EPL OIL & GAS, INC.
Form DEFA14A
March 21, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

SCHEDULE 14A

(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

Filed by the Registrant x Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

¨ Definitive Proxy Statement

x Definitive Additional Materials

¨ Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

EPL Oil & Gas, Inc.

Name of Registrant as Specified in Its Charter

(Name of Person(s) Filing Proxy Statement, if other than Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

¨ Fee paid previously with preliminary materials.

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, schedule or registration statement no.:

(3) Filing party:

(4) Date filed:

IMPORTANT ANNUAL MEETING INFORMATION

Vote by Internet
Go to **www.envisionreports.com/EPL**
Or scan the QR code with your smartphone
Follow the steps outlined on the secure website

Important Notice Regarding the Availability of Proxy Materials for the

EPL Oil & Gas, Inc. Annual Meeting to be Held on Tuesday, April 30, 2013

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual stockholders meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy statement will contain the appropriate instructions for voting, including directions to attend and vote at the meeting. The proxy statement and annual report to stockholders are available at:

Easy Online Access A Convenient Way to View Proxy Materials and Vote
When you go online to view materials, you can also vote your shares.
Step 1: Go to **www.envisionreports.com/EPL** to view the materials**.**
Step 2: Click on **Cast Your Vote or Request Materials**.
Step 3: Follow the instructions on the screen to log in.
Step 4: Make your selection as instructed on each screen to select delivery preferences and vote.
When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.

Obtaining a Copy of the Proxy Materials If you want to receive a copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before April 16, 2013 to facilitate timely delivery.

¢ +
01LSTE

Stockholder Meeting Notice

Dear EPL Oil & Gas, Inc. Stockholder:

The 2013 Annual Meeting of Stockholders of EPL Oil & Gas, Inc. (the Company) will be held at the Company s offices at 919 Milam Street, Suite 1600, Houston, Texas 77002, on Tuesday, April 30, 2013, at 9:00 a.m Central Daylight Time.

Proposals to be considered at the Meeting:

(1) Election of six (6) nominees to the Company s Board of Directors.

Charles O. Buckner

Scott A. Griffiths

Gary C. Hanna

Marc McCarthy

Steven J. Pully

William F. Wallace

(2) Approval of an amendment to the Company s 2009 Long Term Incentive Plan to increase the number of shares of common stock available for award under the plan from 2,474,000 to 3,574,000 shares.
(3) Ratification of the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accountants for the year ending December 31, 2013.
(4) Approval, on a non-binding advisory basis, of the Company s executive compensation.
(5) Transaction of such other business as may properly come before the Meeting.

Management recommends a vote FOR Items 1, 2, 3, and 4.

Management makes <u>no recommendation</u> with respect to Item 5.

The Board of Directors has fixed the close of business on March 5, 2013 as the record date (the Record Date) for the determination of stockholders entitled to receive notice of and to vote at the Meeting or any adjournment(s) or postponement(s) thereof.

Here s how to order a copy of the proxy materials and select a future delivery preference:

Paper copies: Current and future paper delivery requests can be submitted via the telephone, Internet or email options below.

Email copies: Current and future email delivery requests must be submitted via the Internet following the instructions below. If you request an email copy of current materials you will receive an email with a link to the materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a set of proxy materials.

g **Internet** Go to **www.envisionreports.com/EPL**. Click Cast Your Vote or Request Materials. Follow the instructions to log in and order a copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials.

g **Telephone** Call us free of charge at 1-866-641-4276 and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.

g **Email** Send email to investorvote@computershare.com with Proxy Materials EPL Oil & Gas, Inc. in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by April 16, 2013.

01LSTE