

RANGE RESOURCES CORP
Form 8-K
August 12, 2010

**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): August 12, 2010

RANGE RESOURCES CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-12209
(Commission File Number)

34-1312571
(IRS Employer Identification No.)

**100 Throckmorton Street, Suite 1200
Fort Worth, Texas**

(Address of principal executive offices)

76102
(Zip Code)

Registrant's telephone number, including area code: (817) 870-2601

(Former name or former address, if changed since last report): Not applicable

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 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 August 12, 2010, Range Resources Corporation (Range) completed the public offering of \$500 million aggregate principal amount of 6 3/4% Senior Subordinated Notes due 2020 (the Notes), which are fully and unconditionally guaranteed on a senior subordinated basis by the following subsidiaries of Range (collectively, the Subsidiary Guarantors):

American Energy Systems, LLC;
Energy Assets Operating Company, LLC;
Oil & Gas Title Abstracting, LLC;
Range Energy Services Company, LLC;
Range Gathering & Processing Company, LLC;
Range Operating New Mexico, LLC;
Range Production Company;
Range Resources Appalachia, LLC;
Range Resources Midcontinent, LLC;
Range Resources Pine Mountain, Inc.; and
Range Texas Production, LLC.

The terms of the Notes are governed by the Indenture, dated as of August 12, 2010 (the Indenture), by and among Range, the Subsidiary Guarantors and The Bank of New York Mellon Trust Company, N.A., as trustee (the Trustee), as supplemented by the First Supplemental Indenture, dated as of August 12, 2010 (the Supplemental Indenture). The notes will mature on August 1, 2020. Interest will accrue from August 12, 2010, and the first interest payment date will be February 1, 2011. Range may redeem some or all of the notes at any time on or after August 1, 2015 at the redemption prices specified in the Supplemental Indenture. Range may also redeem up to 35% of the Notes using all or a portion of the net proceeds of certain public sales of equity interests completed before August 1, 2013. Range may also redeem the notes prior to August 1, 2015 upon payment of the make-whole premium specified in the Supplemental Indenture. If Range sells certain of its assets or upon the occurrence of certain changes in control, Range must offer to repurchase the notes. The notes are unsecured, and are subordinated to all of Range s existing and future senior debt, rank equally with all of Range s existing and future senior subordinated debt and rank senior to all of Range s existing and future subordinated debt. Other material terms of the Notes, the Indenture and the Supplemental Indenture are described in the prospectus supplement, dated July 29, 2010, as filed by Range and the Subsidiary Guarantors with the Securities and Exchange Commission (the Commission) on July 30, 2010. The foregoing descriptions of the Indenture and Supplemental Indenture are qualified in their entirety by reference to such Indenture and Supplemental Indenture, copies of which are filed herewith as Exhibits 4.1 and 4.2, respectively, and are incorporated herein by reference.

Range and the Subsidiary Guarantors registered the sale of the Notes and the underlying guarantees with the Commission pursuant to a Registration Statement on Form S-3 filed on July 29, 2010.

The Notes were sold pursuant to an Underwriting Agreement, dated July 29, 2010 (the Underwriting Agreement), by and among J.P. Morgan Securities Inc., Banc of America Securities LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein, Range, and the Subsidiary Guarantors. The Underwriting Agreement was filed as Exhibit 1.1 to Range s Current Report on Form 8-K filed with the Commission on August 3, 2010.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.

The information provided under Item 1.01 in this Current Report on Form 8-K regarding the Notes, the Indenture, the Supplemental Indenture and the related guarantees is incorporated by reference into this Item 2.03.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number

Description

- | | |
|------|---|
| 4.1 | Indenture, dated August 12, 2010, among Range Resources Corporation, the subsidiary guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as trustee. |
| 4.2 | First Supplemental Indenture, dated August 12, 2010, among Range Resources Corporation, the subsidiary guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as trustee, including the form of 6 3/4% Senior Subordinated Notes due 2020. |
| 5.1 | Opinion of Vinson & Elkins L.L.P. |
| 23.1 | Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1) |

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.

RANGE RESOURCES CORPORATION

By: /s/ Roger S. Manny
Roger S. Manny
Chief Financial Officer

Date: August 12, 2010

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EXHIBIT INDEX

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