
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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, 2018**

SEMGROUP CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-34736

(Commission File Number)

20-3533152

(IRS Employer Identification No.)

**Two Warren Place
6120 S. Yale Avenue, Suite 1500
Tulsa, OK 74136-4231**

(Address of Principal Executive Offices) (Zip Code)

(918) 524-8100

(Registrant's Telephone Number, Including Area Code)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 3.03. Material Modification to Rights of Security Holders.

An amendment to the Amended and Restated Certificate of Incorporation, as amended, of SemGroup Corporation (the “Company”) to increase the number of authorized shares of Class A Common Stock, \$0.01 par value per share, from 90,000,000 shares of Class A Common Stock to 180,000,000 shares of Class A Common Stock was approved by the stockholders of the Company at the Company’s Annual Meeting of Stockholders held on May 16, 2018 (the “2018 Annual Meeting”). A Certificate of Amendment to the Amended and Restated Certificate of Incorporation, as amended, was filed by the Company with the Secretary of State of the State of Delaware on May 18, 2018. The Certificate of Amendment is attached as Exhibit 3.1 to this Current Report on Form 8-K.

Item 5.07. Submission of Matters to a Vote of Security Holders.

Stockholders were asked to vote on four proposals at the 2018 Annual Meeting. A total of 79,027,265 shares of the Company’s Class A Common Stock were entitled to vote as of March 29, 2018, the record date for the 2018 Annual Meeting (the “Record Date”). There were 63,374,571 shares of Class A Common Stock present, in person or by proxy, at the 2018 Annual Meeting (or 80.2% of the outstanding shares of Class A Common Stock). As of the Record Date, there were 350,000 shares of the Company’s Series A Cumulative Perpetual Convertible Preferred Stock (“Preferred Stock”) outstanding. Holders of shares of Preferred Stock were entitled to vote together with the holders of shares of Class A Common Stock as a single class. Each holder of shares of Preferred Stock was entitled to a number of votes equal to the number of votes such holder would have had if all shares of Preferred Stock held by such holder had been converted into shares of Class A Common Stock as of the Record Date. As of the Record Date, the outstanding shares of Preferred Stock were convertible into an aggregate of 10,606,061 shares of Class A Common Stock and such amount represented an equal number of votes that holders of Preferred Stock were entitled to cast, in person or by proxy, at the 2018 Annual Meeting. Giving effect to the Preferred Stock on an as-converted basis, there were 10,606,061 shares of Preferred Stock present, in person or by proxy, at the 2018 Annual Meeting.

Set forth below are the matters acted upon by the stockholders at the 2018 Annual Meeting, and the final voting results of each such proposal. Voting results below give effect to votes cast, in person or by proxy, by holders of Preferred Stock on an as-converted basis.

Proposal 1 - Election of Directors

The stockholders voted to elect seven directors to serve for a one-year term expiring at the annual meeting of stockholders in 2019 and until their successors are duly elected and qualified. The results of the vote were as follows:

	For	Withheld	Broker Non-Votes
Ronald A. Ballschmiede	68,726,899	1,274,614	3,979,119
Sarah M. Barpoulis	69,070,757	930,756	3,979,119
Carlin G. Conner	68,955,332	1,046,181	3,979,119
Karl F. Kurz	68,753,664	1,247,849	3,979,119
James H. Lytal	68,865,551	1,135,962	3,979,119
William J. McAdam	68,759,133	1,242,380	3,979,119
Thomas R. McDaniel	68,394,139	1,607,374	3,979,119

**Proposal 2 - Advisory Vote on
Executive Compensation**

The stockholders voted to approve, on an advisory and non-binding basis, named executive officer compensation. The results of the vote were as follows:

For	Against	Abstain	Broker Non-Votes
68,148,829	1,617,804	234,880	3,979,119

**Proposal 3 - Ratification of Appointment of
Independent Registered Public Accounting Firm**

The stockholders voted to ratify the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for 2018. The results of the vote were as follows:

For	Against	Abstain	Broker Non-Votes
73,907,395	25,830	47,407	-0-

Proposal 4 - Approval of an Amendment to the Company's Amended and Restated Certificate of Incorporation, as amended, to increase the number of authorized shares of the Company's Class A Common Stock from 90,000,000 shares to 180,000,000 shares

The stockholders voted to approve an amendment to the Company's Amended and Restated Certificate of Incorporation, as amended, to increase the number of shares of the Company's Class A Common Stock from 90,000,000 shares to 180,000,000 shares:

For	Against	Abstain	Broker Non-Votes
73,247,114	585,655	147,863	-0-

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibit is filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
--------------------	--------------------

3.1	<u>Certificate of Amendment of Amended and Restated Certificate of Incorporation, as amended, of SemGroup Corporation.</u>
-----	--

SIGNATURES

Pursuant to the requirements of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SEMGROUP CORPORATION

Date: May 22, 2018

By: /s/ William H. Gault
William H. Gault
Secretary

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
SEMGROUP CORPORATION**

SemGroup Corporation (the “**Corporation**”), a corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. This Certificate of Amendment (the “***Certificate of Amendment***”) amends the provisions of the Corporation’s Amended and Restated Certificate of Incorporation, as amended, filed with the Secretary of State of the State of Delaware (the “***Certificate of Incorporation***”).
2. Section A and Section B(1) of Article FOURTH of the Certificate of Incorporation are hereby amended and restated in their entirety as follows:

“FOURTH:

A. Authorized Capital Stock. The total number of shares of all classes of stock which the Corporation shall have authority to issue is One Hundred Ninety-Four Million (194,000,000) shares, consisting of One Hundred Ninety Million (190,000,000) shares of Common Stock, par value \$0.01 per share (“*Common Stock*”), and Four Million (4,000,000) shares of Preferred Stock, par value \$0.01 per share (“*Preferred Stock*”). Except as otherwise provided by law, the shares of stock of the Corporation may be issued by the Corporation from time to time in such amounts, for such consideration and for such corporate purposes as the Board of Directors of the Corporation (the “*Board of Directors*”) may from time to time determine.

B. Common Stock.

1. Classes. The Common Stock shall consist solely of (a) 180,000,000 shares of Class A Common Stock, par value \$0.01 per share (“*Class A Common Stock*”), and (b) 10,000,000 shares of Class B Common Stock, par value \$0.01 per share (“*Class B Common Stock*” and collectively, “*Class A and Class B Common Stock*”). Except as otherwise provided in this Article FOURTH or any amendments thereto, all Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.”

3. This amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
4. All other provisions of the Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by William H. Gault, its Secretary, this 18th day of May, 2018.

SEMGROUP CORPORATION

By: /s/ William H. Gault

Name: William H. Gault

Title: Secretary