
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): March 27, 2020

Centennial Resource Development, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37697
(Commission
File Number)

47-5381253
(I.R.S. Employer Identification No.)

1001 Seventeenth Street, Suite 1800

Denver, Colorado 80202

(Address of principal executive offices, including zip code)

(720) 499-1400

(Registrant's telephone number, including area code)

Not applicable

(Former name or former address, if changed since last report)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$0.0001 per share	CDEV	The NASDAQ Stock Market LLC

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. o

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

On March 23, 2020, Mark G. Papa informed the Board of Directors (the “Board”) of Centennial Resource Development, Inc. (the “Company”) of his decision to accelerate to March 31, 2020 his previously announced retirement from his positions as the Company’s Chief Executive Officer and the Chairman of the Board, which he confirmed in a letter delivered to the Board on March 25, 2020. Mr. Papa stated that his views on how the Company should respond to the recent weakness in the oil markets and changing macro conditions have differed from other members of the Board and that he believed accelerating the effective date of his retirement may better position the Board to reach a consensus on the appropriate direction of the Company. The Board has accepted Mr. Papa’s accelerated retirement and thanks Mr. Papa for his leadership and contributions to the Company during his tenure. A copy of the letter Mr. Papa sent to the Board is filed as Exhibit 17 to this Current Report on Form 8-K.

The Board has accelerated the previously announced leadership transition to be effective April 1, 2020, at which time Steven J. Shapiro (a current member of the Board) will become non-executive Chairman of the Board, Sean R. Smith (currently serving as Vice President and Chief Operating Officer) will become the Chief Executive Officer and a member of the Board and Matthew R. Garrison (currently serving as Vice President of Geosciences) will become Vice President and Chief Operating Officer.

Additional information relating to these leadership transitions, including certain biographical information, is set forth in the Current Report on Form 8-K filed by the Company on February 24, 2020, and such information is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On March 27, 2020, the Company issued a press release announcing the accelerated leadership transitions described above. A copy of the press release is included as Exhibit 99.1 hereto and incorporated herein by reference.

The information furnished pursuant to this Item 7.01 shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and will not be incorporated by reference into any filing under the Securities Act, unless specifically identified therein as being incorporated therein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

Exhibit No.	Description
17	Letter from Mr. Papa to the Board of Directors, dated March 25, 2020
99.1	Press release dated March 27, 2020 of Centennial Resource Development, Inc.
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

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.

CENTENNIAL RESOURCE DEVELOPMENT, INC.

By: /s/ GEORGE S. GLYPHIS

George S. Glyphis

Vice President, Chief Financial Officer and Assistant Secretary

Date: March 27, 2020



March 25, 2020

Members of the Board of Directors
Centennial Resource Development, Inc.
1001 17th Street, Suite 1800
Denver, CO 80202

Dear Directors:

I have had the pleasure of serving Centennial as its Chief Executive Officer and the Chairman of the Board since it became a public company following the business combination in October 2016.

Between the actions of the Saudis and the Russians relating to the oil markets, and the escalating COVID-19 crisis and the governmental responses to that crisis, Centennial faces some significant challenges. As members of Centennial's Board of Directors, we have spent substantial time and energy determining how best to respond to those challenges, position the company for success in the future, and act in the best interests of the company's shareholders.

Recently, it has become apparent that my views on appropriate strategies to be implemented by Centennial in the face of the headwinds differ from those held by others on the Board, and we have not been able to reconcile some of our differing visions. At this important cross road, I believe the Board should act with consensus on the appropriate direction of Centennial, and I believe the Board may be better positioned to reach such a consensus and oversee the implementation of a strategy without my participation, and with the management leadership previously selected by the Board to go into effect after my retirement. Accordingly, I think it is in the best interests of Centennial and its shareholders that I accelerate my retirement from my positions as Centennial's Chief Executive Officer and Chairman of the Board, such retirement now to be effective as of March 31, 2020.

This letter supersedes my note to the Board of March 23.

Thank you.

