

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): July 18, 2022

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:

Title of each class	Trading Symbol	Name of each exchange on which registered
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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 18, 2022, the Board of Directors (the "Board") of Pioneer Natural Resources Company (the "Company") appointed Jacinto J. Hernandez to the Board with a term expiring at the 2023 annual meeting of stockholders. Mr. Hernandez will serve on the Board's Audit Committee and Health, Safety and Environment Committee.

Mr. Hernandez will receive the standard non-employee director compensation for serving on the Board, including a grant of 942 restricted stock units representing the annual grant for non-employee directors for the 2022-2023 director year, which will vest in equal quarterly increments through the 2023 annual meeting of stockholders, as well as a grant of 628 restricted stock units that will vest in one-third increments each year over the next three years. In addition, effective July 18, 2022, the Company and Mr. Hernandez will enter into the Company's standard form of indemnification agreement for its non-employee directors, which requires the Company to indemnify each indemnitee to the fullest extent permitted by the Delaware General Corporation Law. For a description of the compensation program for the Company's non-employee directors and the Company's indemnification agreements, please see the Company's Proxy Statement for its 2022 annual meeting of stockholders, filed with the Securities and Exchange Commission on April 14, 2022.

In connection with his appointment to the Board, the Board determined that Mr. Hernandez is independent under the independence standards of the New York Stock Exchange (the "NYSE"), and is independent under the rules of the NYSE and the Securities and Exchange Commission for purposes of service on the Audit Committee. There are no arrangements or understandings between Mr. Hernandez and any other person pursuant to which he was selected as a director, and there are no relationships or transactions to which Mr. Hernandez is a party that would require disclosure under Item 404(a) of Regulation S-K.

A copy of the news release announcing the appointment of the new director to the Board is furnished as Exhibit 99.1 to this Report.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
99.1(a)	News Release, dated July 20, 2022, titled "Pioneer Natural Resources Announces the Addition of Jacinto Hernandez to the Company's Board of Directors".
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/ Mark H. Kleinman

Mark H. Kleinman

Executive Vice President and General Counsel

Date: July 20, 2022

News Release

Pioneer Natural Resources Announces the Addition of Jacinto Hernandez to the Company's Board of Directors

DALLAS, Texas, July 20, 2022 – Pioneer Natural Resources Company (NYSE: PXD) (“Pioneer” or “the Company”) today announced the addition of Jacinto Hernandez to the Company's Board of Directors.

Mr. Hernandez brings over twenty-two years of experience at Capital Group, where he previously helped lead the research portfolio for one of the largest growth mutual funds in the world and has extensive experience across multiple asset classes and industries, with a focus on the global energy sector. He has advised corporations and boards on a wide array of topics, including corporate strategy, communication, capital allocation and diversity, equity and inclusion. Mr. Hernandez retired from Capital Group earlier this year to spend more time with his family but remains active in the energy industry.

Pioneer's Chief Executive Officer Scott D. Sheffield stated, “We are excited for Jacinto to join our Board of Directors. He has immense experience in financial markets, investment management and the energy sector and will help Pioneer navigate and excel as the energy landscape continues to evolve. His deep understanding of the sector, viewed through the lens of an experienced investor, will no doubt serve as a unique and long-lasting benefit to Pioneer.”

Chairman of the Board, J. Kenneth Thompson added, “Jacinto brings an impressive financial background to Pioneer's Board through over two decades at one of the largest investment firms in the world. His many strengths will complement the Board's existing diverse experience base and help Pioneer continue its leadership position in the industry.”

Mr. Hernandez earned his Bachelor of Science in Economics from Stanford University, with a minor in Political Science.

Pioneer is a large independent oil and gas exploration and production company, headquartered in Dallas, Texas, with operations in the United States. For more information, visit Pioneer's website at www.pxd.com.

Pioneer Natural Resources Company Contacts:

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