

Edgar Filing: EOG RESOURCES INC - Form 8-A12B/A

EOG RESOURCES INC  
Form 8-A12B/A  
December 14, 2001

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-A/A

AMENDMENT NO. 1

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
Pursuant to Section 12(b) or (g)  
of the Securities Exchange Act of 1934

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EOG RESOURCES, INC.  
(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation or  
Organization) 47-0684736  
(IRS Employer  
Identification Number)

333 Clay Street  
Suite 4200  
Houston, Texas  
(Address of Principal Executive  
Offices) 77002-4103  
(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.  If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: \_\_\_\_\_  
(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be so Registered	Name of Each Exchange on Which Each Class is to be Registered
Preferred Share Purchase Rights	New York Stock Exchange

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Securities to be registered pursuant to Section 12(g) of the Act:

None  
(Title of Each Class)

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The undersigned registrant hereby amends its registration statement on Form 8-A filed with the Securities and Exchange Commission on February 18, 2000, as follows:

Item 1. Amended and Restated Description of Securities to be Registered.

On December 13, 2001, EOG Resources, Inc., a Delaware corporation (the "Company"), and First Chicago Trust Company of New York (the "Rights Agent") entered into an amendment (the "Amendment") to the Rights Agreement, dated as of February 14, 2000, between the Company and the Rights Agent (the "Rights Agreement").

The Amendment amends Section 1(a) of the Rights Agreement to reduce the beneficial ownership threshold at which a person becomes an "Acquiring Person" under the Rights Agreement from 15% of the outstanding shares of the Company's common stock, par value \$.01 per share (the "Company Common Stock"), to 10% of the outstanding shares of the Company Common Stock, except as otherwise provided therein, and amends the definition of "Distribution Date" in Section 3(a) of the Rights Agreement to include the commencement of, or the public announcement of an intention to commence, a tender or exchange offer which, if consummated, would result in the beneficial ownership of 10% or more of the outstanding shares of the Company Common Stock, rather than 15%, as provided in the original Rights Agreement.

The foregoing description is qualified in its entirety by reference to the Rights Agreement and the Amendment which are incorporated herein by reference.

Item 2. Exhibits.

- 1 Rights Agreement, dated as of February 14, 2000, between EOG Resources, Inc. and First Chicago Trust Company of New York, as rights agent (incorporated herein by reference to Exhibit 1 to the Company's report on Form 8-K filed February 18, 2000).
- 2 Amendment, dated as of December 13, 2001, to the Rights Agreement, dated as of February 14, 2000, between EOG Resources, Inc. and First Chicago Trust Company of New York, as rights agent.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

EOG RESOURCES, INC.

Dated: December 14, 2001

By: /s/ DAVID R. LOONEY

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Name: David R. Looney

Title: Vice President, Finance

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EXHIBIT INDEX

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Inc. and First Chicago Trust Company of New York, as rights agent.