks are described in Pioneer's Annual Report on Form 10-K for the year ended December 31, 2019, Quarterly Report on Form 10-Q for the quarter ended March 31, 2020, and other filings with the Securities and Exchange Commission. In addition, Pioneer may be subject to currently unforeseen risks that may have a materially adverse impact on it. Accordingly, no assurances can be given that the actual events and results will not be materially different than the anticipated results described in the forward-looking statements. Pioneer undertakes no duty to publicly update these statements except as required by law.*

Source: Pioneer Natural Resources Company

**Pioneer Natural Resources Company**

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