Sincerely,

/s/ Mark G. Papa

Mark G. Papa



FOR IMMEDIATE RELEASE

Centennial Resource Development Announces Leadership Changes

DENVER, CO, March 27, 2020 (GLOBE NEWSWIRE) - Centennial Resource Development, Inc. (“Centennial” or the “Company”) (NASDAQ: CDEV) today announced it is implementing its previously announced leadership transition plan in light of the fact that Mark G. Papa has elected to accelerate the timing of his retirement as Chairman and Chief Executive Officer of the Company to March 31, 2020. As a result, the Board of Directors’ (the “Board”) previously announced leadership transition will be effective April 1, 2020. Current Director Steven J. Shapiro has been named non-executive Chairman of the Board. Sean R. Smith, current Vice President and Chief Operating Officer, has been appointed to Chief Executive Officer and to the Board, and Matt R. Garrison has been appointed to serve as Vice President and Chief Operating Officer.

“On behalf of the Board, I’d like to thank Mark for his leadership and the contributions he made to Centennial during his tenure. We wish him the very best in the future,” said Mr. Shapiro, incoming Chairman of the Board.

About Centennial Resource Development, Inc.

Centennial Resource Development, Inc. is an independent oil and natural gas company focused on the development of unconventional oil and associated liquids-rich natural gas reserves in the Permian Basin. The Company’s assets and operations, which are held and conducted through Centennial Resource Production, LLC, are concentrated in the Delaware Basin, a sub-basin of the Permian Basin. For additional information about the Company, please visit www.cdevinc.com.

Cautionary Note Regarding Forward-Looking Statements

The information in this press release includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical fact included in this press release, regarding our strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects, plans and objectives of management are forward-looking statements. When used in this press release, the words “could,” “may,” “believe,” “anticipate,” “intend,” “estimate,” “expect,” “project,” “goal,” “plan,” “target” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. These forward-looking statements are based on management’s current expectations and assumptions about future events and are based on currently available information as to the outcome and timing of future events.

Forward-looking statements may include statements about:

- our business strategy and future drilling plans;
- our reserves and our ability to replace the reserves we produce through drilling and property acquisitions;
- our drilling prospects, inventories, projects and programs;
- our financial strategy, liquidity and capital required for our development program;
- our realized oil, natural gas and NGL prices;
- the timing and amount of our future production of oil, natural gas and NGLs;
- our hedging strategy and results;
- our competition and government regulations;

- our ability to obtain permits and governmental approvals;
- our pending legal or environmental matters;
- the marketing and transportation of our oil, natural gas and NGLs;
- our leasehold or business acquisitions;
- cost of developing our properties;
- our anticipated rate of return;
- general political, economic and other conditions and how they affect or could affect the supply and demand of oil, natural gas and NGLs;
- credit markets;
- uncertainty regarding our future operating results;
- our plans, objectives, expectations and intentions contained in this press release that are not historical; and
- the other factors described in our Annual Report on Form 10-K for the year ended December 31, 2019, and any updates to those factors set forth in our subsequent Quarterly Reports on Form 10-Q or Current Reports on Form 8-K.

We caution you that these forward-looking statements are subject to all of the risks and uncertainties, most of which are difficult to predict and many of which are beyond our control, incident to the development, production, gathering and sale of oil and natural gas. These risks include, but are not limited to, commodity price volatility, inflation, lack of availability of drilling and production equipment and services, environmental risks, drilling and other operating risks, regulatory changes, the uncertainty inherent in estimating reserves and in projecting future rates of production, cash flow and access to capital, the timing of development expenditures and the other risks described in our filings with the SEC.

Reserve engineering is a process of estimating underground accumulations of oil and natural gas that cannot be measured in an exact way. The accuracy of any reserve estimate depends on the quality of available data, the interpretation of such data and price and cost assumptions made by reserve engineers. In addition, the results of drilling, testing and production activities may justify revisions of estimates that were made previously. If significant, such revisions would change the schedule of any further production and development drilling. Accordingly, reserve estimates may differ significantly from the quantities of oil and natural gas that are ultimately recovered.

Should one or more of the risks or uncertainties described in this press release occur, or should underlying assumptions prove incorrect, our actual results and plans could differ materially from those expressed in any forward-looking statements. All forward-looking statements, expressed or implied, included in this press release are expressly qualified in their entirety by this cautionary statement. This cautionary statement should also be considered in connection with any subsequent written or oral forward-looking statements that we or persons acting on our behalf may issue.

Except as otherwise required by applicable law, we disclaim any duty to update any forward-looking statements, all of which are expressly qualified by the statements in this section, to reflect events or circumstances after the date of this press release.

Contact:

Hays Mabry
Director, Investor Relations
(832) 240-3265
ir@cdevinc.com

SOURCE Centennial Resource Development, Inc.