

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): **January 19, 2021**

PHX MINERALS INC.

(Exact name of registrant as specified in its charter)

OKLAHOMA
(State or other jurisdiction
of incorporation)

001-31759
(Commission File Number)

73-1055775
(I.R.S. Employer
Identification No.)

**1601 NW Expressway,
Suite 1100
Oklahoma City, OK**
(Address of principal executive
offices)

73118
(Zip code)

(405) 948-1560
(Registrant's telephone number including area code)

Not Applicable
(Former name or former address if changed since last report)

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Class A Common Stock, \$0.01666 par value	PHX	New York Stock Exchange

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 (§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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers.

On January 19, 2021, PHX Minerals Inc. (the “Company”) announced that John H. Pinkerton was appointed to the Company’s board of directors on December 22, 2020, with an effective date of February 1, 2021. His appointment increases the board’s size to six members. Mr. Pinkerton was appointed to fill the vacancy created by the departure of Robert E. Robotti, who retired from the Company’s board of directors effective May 1, 2020. Mr. Pinkerton will be assuming Mr. Robotti’s positions on the Compensation Committee and Corporate Governance and Nominating Committee. Mr. Pinkerton’s term on the Company’s board of directors ends March 2022. His compensation will be consistent with the director compensation outlined in the Company’s definitive proxy statement, pro-rated for his February 1, 2021 start date.

Mr. Pinkerton currently serves as Executive Chairman and is Chairman of the Board of Directors of Encino Energy, a private oil and gas operating company, since 2017. He also serves as a director of EP Energy, a private oil and gas operating company, since 2020. In 1990, Mr. Pinkerton was employed at Range Resources Corporation (NYSE: RRC) first as President and then as Chief Executive Officer from 1992 until 2012. He also served as a director on Range Resources board starting in 1988 and then as Chairman from 2008 until January 2015. Mr. Pinkerton received a Bachelor of Arts degree in Business Administration from Texas Christian University, where he now serves on the board of trustees, and holds a Master’s degree in Accounting from the University of Texas at Arlington.

Item 9.01 Financial Statements & Exhibits.

(d) Exhibits

Exhibit

No.	Description
99.1	<u>Press Release dated January 19, 2021.</u>

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.

PHX MINERALS INC.

By: /s/ Chad L. Stephens
Chad L. Stephens
President and Chief Executive Officer

DATE: January 21, 2021



FOR IMMEDIATE RELEASE
PLEASE CONTACT: Chad L. Stephens
405.948.1560
Website: www.phxmin.com

PHX MINERALS INC. ANNOUNCES NEW DIRECTOR

OKLAHOMA CITY, Jan. 19, 2021 – PHX MINERALS INC., “PHX,” (NYSE: PHX), today announced that John H. Pinkerton was appointed to the Company’s Board of Directors effective Feb. 1, 2021. Mr. Pinkerton was appointed to replace Robert E. Robotti, who retired effective May 1, 2020, and his appointment increases the board’s size to six members.

“Our Board and management team are delighted that Mr. Pinkerton has agreed to join our Board of Directors. His extensive background and expertise in many facets of the oil and gas business increase the Board’s ability to assist our management team with the execution of our growth through mineral acquisition strategy,” said Mark Behrman, PHX’s Lead Independent Director.

Mr. Pinkerton joined Range Resources Corporation (NYSE: RRC) as President in 1990 and as Chief Executive Officer from 1992 until 2012. He served as a director starting in 1988 and as Chairman from 2008 until January 2015. During his tenure, Range Resources grew from its small cap origins to be a \$13 billion enterprise with a preeminent position in the Marcellus Shale. Mr. Pinkerton currently serves as Executive Chairman and is Chairman of the Board of Directors of Encino Energy, a private oil and gas operating company, since 2017. He also serves as a director of EP Energy since 2020. Mr. Pinkerton received his Bachelor of Arts degree in Business Administration from Texas Christian University, where he now serves on the board of trustees, and a Master’s degree from the University of Texas at Arlington.

PHX Minerals Inc. (NYSE: PHX) Oklahoma City-based, PHX Minerals Inc. is a natural gas and oil mineral company with a strategy to proactively grow its mineral position in our core areas of focus. PHX owns approximately 253,000 net mineral acres principally located in Oklahoma, Texas, North Dakota, New Mexico and Arkansas. Approximately 71% of this mineral count is unleased and undeveloped. Additional information on PHX can be found at www.phxmin.com.