

KEY ENERGY SERVICES INC  
Form 8-K  
May 24, 2011

**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): May 24, 2011 (May 19, 2011)**

**KEY ENERGY SERVICES, INC.**  
(Exact name of registrant as specified in its charter)

|  |  |  |
|--|--|--|
| <b>Maryland</b><br>(State or other Jurisdiction of<br>Incorporation) | <b>001-08038</b><br>(Commission File Number) | <b>04-2648081</b><br>(IRS Employer Identification No.) |
|--|--|--|

|  |                            |
|--|----------------------------|
| <b>1301 McKinney Street, Suite 1800</b><br><b>Houston, Texas</b><br>(Address of Principal Executive Offices) | <b>77010</b><br>(Zip Code) |
|--|----------------------------|

Registrant's telephone number, including area code:

(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:

- 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))

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

Key Energy Services, Inc., a Maryland corporation (the Company), held its 2011 Annual Meeting of Stockholders on May 19, 2011 (the Annual Meeting). At the Annual Meeting, holders of 127,463,317 shares of the Company's common stock were present in person or by proxy, constituting 89.38% of the outstanding shares of common stock as of the record date for the Annual Meeting. The matters voted upon at the Annual Meeting are described below.

***Election of three Class II Directors***

The stockholders elected the following three Class II directors to serve for a three year term, expiring in 2014, with the following votes:

|                   | <b>Votes cast in favor:</b> | <b>Votes withheld:</b> | <b>Broker non-votes:</b> |
|-------------------|-----------------------------|------------------------|--------------------------|
| William D. Fertig | 110,291,366                 | 10,159,834             | 7,012,117                |
| Robert K. Reeves  | 96,971,979                  | 23,479,221             | 7,012,117                |
| J. Robinson West  | 112,832,112                 | 7,619,088              | 7,012,117                |

Three Class III directors, Richard J. Alario, Ralph S. Michael, III and Arlene M. Yocum, continued in office with terms expiring in 2012. Four Class I directors, Lynn R. Coleman, Kevin P. Collins, W. Phillip Marcum and William F. Owens, also continued in office with terms expiring in 2013.

***Ratification of Independent Registered Public Accounting Firm***

The stockholders ratified the selection of Grant Thornton LLP as the Company's independent registered public accounting firm for the current fiscal year with the following votes:

**Ratification of Independent**

**Registered Public Accounting Firm:**

|                     |             |
|---------------------|-------------|
| Votes cast in favor | 127,405,564 |
| Votes cast against  | 39,476      |
| Votes abstaining    | 18,277      |
| Broker non-votes    | 0           |

***Advisory Vote on Compensation of Named Executive Officers***

On an advisory basis, the compensation of our named executive officers was approved with the following votes:

| <b>Votes cast in favor</b> | <b>Votes cast against</b> | <b>Votes abstaining</b> | <b>Broker non-votes</b> |
|----------------------------|---------------------------|-------------------------|-------------------------|
| 95,075,910                 | 25,013,886                | 361,403                 | 7,012,118               |

***Advisory Vote on the Frequency of the Advisory Vote on Compensation of Named Executive Officers***

On an advisory basis, the frequency of the advisory vote on compensation of our named executive officers to be held every year was approved with the following votes:

| <b>1 year</b> | <b>2 years</b> | <b>3 years</b> | <b>Votes abstaining</b> | <b>Broker non-votes</b> |
|---------------|----------------|----------------|-------------------------|-------------------------|
| 96,026,105    | 346,699        | 9,366,104      | 14,712,291              | 7,012,118               |

**SIGNATURE**

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.

KEY ENERGY SERVICES, INC.

Date: May 24, 2011

By: /s/ RICHARD J. ALARIO  
Richard J. Alario  
President and Chief Executive Officer