

CONOCOPHILLIPS
Form 8-K
May 18, 2015

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 13, 2015**

ConocoPhillips

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32395
(Commission File Number)

01-0562944
(IRS Employer
Identification No.)

600 North Dairy Ashford
Houston, Texas
(Address of principal executive offices)

77079
(Zip Code)

Registrant's telephone number, including area code: **(281) 293-1000**

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:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

On May 13, 2015, ConocoPhillips Company (CPCo), a Delaware corporation and wholly owned subsidiary of ConocoPhillips, a Delaware corporation (ConocoPhillips), entered into a Terms Agreement (including the provisions of the Underwriting Agreement incorporated by reference in the Terms Agreement), dated May 13, 2015 (the Terms Agreement), among CPCo, ConocoPhillips and the several Underwriters named in Schedule A to the Terms Agreement, relating to the underwritten public offering by CPCo of \$250,000,000 aggregate principal amount of its Floating Rate Notes due 2018 (the 2018 Floating Rate Notes), \$500,000,000 aggregate principal amount of its Floating Rate Notes due 2022 (the 2022 Floating Rate Notes), \$750,000,000 aggregate principal amount of its 1.500% Notes due 2018 (the 2018 Notes), \$500,000,000 aggregate principal amount of its 2.200% Notes due 2020 (the 2020 Notes) and \$500,000,000 aggregate principal amount of its 3.350% Notes due 2025 (the 2025 Notes) and, together with the 2018 Floating Rate Notes, the 2022 Floating Rate Notes, the 2018 Notes and the 2020 Notes, the Notes), in each case fully and unconditionally guaranteed by ConocoPhillips, to be issued pursuant to the Indenture, dated as of May 18, 2015 (the Indenture), among CPCo, as issuer, ConocoPhillips, as guarantor, and Wells Fargo Bank, National Association, as trustee. The terms of the Notes are further described in the prospectus supplement of ConocoPhillips and CPCo dated May 13, 2015, together with the related prospectus dated May 13, 2015, as filed with the Securities and Exchange Commission under Rule 424(b)(2) of the Securities Act of 1933 on May 14, 2015, which description is incorporated herein by reference.

A copy of the Terms Agreement (including the provisions of the Underwriting Agreement incorporated by reference in the Terms Agreement), the Indenture and the form of the terms of Notes of each series have been filed as Exhibits 1.1, 4.1 and 4.2, respectively, to this report and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. See Index to Exhibits attached to this Current Report on Form 8-K, which is incorporated by reference herein.

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.

CONOCOPHILLIPS

/s/ Janet Langford Kelly
Janet Langford Kelly
Senior Vice President, Legal,
General Counsel and Corporate Secretary

Dated: May 18, 2015

EXHIBIT INDEX

1.1 Terms Agreement (including the provisions of the Underwriting Agreement incorporated by reference in the Terms Agreement), dated May 13, 2015, among ConocoPhillips Company, ConocoPhillips and the several Underwriters named in Schedule A to the Terms Agreement.

4.1 Indenture, dated as of May 18, 2015, among ConocoPhillips Company, as issuer, ConocoPhillips, as guarantor, and Wells Fargo Bank, National Association, as trustee, in respect of senior debt securities of ConocoPhillips Company.

4.2 Form of the terms of the 2018 Floating Rate Notes, the 2022 Floating Rate Notes, the 2018 Notes, the 2020 Notes and the 2025 Notes, including the form of the 2018 Floating Rate Note, the 2022 Floating Rate Note, the 2018 Note, the 2020 Note and the 2025 Note.

5.1 Opinion of Bracewell & Giuliani LLP

23.1 Consent of Bracewell & Giuliani LLP (included in Exhibit 5.1 hereto).