

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): **October 5, 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)

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 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

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 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

At the Special Meeting of Shareholders of PHX Minerals Inc. (the “Company”) held on October 5, 2021 (the “2021 Special Meeting”), the Company’s shareholders voted on and approved a proposal to amend the Company’s Amended and Restated Certificate of Incorporation to increase the total number of shares of capital stock which the Company has the authority to issue from 36,000,500 shares to 54,000,500 shares (the “Amendment”).

Following the approval of the Amendment by the Company’s shareholders at the 2021 Special Meeting, the Company filed a Certificate of Amendment effecting the Amendment with the Secretary of State of Oklahoma.

A description of the Amendment is set forth in the Company’s definitive proxy statement for the 2021 Special Meeting on Schedule 14A, which was filed with the Securities and Exchange Commission on August 26, 2021 (the “2021 Special Proxy Statement”). The description of the Amendment is qualified in its entirety by reference to the full text of the Company’s Amended and Restated Certificate of Incorporation, as amended by the Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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

The Company held its 2021 Special Meeting on October 5, 2021 by live audio-only webcast. Based on the record date of August 17, 2021, there were 30,400,612 shares of Class A Common Stock, par value \$0.01666 per share (“Common Stock”), outstanding and entitled to vote at the 2021 Special Meeting, of which 19,938,650 shares, or approximately 66% of the Company’s Common Stock issued and outstanding, were represented either in person or by proxy.

At the 2021 Special Meeting, the Company’s shareholders voted on the following proposal, a detailed description of which is contained in the 2021 Special Proxy Statement:

- (1) Approval of an amendment to the Amended and Restated Certificate of Incorporation of the Company to increase the authorized number of shares of the Company’s Common Stock from 36,000,500 shares to 54,000,500 shares.

The proposal was approved by the Company’s shareholders. The following table provides the results of the voting proposal:

Proposal #1 – Approval of the amendment to the Company’s Amended and Restated Certificate of Incorporation to increase the authorized number of shares of Common Stock from 36,000,500 shares to 54,000,500 shares:

	For	Against	Abstentions	Broker Non-Votes
Totals	18,644,920	1,228,407	65,323	-

Item 9.01 Financial Statements & Exhibits.

(d) Exhibits

Exhibit

No.	Description
3.1*	Amended and Restated Certificate of Incorporation.

*Filed herewith

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
Chief Executive Officer

DATE: October 6, 2021

**CERTIFICATE OF AMENDMENT OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF PHX MINERALS INC.**

PHX Minerals, Inc. (the “**Corporation**”), a corporation organized and existing under the Oklahoma General Corporation Act, 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 (originally incorporated under the name “Panhandle Royalty Company”) originally filed with the Secretary of State of Oklahoma on December 11, 1978 (the “**Certificate of Incorporation**”).

2. Section 5.01a. of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

Capital Stock. The total number of shares of capital stock which the Corporation shall have authority to issue is fifty-four million five hundred (54,000,500) shares, divided initially into fifty-four million five hundred (54,000,500) shares of Class A Common Stock, par value \$0.01666 per share. The Board of Directors may classify any unissued shares of stock and reclassify any previously classified but unissued shares of stock of any class or series from time to time, in one or more classes or series of stock, including Preferred Stock (“Preferred Stock”). If shares of one class of stock are classified or reclassified into shares of another class or series of stock pursuant to this Article Five, the number of authorized shares of the former class or series shall be automatically decreased and the number of shares of the latter class or series shall be automatically increased, in each case by the number of shares so classified or reclassified, so that the aggregate number of shares of stock of all classes and series that the Corporation has authority to issue shall not be more than the total number of shares of stock set forth in the first sentence of this paragraph.

3. This amendment was duly adopted in accordance with the provisions of Section 1077 of the Oklahoma General Corporation Act.

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 its President and Chief Executive Officer and attested to by its Secretary, this 5th day of October, 2021.

/s/ Chad L. Stephens

Chad L. Stephens, President and Chief
Executive Officer

ATTEST:

/s/ Ralph D’Amico

Ralph D’Amico, Secretary