

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**FORM 8-K**

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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 23, 2019

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**JAGGED PEAK ENERGY INC.**

(Exact name of registrant as specified in its charter)

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

**001-37995**  
(Commission  
File Number)

**81-3943703**  
(I.R.S. Employer  
Identification Number)

**1401 Lawrence St., Suite 1800**  
**Denver, Colorado 80202**

**(720) 215-3700**  
(Registrant's telephone number, including area code)

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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.

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

Title of each class	Ticker Symbol	Name of each exchange on which registered
Common stock, par value \$0.01 per share	JAG	New York Stock Exchange

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**Item 1.01 Entry into a Material Definitive Agreement.**

The information set forth in Item 5.02 is incorporated by reference herein to the extent required.

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

On July 23, 2019, the Board of Directors (the “Board”) of Jagged Peak Energy Inc. (the “Company”) appointed Adrianna C. Ma to serve as a Class I director of the Company. The Board has determined to not appoint Ms. Ma to any committees of the Board at the time of her appointment. The Board plans to review committee assignments in connection with its upcoming Board meeting.

Ms. Ma is the Managing Partner of Haleakala Holdings LLC, her personal investment firm. From 2015 until 2019, Ms. Ma was a managing partner of Fremont Group, a single-family investment firm where she oversaw a portfolio that consisted of externally-managed funds as well as public and private securities. Prior to that, Ms. Ma was a managing director of General Atlantic LLC, where she spent ten years investing in and serving on the boards of directors of technology-enabled growth companies globally. Before joining General Atlantic, she was an investment banker in Morgan Stanley’s Mergers, Acquisitions, and Restructuring Department. Previously, she was a project manager at the network server division of Hewlett-Packard Company. Ms. Ma is a director of Applied Materials, Inc. (NASDAQ: AMAT) where she chairs the Investment Committee and is a member of the Audit Committee and Corporate Governance and Nominating Committee. She is also involved with a number of educational and not-for-profit organizations. She serves on the board of directors of the MIT Investment Management Company, which oversees MIT’s endowment, and the UCSF Foundation Investment Company. She also serves on visiting committees of the MIT Corporation and on the MIT Media Lab’s Advisory Council. Ms. Ma is a Trustee of The Nature Conservancy’s California Board and a life member of the Council on Foreign Relations. Ms. Ma received a BS in electrical science and engineering and an ME in electrical engineering and computer science from MIT. She also received an MBA from Harvard Business School. Ms. Ma is a 2012 Henry Crown Fellow of the Aspen Institute and a member of the Aspen Global Leadership Network.

Ms. Ma will participate in the Company’s standard independent director compensation arrangements prorated for her term of service pursuant to which non-employee directors receive an annual cash retainer equal to \$85,000 paid on a quarterly basis and an annual equity grant of \$175,000 that generally vests approximately one-year after grant on the date immediately prior to the date of the Company’s annual stockholder meeting. In addition, Ms. Ma will enter into the Company’s Indemnification Agreement, a form of which was filed as Exhibit 10.3 to the Company’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Committee on May 12, 2017. There are no other arrangements or understandings pursuant to which Ms. Ma was appointed as a director. Further, Ms. Ma has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Immediately prior to the effectiveness of Ms. Ma’s appointment, the Company entered into a waiver of that certain Stockholders’ Agreement, dated as of February 1, 2017, by and among the Company, Q-Jagged Peak Energy Investment Partners, LLC, a Delaware limited liability company (“Q-Jagged Peak”), JPE Management Holdings LLC, a Delaware limited liability company, and the individuals and entities listed on the signature pages thereto, pursuant to which Q-Jagged Peak agreed to an increase in the size of the Board and to the appointment of Ms. Ma as a director. A copy of the waiver is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure.**

On July 25, 2019, the Company issued a press release relating to the matters described in Item 5.02 above. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
10.1	<a href="#"><u>Waiver to Stockholders’ Agreement, dated as of July 23, 2019, by and among Jagged Peak Energy Inc. and Q-Jagged Peak Energy Investment Partners, LLC.</u></a>
99.1	<a href="#"><u>Press Release, dated July 25, 2019.</u></a>

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**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.

