

Oasis Petroleum Inc.  
Form 8-K  
December 13, 2017

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): December 13, 2017 (December 11, 2017)

---

OASIS PETROLEUM INC.

(Exact name of registrant as specified in its charter)

---

Delaware                                      001-34776      80-0554627  
(State or other jurisdiction of      (Commission (I.R.S. Employer  
incorporation or organization) File Number) Identification No.)

1001 Fannin Street, Suite 1500                                      77002  
Houston, Texas  
(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code: (281) 404-9500  
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 (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

Underwriting Agreement

On December 11, 2017, Oasis Petroleum Inc. (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with Goldman Sachs & Co. LLC and Credit Suisse Securities (USA) LLC, as underwriters (the “Underwriters”), in connection with an underwritten public offering (the “Offering”) of 32,000,000 shares of common stock (the “Common Shares”). The Company has also granted the Underwriters an option to purchase an additional 4,800,000 shares of common stock on the terms specified in the Underwriting Agreement. The issuance and sale of the Common Shares has been registered under the Securities Act of 1933, as amended (the “Securities Act”), pursuant to an automatic shelf Registration Statement on Form S-3 (Registration No. 333-219302) of the Company, filed with and deemed automatically effective by the Securities and Exchange Commission on July 14, 2017. The Offering is expected to close on December 13, 2017, subject to standard closing conditions. A legal opinion related to the Common Shares 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 and its directors and officers have 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 customary exceptions, for a period of 60 days after the date of the Underwriting Agreement without the prior written consent of the Underwriters.

The Underwriters and their affiliates have, from time to time, performed, and may in the future perform, various financial advisory, commercial banking and investment banking services for the Company and its affiliates, for which they received or will receive customary fees, commissions and expenses. From time to time, the Underwriters and their affiliates may effect transactions for their own account or the account of customers, and hold on behalf of themselves or their customers, long or short positions in the Company’s debt or equity securities or loans, and may do so in the future.

The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to such 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.

Exhibit No. Description of Exhibit

- |      |   |
|------|---|
| 1.1  | Underwriting Agreement dated as of December 11, 2017 among the Company and Goldman Sachs & Co. LLC and Credit Suisse Securities (USA) LLC, as underwriters. |
| 5.1  | Opinion of Vinson & Elkins L.L.P. regarding legality of the shares.   |
| 23.1 | Consent of Vinson & Elkins L.L.P. (included in its opinion filed as 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 thereunto duly authorized.

OASIS PETROLEUM INC.  
(Registrant)

Date: December 13, 2017    By: /s/ Nickolas J. Lorentzos  
Nickolas J. Lorentzos  
Executive Vice President, General Counsel and Corporate Secretary

---

EXHIBIT INDEX

Exhibit No. Description of Exhibit

- |      |  |
|------|--|
| 1.1  | <u>Underwriting Agreement dated as of December 11, 2017 among the Company and Goldman Sachs &amp; Co. LLC and Credit Suisse Securities (USA) LLC, as underwriters.</u> |
| 5.1  | <u>Opinion of Vinson &amp; Elkins L.L.P. regarding legality of the shares.</u>   |
| 23.1 | <u>Consent of Vinson &amp; Elkins L.L.P. (included in its opinion filed as Exhibit 5.1 hereto).</u>  |