



PHILLIPS 66

FORM 8-K

(Current Report Filing)

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Address 2331 CITYWEST BLVD., HOUSTON, TX, 77042
Telephone (727) 384-2323
CIK 0001534701
Symbol PSX
SIC Code 2911 - Petroleum Refining
Fiscal Year 12/31

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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

February 13, 2024
Date of Report (date of earliest event reported)

Phillips 66

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-35349 (Commission File Number)	45-3779385 (I.R.S. Employer Identification No.)
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2331 CityWest Boulevard
Houston, Texas 77042
(Address of Principal Executive Offices and Zip Code)

(832) 765-3010
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:

- ☐ 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 to 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>
Common stock, \$0.01 par value	PSX	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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 13, 2024, the Board of Directors (the “Board”) of Phillips 66 (the “Company”), increased the size of the Board from 13 directors to 14 directors, and appointed Robert W. Pease to serve on the Board, effective immediately. Mr. Pease was appointed to the class of directors whose term expires at the Company’s annual meeting of shareholders in 2025. Mr. Pease qualifies as an independent director and was appointed to the Audit and Finance Committee, Nominating and Governance Committee and Public Policy and Sustainability Committee of the Board.

Mr. Pease, age 65, most recently served in various roles at Cenovus Energy, Inc. (“Cenovus”) and its indirect wholly owned subsidiary Cenovus Energy US LLC (“CEUSL”). Mr. Pease served as Director, U.S. Operations of CEUSL, from 2017 to 2018; President, Downstream of CEUSL, from September 2017 to December 2017; Executive Vice President, Markets, Products & Transportation of Cenovus, from 2014 to 2015; Executive Vice President, Corporate Strategy & President, Downstream of Cenovus, from 2015 to 2017; and Executive Vice President, Markets, Products & Transportation of Cenovus, from 2014 to 2015. Prior to Cenovus, Mr. Pease served as Chief Executive Officer and President of Motiva Enterprises LLC, from 2008 to 2014 and, prior to that, as President of Shell Trading (US) Co., a hydrocarbon trading and shipping company and subsidiary of Shell plc, as well as Vice President for Trading and Shipping Operations at Shell, from 2004 to 2008.

There are no arrangements or understandings pursuant to which Mr. Pease was appointed to the Board and Mr. Pease does not have any direct or indirect material interest in any transactions required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Mr. Pease will receive a pro-rated award of compensation in accordance with the Company’s standard compensation arrangements for non-employee directors, which are more fully described under the caption “Director Compensation” in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on March 30, 2023, as may be amended from time to time.

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.

PHILLIPS 66

By: /s/ Vanessa Allen Sutherland
Vanessa Allen Sutherland
Executive Vice President

Date: February 14, 2024