

PIONEER NATURAL RESOURCES CO

Form 8-K

November 07, 2014

**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): November 4, 2014**

**PIONEER NATURAL RESOURCES COMPANY**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**1-13245**  
**(Commission**

**File Number)**

**75-2702753**  
**(I.R.S. Employer**

**Identification No.)**

**5205 N. O Connor Blvd., Suite 200, Irving, Texas**

**(Address of principal executive offices)**

**(972) 444-9001**

**75039**

**(Zip Code)**

**(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))

### **Item 1.01. Entry into a Material Definitive Agreement**

On November 4, 2014, Pioneer Natural Resources Company (the **Company**) entered into an underwriting agreement (the **Underwriting Agreement**) with Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as underwriters (the **Underwriters**), in connection with an underwritten public offering (the **Offering**) of 5,750,000 shares of the Company's common stock (the **Shares**). The offer and sale of the Shares have been registered under the Securities Act of 1933 (the **Securities Act**) pursuant to an automatic shelf Registration Statement on Form S-3 (Registration No. 333-196430) of the Company (the **Registration Statement**) and the prospectus supplement dated November 4, 2014, and filed with the Securities and Exchange Commission on November 6, 2014. Closing of the Offering is expected to occur on November 10, 2014. A legal opinion related to the Offering is filed herewith as Exhibit 5.1.

The Underwriting Agreement contains customary representations, warranties and agreements by the Company and customary conditions to closing, obligations of the parties and termination provisions. Additionally, the Company has agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the Underwriters may be required to make because of any of those liabilities. Furthermore, the Company has agreed with the Underwriters not to offer or sell any shares of its common stock (or securities convertible into or exchangeable for common stock), subject to certain exceptions, for a period of 60 days after the date of the Underwriting Agreement without the prior written consent of the Underwriters.

Certain of the Underwriters and their respective affiliates have performed, and may in the future perform, certain investment banking and advisory services for the Company, for which they received or will receive customary fees and expenses. Affiliates of the Underwriters are lenders under the Company's credit facility. The Underwriters and their affiliates have been, and may in the future be, counterparties to certain derivatives transactions with the Company. The Underwriters or their affiliates may, from time to time, engage in transactions with and perform services for the Company in the ordinary course of their business for which they would expect to receive customary fees and expenses.

The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement, a copy of which is filed herewith as Exhibit 1.1 and is incorporated herein by reference.

### **Item 9.01. Financial Statements and Exhibits**

#### **(d) Exhibits**

- |      |  |
|------|--|
| 1.1  | Underwriting Agreement dated November 4, 2014, by and among Pioneer Natural Resources Company and Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as underwriters. |
| 5.1  | Opinion of Vinson & Elkins L.L.P.  |
| 23.1 | Consent of Vinson & Elkins L.L.P. (contained in Exhibit 5.1 hereto).   |

**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.

**PIONEER NATURAL RESOURCES  
COMPANY**

By: /s/ Mark H. Kleinman  
Mark H. Kleinman  
Senior Vice President, General  
Counsel and Corporate Secretary

Dated: November 7, 2014

**EXHIBIT INDEX**

Exhibit

Number	Exhibit Title
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5.1	Opinion of Vinson & Elkins L.L.P.
23.1	Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1).