

PENGROWTH ENERGY Corp  
Form 40-F  
February 26, 2015

U.S. SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 40-F

REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934.

ANNUAL REPORT PURSUANT TO SECTION 13(a) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: December 31, 2014 Commission File Number: 1-31253

PENGROWTH ENERGY CORPORATION  
(Exact name of Registrant as specified in its charter)  
Alberta, Canada

(Province or other jurisdiction of incorporation or organization)

1311	None
(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

Suite 2100, 222 Third Avenue S.W.  
Calgary, Alberta Canada T2P 0B4  
(403) 233-0224

(Address and telephone number of Registrant's principal executive offices)

Puglisi & Associates  
850 Library Avenue, Suite 204  
Newark, Delaware 19711  
(302) 738-6680

(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Name of each exchange on which registered
Common Shares	New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None

(Title of Class)

For Annual Reports indicate by check mark the information filed with this Form:

Annual information form  Audited annual financial statements

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Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

There were 533,438,177 Common Shares, of no par value, outstanding as of December 31, 2014.

Indicate by check mark whether the Registrant (1) has filed all reports to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

Yes  No

This Annual Report on Form 40-F shall be incorporated by reference into or as an exhibit to, as applicable, the registrant's Registration Statement on Form F-3 (File No. 333-180888) under the Securities Act of 1933, as amended.

#### CERTIFICATIONS AND DISCLOSURE REGARDING CONTROLS AND PROCEDURES

Certifications. See Exhibits 99.7, 99.8, 99.9 and 99.10 to this Annual Report on Form 40-F.

Disclosure Controls and Procedures. The required disclosure is included in the section entitled “Disclosure and Internal Controls” contained in the Registrant’s Management’s Discussion and Analysis for the fiscal year ended December 31, 2014, filed as part of this Annual Report on Form 40-F.

Management’s Annual Report on Internal Control Over Financial Reporting. The required disclosure is included in the section entitled “Internal Control Over Financial Reporting” contained in the Registrant’s Management’s Discussion and Analysis for the fiscal year ended December 31, 2014, filed as part of this Annual Report on Form 40-F.

Attestation Report of the Registered Public Accounting Firm. The required disclosure is included in the “Auditors’ Report” that accompanies the Registrant’s Consolidated Financial Statements for the fiscal year ended December 31, 2014, filed as part of this Annual Report on Form 40-F.

Changes in Internal Control Over Financial Reporting. During the fiscal year ended December 31, 2014, there were no changes in the Registrant’s internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Registrant’s internal control over financial reporting.

#### NOTICES PURSUANT TO REGULATION BTR

None.

#### IDENTIFICATION OF THE AUDIT COMMITTEE

The Registrant has a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. The members of the audit committee are: James D. McFarland, Michael S. Parrett, A. Terence Poole and Barry D. Stewart.

#### AUDIT COMMITTEE FINANCIAL EXPERT

The board of directors of the Registrant has determined that each of Michael S. Parrett and A. Terence Poole, members of the Registrant’s audit committee, qualify as audit committee financial experts for purposes of paragraph (8) of General Instruction B to Form 40-F. The board of directors has further determined that each of Mr. Parrett and Mr. Poole is also independent, as that term is defined in the Corporate Governance Listing Standards of the New York Stock Exchange. The Commission has indicated that the designation of each of Mr. Parrett and Mr. Poole as an audit committee financial expert does not make either of them an “expert” for any purpose, impose any duties, obligations or liabilities on them that are greater than those imposed on members of the audit committee and the board of directors who do not carry this designation or affect the duties, obligations or liabilities of any other member of the audit committee or the board of directors.

## ADDITIONAL DISCLOSURE

### Code of Ethics.

The Registrant has adopted a “code of ethics” (as that term is defined in Form 40-F), entitled the “Code of Business Conduct and Ethics”, that applies to all of its employees, including its principal executive officer, principal financial officer, principal accounting officer or controller, and persons performing similar functions.

There were no substantive amendments to the code of ethics during the Registrant's most recently completed fiscal year.

No waivers were granted from the code of ethics (including implicit waivers, in respect of the Registrant's Chief Executive Officer, Chief Financial Officer or its principal accounting officers) during the Registrant's most recently completed fiscal year.

The Code of Business Conduct & Ethics is available for viewing on the registrant’s website at [www.pengrowth.com](http://www.pengrowth.com).

### Principal Accountant Fees and Services.

The required disclosure is included under the heading “Principal Accountant Fees and Services” at page 57 of the Registrant’s Annual Information Form for the fiscal year ended December 31, 2014, filed as part of this Annual Report on Form 40-F as Exhibit 99.1 hereto.

### Pre-Approval Policies and Procedures.

The required disclosure is included under the heading “Pre-Approval Policies and Procedures” at page 58 of the Registrant’s Annual Information Form for the fiscal year ended December 31, 2014, filed as part of this Annual Report on Form 40-F as Exhibit 99.1 hereto.

### Off-Balance Sheet Arrangements.

The required disclosure is included under the heading “Off-Balance Sheet Arrangements” at page 59 of the Registrant’s Annual Information Form for the fiscal year ended December 31, 2014, filed as part of this Annual Report on Form 40-F as Exhibit 99.1 hereto.

### Tabular Disclosure of Contractual Obligations.

The required disclosure is included under the heading “Commitments and Contractual Obligations” at page 33 of the Registrant’s Management’s Discussion and Analysis for the fiscal year ended December 31, 2014, filed as part of this Annual Report on Form 40-F as Exhibit 99.2 hereto.

## UNDERTAKING

Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

## CONSENT TO SERVICE OF PROCESS

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The registrant has previously filed a Form F-X in connection with the class of securities in relation to which the obligation to file this report arises.

Any changes to the name or address of the agent for service of process of the Registrant shall be communicated promptly to the Commission by an amendment to the Form F-X referencing the file number of the Registrant.

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SIGNATURES

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Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: February 26, 2015

PENGROWTH ENERGY CORPORATION

By: /s/ Derek W. Evans

Name: Derek W. Evans

Title: President and Chief Executive  
Officer

EXHIBIT INDEX

Exhibit	Description
99.1	Pengrowth Energy Corporation Annual Information Form for the year ended December 31, 2014
99.2	Management's Discussion and Analysis
99.3	Consolidated Financial Statements of Pengrowth Energy Corporation, including Management's Report to Shareholders and the Auditors' Reports
99.4	Supplemental Unaudited Disclosures about Oil and Gas Producing Activities required under United States Generally Accepted Accounting Principles
99.5	Consent of Independent Registered Public Accounting Firm
99.6	Consent of GLJ Petroleum Consultants Ltd.
99.7	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350
99.8	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350
99.9	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934
99.10	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934