

PIONEER NATURAL RESOURCES CO
Form 8-K
January 29, 2013

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): January 29, 2013

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)

75039
(Zip Code)

Registrant's telephone number, including area code: (972) 444-9001

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 2.02. Results of Operations and Financial Condition

Explanatory note: Pioneer Natural Resources Company and its subsidiaries ("Pioneer" or the "Company") presents in this Item 2.02 certain information regarding the impact of changes in the fair values of derivative instruments on its results of operations for the three and twelve months ended December 31, 2012 and certain other information regarding its derivative instruments.

The following table summarizes net derivative gains and losses that Pioneer expects to record in its earnings for the three and twelve months ended December 31, 2012:

DERIVATIVE GAINS, NET

(in thousands)

| | Three Months Ended December 31, 2012 | Twelve Months Ended December 31, 2012 |
|--|---|--|
| Noncash changes in fair value: | | |
| Oil derivative gains | \$23,921 | \$217,765 |
| NGL derivative gains (losses) | (3,886) |) 1,209 |
| Gas derivative gains (losses) | 2,553 | (290,058) |
| Diesel derivative losses | — | (270) |
| Marketing derivative gains (losses) | 88 | (22) |
| Interest rate derivative gains | 1,809 | 5,930 |
| Total noncash derivative gains (losses), net | 24,485 | (65,446) |
| Cash settled changes in fair value: | | |
| Oil derivative gains | 13,462 | 4,139 |
| NGL derivative gains | 2,311 | 13,403 |
| Gas derivative gains (a) | 46,578 | 402,981 |
| Diesel derivative gains (a) | — | 3,497 |
| Marketing derivative gains (losses) | (153 |) 36 |
| Interest rate derivative losses (a) | — | (28,359) |
| Total cash derivative gains, net | 62,198 | 395,697 |
| Total derivative gains, net | \$86,683 | \$330,251 |

(a) During the twelve months ended December 31, 2012, the Company terminated (i) swap, collar, three-way and basis swap derivative contracts for 2014 and 2015 gas production, (ii) swap derivative contracts for 2013 diesel fuel and (iii) \$200 million notional amount of interest rate derivative contracts. As a result of these transactions, the Company realized \$116.4 million of net proceeds during the twelve months ended December 31, 2012.

Item 7.01 Regulation FD Disclosure

Oil, NGL and gas price derivatives. The following table presents Pioneer's open commodity oil, NGL and gas derivative positions as of January 28, 2013:

| | Twelve Months Ending December 31, | | |
|--|-----------------------------------|----------|----------|
| | 2013 | 2014 | 2015 |
| Average Daily Oil Production Associated with Derivatives (Bbls): | | | |
| Collar contracts with short puts: | | | |
| Volume | 71,029 | 60,000 | 26,000 |
| Price: | | | |
| Ceiling | \$119.76 | \$117.06 | \$104.45 |
| Floor | \$92.27 | \$92.67 | \$95.00 |
| Short put | \$74.28 | \$76.58 | \$80.00 |
| Swap contracts: | | | |
| Volume | 3,000 | — | — |
| Price | \$81.02 | \$— | \$— |
| Rollfactor swap contracts: | | | |
| Volume | 6,000 | 10,000 | — |
| NYMEX roll price (a) | \$0.43 | \$0.32 | \$— |
| Basis swap contracts: | | | |
| Midland-Cushing index swap volume | 2,055 | — | — |
| Price (b) | \$(5.75) | \$— | \$— |
| Cushing-LLS index swap volume | 252 | — | — |
| Price (c) | \$7.60 | \$— | \$— |
| Average Daily NGL Production Associated with Derivatives (Bbls): | | | |
| Collar contracts with short puts: | | | |
| Volume | 1,064 | 1,000 | — |
| Price: | | | |
| Ceiling | \$105.28 | \$109.50 | \$— |
| Floor | \$89.30 | \$95.00 | \$— |
| Short put | \$75.20 | \$80.00 | \$— |
| Average Daily Gas Production Associated with Derivatives (MMBtus): | | | |
| Collar contracts with short puts: | | | |
| Volume | — | 25,000 | 225,000 |
| Price: | | | |
| Ceiling | \$— | \$4.70 | \$5.09 |
| Floor | \$— | \$4.00 | \$4.00 |
| Short put | \$— | \$3.00 | \$3.00 |
| Collar contracts: | | | |
| Volume | 150,000 | — | — |
| Price: | | | |
| Ceiling | \$6.25 | \$— | \$— |
| Floor | \$5.00 | \$— | \$— |
| Swap contracts: | | | |
| Volume | 162,500 | 105,000 | — |
| Price (d) | \$5.13 | \$4.03 | \$— |
| Basis swap contracts: | | | |
| Permian Basin index swap volume (e) | 52,500 | — | — |