**JAGGED PEAK ENERGY INC.**

Date: July 25, 2019

By: /s/ Christopher I. Humber  
Name: Christopher I. Humber  
Title: Executive Vice President, General Counsel & Secretary

STOCKHOLDERS' AGREEMENT WAIVER

July 23, 2019

Q-Jagged Peak Energy Investment Partners, LLC  
1401 McKinney Street, Suite 2700  
Houston, TX 77010  
Attention: General Counsel

Gentlemen:

Reference is made to that certain Stockholders' Agreement, dated as of February 1, 2017, by and among Jagged Peak Energy Inc., a Delaware corporation (the "**Company**"), Q-Jagged Peak Energy Investment Partners, LLC, a Delaware limited liability company ("**Q-Jagged Peak**"), JPE Management Holdings LLC, a Delaware limited liability company, and the individuals and entities listed on the signature pages thereto, as such may be amended from time to time (the "**Stockholders' Agreement**"). Capitalized terms used herein without definition shall have the meaning ascribed to such terms in the Stockholders' Agreement.

Pursuant to the Stockholders' Agreement, Q-Jagged Peak currently has the right to designate at least a majority of the Board. The Board currently consists of nine (9) directors, five (5) of which were designated by Q-Jagged Peak (Messrs. VanLoh, Davidson, Linn, Verma, and Webster). The Board has determined that it would like increase the size of the Board to ten (10) members and elect Adrianna C. Ma to serve as an independent director to fill the newly created vacancy. By signing below, Q-Jagged Peak waives its right to elect a majority of the Board for the sole purpose of Ms. Ma's election as an independent director. Q-Jagged Peak expressly reserves all of its rights and remedies under the Stockholders' Agreement. Nothing in this waiver shall constitute a waiver or relinquishment of any of the agreements, terms or conditions contained in the Stockholders' Agreement except as expressly stated herein.

Very truly yours,

By: /s/ James J. Kleckner  
Name: James J. Kleckner  
Title: President & Chief Executive Officer

Accepted and agreed:

**Q-JAGGED PEAK ENERGY INVESTMENT PARTNERS, LLC**

By: James V. Baird  
Name: James V. Baird  
Title: Authorized Person

**JAGGED PEAK ENERGY INC. ANNOUNCES THE ADDITION OF ADRIANNA C. MA TO ITS BOARD OF DIRECTORS**

Denver, Colorado (July 25, 2019) – Jagged Peak Energy Inc. (NYSE: JAG) (“Jagged Peak” or the “Company”) announced today the election of Adrianna C. Ma to Jagged Peak’s Board of Directors. Ms. Ma’s election brings the number of directors to ten.

Ms. Ma is the Managing Partner of Haleakala Holdings LLC, her personal investment firm. From 2015 until 2019, Ms. Ma was a managing partner of Fremont Group, a single-family investment firm where she oversaw a portfolio that consisted of externally-managed funds as well as public and private securities. Prior to that, Ms. Ma was a managing director of General Atlantic LLC, where she spent ten years investing in and serving on the boards of directors of technology-enabled growth companies globally. Before joining General Atlantic, she was an investment banker in Morgan Stanley’s Mergers, Acquisitions, and Restructuring Department. Previously, she was a project manager at the network server division of Hewlett-Packard Company. Ms. Ma is a director of Applied Materials, Inc. (NASDAQ: AMAT) where she chairs the Investment Committee and is a member of the Audit Committee and Corporate Governance and Nominating Committee. She is also involved with a number of educational and not-for-profit organizations. She serves on the board of directors of the MIT Investment Management Company, which oversees MIT’s endowment, and the UCSF Foundation Investment Company. She also serves on visiting committees of the MIT Corporation and on the MIT Media Lab’s Advisory Council. Ms. Ma is a Trustee of The Nature Conservancy’s California Board and a life member of the Council on Foreign Relations. Ms. Ma received a BS in electrical science and engineering and an ME in electrical engineering and computer science from MIT. She also received an MBA from Harvard Business School. Ms. Ma is a 2012 Henry Crown Fellow of the Aspen Institute and a member of the Aspen Global Leadership Network.

“We are excited to welcome Adrianna to the Jagged Peak board of directors,” said Charles D. Davidson, Chairman of the Board. “She’s an established investor and thought leader whose diverse financial and technology expertise will greatly contribute to Jagged Peak’s continued success. Her insights into the public markets and broad investment experience will be invaluable as the Company builds upon its premier position in the Delaware Basin located within the greater Permian Basin.”

**About Jagged Peak Energy Inc.**

Jagged Peak Energy Inc. is an independent oil and natural gas company focused on the acquisition and development of unconventional oil and associated liquids-rich natural gas reserves in the Southern Delaware Basin, a sub-basin of the Permian Basin of West Texas.

**Contact**

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