

CRIMSON EXPLORATION INC.
Form 8-K
May 19, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 19, 2011 (May 17, 2011)

CRIMSON EXPLORATION INC.
(Exact Name of Registrant as Specified in Charter)

| | | |
|---|--------------------------|--------------------------------------|
| Delaware | 001-12108 | 20-3037840 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

717 Texas Ave., Suite 2900, Houston Texas 77002
(Address of Principal Executive Offices, including Zip Code)

(713) 236-7400
(Registrant's telephone number, including area code)

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 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.

Crimson Exploration Inc. (the “Company”) held its annual meeting of stockholders on May 17, 2011. At the meeting, stockholders elected all of the directors nominated by the Board of Directors, approved amendments #1 and #2 to the Amended and Restated 2005 Stock Incentive Plan and ratified the appointment of Grant Thornton LLP as the Company’s independent accountants for the fiscal year ending December 31, 2011.

Proposal 1 – Election of Directors

Each director was elected as follows:

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|------------------|------------|----------------|------------------|
| Allan D. Keel | 27,672,574 | 337,156 | 10,994,775 |
| B. James Ford | 27,298,849 | 769,681 | 10,994,775 |
| Adam C. Pierce | 27,339,679 | 670,051 | 10,994,775 |
| Lee B. Backsen | 27,187,806 | 710,881 | 10,994,775 |
| Lon McCain | 27,756,424 | 253,306 | 10,994,775 |
| Cassidy J. Traub | 25,627,331 | 2,382,399 | 10,994,775 |
| Ni Zhaoxing | 27,754,254 | 255,476 | 10,994,775 |

Proposal 2 – Approval of Amendment #1 to the Amended and Restated 2005 Stock Incentive Plan

Amendment # 1 was approved as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 25,347,106 | 2,569,313 | 93,311 | 10,994,775 |

Proposal 3 – Approval of Amendment #2 to the Amended and Restated 2005 Stock Incentive Plan

Amendment #2 was approved as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 25,322,906 | 2,586,513 | 100,331 | 10,994,775 |

Proposal 4 – Ratification of the Appointment of Independent Accountants

The appointment of Grant Thornton LLP was ratified as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 38,550,260 | 112,586 | 341,659 | 0 |

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.

CRIMSON EXPLORATION INC.

Date: May 19, 2011

/s/ E. Joseph Grady
E. Joseph Grady
Senior Vice President and Chief Financial Officer