

KEY ENERGY SERVICES INC  
Form 8-K  
February 04, 2014

**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): February 4, 2014 (January 30, 2014)**

**KEY ENERGY SERVICES, INC.**

**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or other Jurisdiction**  
**of Incorporation)**

**001-08038**  
**(Commission**  
**File Number)**  
**1301 McKinney Street, Suite 1800**

**04-2648081**  
**(IRS Employer**  
**Identification No.)**

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**Houston, Texas 77010**

**(Address of principal executive offices and Zip Code)**

**713-651-4300**

**(Registrant's telephone number, including area code)**

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))

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

(e) Grants of Restricted Stock and Performance Units under the 2012 Equity and Cash Incentive Plan.

On January 30, 2014, the Compensation Committee (the Committee) of the Board of Directors (the Board) of Key Energy Services, Inc. (the Company) granted restricted stock and performance unit awards as long-term equity-based incentive compensation to the Company's named executive officers under the Key Energy Services, Inc. 2012 Equity and Cash Incentive Plan (the Plan), as follows:

	Restricted Stock	Performance Units
<b>Richard J. Alario</b>		
Chairman, President and Chief Executive Officer	265,518	265,518
<b>Newton W. Wilson III</b>		
Executive Vice President and Chief Operating Officer	142,233	94,822
<b>J. Marshall Dodson</b>		
Senior Vice President and Chief Financial Officer	124,147	31,037
<b>Kim B. Clarke</b>		
Senior Vice President, Administration and Chief People Officer	108,094	27,024
<b>Kimberly R. Frye</b>		
Senior Vice President, General Counsel and Secretary	90,238	22,559

The restricted stock represents awards of actual shares of the Company's common stock, par value \$0.10 per share (Common Stock). The shares of restricted stock vest in three equal annual installments, subject to the executive's continuing employment with the Company through each respective vesting date for each installment. Until vested, the shares of restricted stock are subject to forfeiture and may not be sold, assigned, transferred, hypothecated or pledged. In addition, in the event of termination of employment of the executive officer for any reason other than death or disability, the executive officer shall forfeit to the Company all unvested shares of the restricted stock. The forfeiture restrictions lapse as to all of the restricted stock on (a) the date the executive officer's employment with the Company is terminated by reason of death or disability, or (b) the date of a change in control of the Company, subject to the executive's continuing employment with the Company through the time immediately prior to such event. The executive officer shall have all of the rights of a stockholder of the Company with respect to the restricted stock, including voting rights and the right to receive dividends.

The performance units provide a cash incentive award, the value of which is determined by reference to the value of Common Stock. One half of the performance units are measured based on a performance period consisting of calendar year 2014, and the other half are measured based on a performance period consisting of calendar year 2015. At the end of each performance period, subject to review and certification of results by the Committee (which is the administrator under the Plan), the executive will earn a specified percentage of his or her target performance units subject to that performance period based on the placement of the Company's total shareholder return relative to the total shareholder

return of a group of peer companies (the Proxy Peer Group ), as follows:

<i>Company Placement</i>	<i>Percentile Ranking</i>	<i>Performance</i>
<i>In Proxy Peer Group for</i>	<i>In</i>	<i>Units</i>
<i>the Performance Period</i>	<i>Proxy Peer</i>	<i>Earned as a</i>
	<i>Group</i>	<i>Percentage of Target</i>
First	100%	200%
Second	91%	180%
Third	82%	160%
Fourth	73%	140%
Fifth	64%	120%
Sixth	55%	100%
Seventh	45%	75%
Eighth	36%	50%
Ninth	27%	25%
Tenth	18%	0%
Eleventh	9%	0%
Twelfth	0%	0%

The Proxy Peer Group consists of Baker Hughes Incorporated (BHI), Basic Energy Services, Inc. (BAS), Exterran Holdings, Inc. (EXH), Helix Energy Solutions Group, Inc. (HLX), Noble Corporation (NE), Oceaneering International, Inc. (OII), Oil States International, Inc. (OIS), Patterson-UTI Energy, Inc. (PTEN), RPC, Inc. (RES), Superior Energy Services, Inc. (SPN) and Weatherford International Ltd. (WFT), or any other corporation selected by the Committee. Total shareholder return for the Company is calculated with respect to each performance period by dividing (a) the average closing price of the Common Stock for the last thirty (30) trading days of the applicable performance period (plus any dividends paid per share by any of the companies during the applicable performance period), less the average closing price of Common Stock for the thirty (30) trading days immediately preceding the performance period, by (b) the average closing price of Common Stock for the thirty (30) trading days immediately preceding the performance period. Total shareholder return is calculated with respect to each performance period for the companies in the Proxy Peer Group on the same basis as total shareholder return is calculated for the Company.

If any performance units are earned for a completed performance period, the executive will be paid, within sixty (60) days following the end of the performance period, a cash amount equal to the number of performance units earned multiplied by the closing price of Common Stock on the last trading day of that performance period (subject to the executive's continuing employment through the payment date, except that, payment will still be made in the case of death or disability following the end of the performance period but prior to the payment date).

The forms of restricted stock award agreement and performance unit award agreement used in connection with these grants were previously filed with the Securities and Exchange Commission as Exhibits 10.1 and 10.2 to the Company's 8-K filed January 25, 2013. The Plan has been previously filed with the Securities and Exchange Commission on April 11, 2012 as Appendix A of the Company's Schedule 14A Proxy Statement.

**Item 8.01**

On January 30, 2014, the Board and the Committee approved a director and officer hedging policy (the Anti-Hedging Policy ). The Anti-Hedging Policy prohibits the Company s directors and officers from entering into hedging or monetization transactions that are based on the Company s securities, and restricts their ability to hold certain Company securities in a margin account or to pledge such securities as collateral for a loan.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Hedging Transactions Policy for Key Energy Services, Inc. s Stock.

**SIGNATURE**

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.

KEY ENERGY SERVICES, INC.

Date: February 4, 2014

By: /s/ Kimberly R. Frye  
Kimberly R. Frye  
Senior Vice President, General Counsel and  
Secretary

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Hedging Transactions Policy for Key Energy Services, Inc. s Stock.