

CONOCOPHILLIPS
Form 8-K
March 08, 2016

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): **March 3, 2016**

ConocoPhillips

(Exact name of Registrant as Specified in its Charter)

Delaware
(State or other Jurisdiction of
Incorporation or Organization)

001-32395
(Commission
File Number)

01-0562944
(IRS Employer
Identification No.)

600 North Dairy Ashford

Houston, Texas 77079

(Address of principal executive offices and zip code)

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

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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):

- 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 March 3, 2016, ConocoPhillips Company (CCo), 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 March 3, 2016 (the Terms Agreement), among CCo, ConocoPhillips and the several Underwriters named in Schedule A to the Terms Agreement, relating to the underwritten public offering by CCo of \$1,250,000,000 aggregate principal amount of its 4.200% Notes due 2021 (the 2021 Notes), \$1,250,000,000 aggregate principal amount of its 4.950% Notes due 2026 (the 2026 Notes) and \$500,000,000 aggregate principal amount of its 5.950% Notes due 2046 (the 2046 Notes and, together with the 2021 Notes and the 2026 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 CCo, 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 CCo dated March 3, 2016, 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 March 7, 2016, 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.

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.

CONOCOPHILLIPS

By:	/s/ Janet Langford Carrig
Name:	Janet Langford Carrig
Title:	Senior Vice President, Legal, General Counsel and Corporate Secretary

Date: March 8, 2016

EXHIBIT INDEX

Exhibit No.	Description
1.1	Terms Agreement (including the provisions of the Underwriting Agreement incorporated by reference in the Terms Agreement), dated March 3, 2016, 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 (incorporated by reference to Exhibit 4.1 of ConocoPhillips' Current Report on Form 8-K filed with the SEC on May 18, 2015).
4.2	Form of the terms of the 2021 Notes, the 2026 Notes and the 2046 Notes, including the form of the 2021 Note, the 2026 Note and the 2046 Note.
5.1	Opinion of King & Spalding LLP
23.1	Consent of King & Spalding LLP (included in Exhibit 5.1 hereto)