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

SCHEDULE 14A
(Rule 14a-101)

**INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by Registrant

Filed by a Party other than 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 Pursuant to § 240.14a-12

REX ENERGY CORPORATION

Name of Registrant as Specified in 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)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value to transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

-
- 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

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



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May 9, 2018

**Important Notice Regarding the 2018 Annual Meeting of Shareholders of
Rex Energy Corporation**

Dear Stockholder:

The Board of Directors of Rex Energy Corporation (the "Company") has determined to postpone the Company's 2018 Annual Meeting of Stockholders (the "Annual Meeting"), which was originally scheduled to be held at 11:00 a.m., local time, on May 18, 2018. The Company has determined to postpone the Annual Meeting in order to allow the Company to focus on its previously-announced discussions with its lenders and other stakeholders regarding potential transactions and its consideration of strategic financing proposals that management believes may be beneficial to the Company and its stakeholders. As a result of the postponement, the proposals set forth in the Company's definitive proxy statement on Schedule 14A filed with the SEC on April 24, 2018 (the "2018 Definitive Proxy Statement") are no longer being submitted for consideration by the Company's stockholders. Because of the postponement of the Annual Meeting, the due date for the provision of any qualified stockholder proposal for inclusion in the proxy materials related to the 2019 annual meeting of stockholders under the rules of the Securities and Exchange Commission described in the Company's 2018 Definitive Proxy Statement will no longer be applicable. Once a final determination has been made regarding rescheduling the Annual Meeting, the Company will provide additional notification to stockholders.