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| | | | |
|-------------------------------------|------------|------------|-----|
| Price differential (\$/MMBtu) | \$ (0.23) | \$— | \$— |
| Mid-Continent index swap volume (e) | 50,000 | 10,000 | — |
| Price differential (\$/MMBtu) | \$ (0.30) | \$ (0.19) | \$— |
| Gulf Coast index swap volume (e) | 60,000 | — | — |
| Price differential (\$/MMBtu) | \$ (0.14) | \$— | \$— |

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- Represent swaps that fix the difference between (i) each day's price per Bbl of West Texas Intermediate oil "WTI" for the first nearby month less (ii) the price per Bbl of WTI for the second nearby NYMEX month, multiplied by .6667; plus (iii) each day's price per Bbl of WTI for the first nearby month less (iv) the price per Bbl of WTI for the third nearby NYMEX month, multiplied by .3333.
- (a)
- (b) Represent swaps that fix the basis differential between Midland WTI and Cushing WTI.
- (c) Represent swaps that fix the basis differential between Cushing WTI and Louisiana Light Sweet crude "LLS".
- (d) Represents the NYMEX Henry Hub ("NYMEX HH") index price on the derivative trade date.
- (e) Represent swaps that fix the basis differentials between the index prices at which the Company sells its Permian Basin, Mid-Continent and Gulf Coast gas and the NYMEX HH index price used in gas swap and collar contracts.
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Interest rate derivatives. As of January 28, 2013, the Company had interest rate derivative contracts that lock in a fixed forward annual interest rate of 3.21%, for a 10-year period ending in December 2025, on a notional amount of \$250 million. These derivative contracts mature and settle by their terms during December 2015.

Marketing and basis transfer derivatives. Periodically, the Company enters into gas buy and sell marketing arrangements to fulfill firm pipeline transportation commitments. Associated with these gas marketing arrangements, the Company may enter into gas index swaps to mitigate price risk. The following table presents Pioneer's open marketing derivative positions as of January 28, 2013:

| | 2013 First Quarter |
|---|-----------------------|
| Average Daily Gas Production Associated with Marketing Derivatives (MMBtu): | |
| Basis swap contracts: | |
| Index swap volume | 40,000 |
| Price differential (\$/MMBtu) | \$0.25 |

Cautionary Statement Concerning Forward-Looking Statements

Except for historical information contained herein, the statements in this Current Report on Form 8-K are forward-looking statements that are made pursuant to the Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements and the business prospects of the Company are subject to a number of risks and uncertainties that may cause the Company's actual results in future periods to differ materially from the forward-looking statements. These risks and uncertainties include, among other things, volatility of commodity prices, product supply and demand, competition, the ability to obtain environmental and other permits and the timing thereof, other government regulation or action, the ability to obtain approvals from third parties and negotiate agreements (including joint venture agreements) with third parties on mutually acceptable terms, litigation, the costs and results of drilling and operations, availability of equipment, services and personnel required to complete the Company's operating activities, access to and availability of transportation, processing and refining facilities, Pioneer's ability to replace reserves, implement its business plans (including plans to complete asset divestments) or complete its development activities as scheduled, access to and cost of capital, the financial strength of counterparties to Pioneer's credit facility, derivative contracts and joint ventures and the purchasers of Pioneer's oil, NGL and gas production, uncertainties about estimates of reserves and the ability to add proved reserves in the future, the assumptions underlying production forecasts, quality of technical data, environmental and weather risks, including the possible impacts of climate change, the risks associated with the ownership and operation of an industrial sand mining business and acts of war or terrorism. These and other risks are described in the Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and other filings with the Securities and Exchange Commission. In addition, the Company may be subject to currently unforeseen risks that may have a materially adverse impact on it. Accordingly, no assurances can be given that the actual events and results will not be materially different than the anticipated results described in the forward-looking statements. The Company undertakes no duty to publicly update these statements except as required by law.

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.

PIONEER NATURAL RESOURCES COMPANY

By: /s/ Frank W.
Hall
Frank W. Hall,
Vice President and Chief
Accounting Officer

Dated: January 29, 2013