

APACHE CORP  
Form DEFA14A  
May 10, 2018

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

**SCHEDULE 14A INFORMATION**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No.    )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under Rule 14a-12

**APACHE CORPORATION**

**(Name of registrant as specified in its charter)**

**(Name of person(s) filing proxy statement, if other than the registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- (1) Title of each class of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
  
  
  
  
  
  
  
  
  
  
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- (3) Filing Party:

(4) Date Filed:

**APACHE CORPORATION**

**2000 Post Oak Boulevard, Suite 100**

**Houston, Texas 77056-4400**

**Supplemental Information Regarding Item No. 12**

**Advisory Vote to Approve the Compensation of Our Named Executive Officers**

[commencing on May 10, 2018, the form of email communication sent to certain shareholders with whom Apache requested meetings prior to the 2018 annual shareholders' meeting]

**Subject Line:** Apache Engagement Request | May 24 Annual Meeting

[Investor Contact],

I am reaching out to request a call in advance of our Annual Meeting on May 24<sup>th</sup> with *[insert APA participants]*. We would appreciate the opportunity to provide additional detail and answer any questions you have regarding this year's voting items as disclosed in our 2018 proxy statement, available here <https://www.sec.gov/Archives/edgar/data/6769/00011931251811013/d426301ddef14a.htm>.

In particular, we would like to discuss:

Key 2017 financial, operational and strategic achievements that position Apache for long-term growth

The Board's continued focus on closely linking pay with performance and aligning our executive compensation program to Apache's strategy

Compensation program refinements for 2017 and 2018, many of which were directly informed by shareholder feedback

We would also like to direct you to a supplemental filing (located here):

<https://www.sec.gov/Archives/edgar/data/6769/000119312518155299/d582535ddefa14a.htm> that includes further information regarding the Strategic Goal portion of our Annual Cash Incentive Program. We will be filing additional supplemental materials on our business, performance and compensation program and will notify you once filed.

Please let us know if you're available for a call between [May 14 - 22<sup>nd</sup>].

Best regards,