

CIMAREX ENERGY CO
Form 8-K
May 22, 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): **May 20, 2014**

CIMAREX ENERGY CO.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-31446
(Commission File Number)

45-0466694
(I.R.S. Employer
Identification No.)

1700 Lincoln Street, Suite 1800, Denver, Colorado
(Address of Principal Executive Offices)

80203-4518
(Zip Code)

Registrant's telephone number, including area code **303-295-3995**

(Former Name or Former Address, if Changed Since Last Report)

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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))
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Item 1.01 **Entry Into a Material Definitive Agreement.**

On May 20, 2014, Cimarex Energy Co. (the Company) and certain of its subsidiaries entered into an Underwriting Agreement with Wells Fargo Securities, LLC as representative and on behalf of the several underwriters listed therein (collectively, the Underwriters), in connection with the offer and sale by the Company of an aggregate principal amount of \$750 million of 4.375% Senior Notes due 2024 (the Notes). The Company intends to use the net proceeds of the offering to repay all amounts outstanding under its revolving credit facility and for general corporate purposes. The offering of the Notes pursuant to the Underwriting Agreement is expected to close on June 4, 2014.

The sale of the Notes is being made pursuant to the Company's Registration Statement on Form S-3 (File No. 333-183939) (the Registration Statement) and the prospectus supplement, dated May 20, 2014, to the prospectus contained therein dated September 17, 2012.

The Underwriting Agreement contains customary representations, warranties and agreements by the Company, and customary conditions to closing, indemnification obligations of the Company and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is filed as Exhibit 1.1 hereto and incorporated by reference herein.

Certain of the underwriters and their affiliates have in the past and may in the future provide investment banking, commercial banking and other financial advisory and commercial dealings with the Company and its affiliates in the ordinary course of business. In the ordinary course of their various business activities, certain of the underwriters or their respective affiliates may make or hold a broad array of investments including serving as counterparties to certain derivative and hedging arrangements and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve securities and/or instruments of the Company. Also, affiliates of certain of the underwriters are lenders under the Company's revolving credit facility and will therefore receive a portion of the offering proceeds. In addition, an affiliate of the trustee under the indenture governing the Notes is an underwriter in the offering.

Item 7.01 **Regulation FD Disclosure.**

On May 20, 2014, the Company issued press releases announcing the commencement of the registered public offering of the Notes and the pricing of the Notes. The press releases are furnished as Exhibits 99.1 and 99.2, respectively, to this Current Report on Form 8-K.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K under this heading, including Exhibits 99.1 and 99.2, shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by

reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth in such a filing.

Item 8.01 Other Events.

The Company is filing the risk factors attached hereto as Exhibit 99.3 for the purpose of updating and superseding certain risk factor disclosure contained in the Company's public filings, including those discussed under the caption "Risk Factors" in its Annual Report on Form 10-K for the year ended December 31, 2013, which was filed with the Securities and Exchange Commission on February 26, 2014.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description of Exhibit
1.1	Underwriting Agreement dated May 20, 2014, by and among Cimarex Energy Co., certain subsidiary guarantors and Wells Fargo Securities, LLC, as representative of the several underwriters.
99.1	Press release of Cimarex Energy Co. dated May 20, 2014.
99.2	Press release of Cimarex Energy Co. dated May 20, 2014.
99.3	Risk Factors.

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.

CIMAREX ENERGY CO.

Dated: May 22, 2014

By:

/s/ Francis B. Barron
Francis B. Barron
Senior Vice President and General Counsel

EXHIBIT INDEX

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99.3	Risk Factors.