
**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 16, 2019 (May 15, 2019)

AMPLIFY ENERGY CORP.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction of
Incorporation or Organization)

001-35364
(Commission
File Number)

82-1326219
(I.R.S. Employer
Identification No.)

500 Dallas Street, Suite 1700
Houston, Texas
(Address of Principal Executive Offices)

77002
(Zip Code)

Registrant's telephone number, including area code: (713) 490-8900

Not Applicable
(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 (see General Instruction A.2. below):

- 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))

Securities Registered Pursuant to Section 12(b):

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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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.

On May 15, 2019, Amplify Energy Corp. (the “Company”) held its 2019 Annual Meeting of Stockholders (the “Annual Meeting”) in Houston, Texas for the following purposes: (1) to elect seven directors to serve on the Company’s board of directors with a term of office expiring at the 2020 Annual Meeting of Stockholders; (2) to ratify the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019; (3) to approve, on an advisory basis, the compensation of the Company’s named executive officers; and (4) to approve, on an advisory basis, the frequency of future advisory votes on executive compensation. The proposals voted upon at the Annual Meeting and the final voting results are indicated below. For additional information on these proposals, please see the Company’s proxy statement on Schedule 14A that was filed with the Securities and Exchange Commission on April 5, 2019.

Proposal 1 — Election of Directors

David M. Dunn, Christopher W. Hamm, Scott L. Hoffman, Evan S. Lederman, David H. Proman, Kenneth Mariani and Edward A. Scoggins, Jr. were elected to continue to serve as the Company’s directors until the 2020 Annual Meeting of Stockholders or until their respective successors are duly elected and qualified. Votes regarding the persons elected as directors were as follows:

<u>Nominee</u>	<u>For</u>	<u>Withhold</u>	<u>Broker Non-Votes</u>
David M. Dunn	16,447,196	326,877	3,721,441
Christopher W. Hamm	16,254,952	519,121	3,721,441
Scott L. Hoffman	16,733,432	40,641	3,721,441
Evan S. Lederman	16,547,575	226,498	3,721,441
Kenneth Mariani	16,514,353	259,720	3,721,441
David H. Proman	16,059,091	714,982	3,721,441
Edward A. Scoggins, Jr.	16,547,071	227,002	3,721,441

Proposal 2 — Ratification of the Appointment of KPMG LLP as Independent Auditor

The appointment of KPMG LLP as the Company’s independent auditor for 2019 was ratified. The voting results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
20,483,696	7,889	3,929

Proposal 3 — Approval of the Compensation, on an Advisory Basis, of the Company’s Named Executive Officers

The compensation of the Company’s named executive officers was approved, on an advisory basis, as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
16,433,139	336,572	4,362	3,721,441

Proposal 4 — Approval, on an Advisory Basis, of the Frequency of Future Advisory Votes on Executive Compensation

The frequency of advisory votes on executive compensation to occur every year was approved, on an advisory basis, as follows:

<u>Every Year</u>	<u>Every Two Years</u>	<u>Every Three Years</u>	<u>Abstain</u>
16,775,554	3,746	13,086	1,687

The Company has determined that it will hold an advisory vote on executive compensation every year, until the next stockholder advisory vote on the preferred frequency of advisory votes on executive compensation.

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.

Dated: May 16, 2019

AMPLIFY ENERGY CORP.

By: /s/ Martyn Willsher

Name: Martyn Willsher

Title: Senior Vice President and Chief Financial Officer