

CONCHO RESOURCES INC  
Form 8-K  
October 02, 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): September 30, 2015**

**Concho Resources Inc.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**

**(State or Other Jurisdiction of Incorporation)**

**001-33615**  
**(Commission File Number)**

**76-0818600**  
**(I.R.S. Employer Identification No.)**

**One Concho Center**

**600 West Illinois Avenue**

**Midland, Texas**

**(Address of Principal Executive Offices)**

**79701**

**(Zip Code)**

**Registrant's telephone number, including area code: (432) 683-7443**

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))

**Item 1.01 Entry into a Material Definitive Agreement.**

*Underwriting Agreement*

On September 30, 2015, Concho Resources Inc. (the **Company**) entered into an underwriting agreement (the **Underwriting Agreement**) with J.P. Morgan Securities LLC and Credit Suisse Securities (USA), LLC, as representatives (the **Representatives**) of the several underwriters named therein (the **Underwriters**), in connection with an underwritten public offering of up to 8,855,000 shares of common stock (the **Common Shares**), including the Underwriters' option to purchase up to an additional 1,155,000 Common Shares. On October 1, 2015, the Underwriters exercised in full their option to purchase additional Common Shares. The Company expects the net proceeds from the offering to be approximately \$794 million, after deducting estimated fees and expenses. Net proceeds from the offering are expected to be used to repay all outstanding borrowings under the Company's credit facility, which were used in part to finance recent acquisitions, and for general corporate purposes, including funding potential future acquisitions. 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. 333-206172) of the Company, filed with and deemed automatically effective by the Securities and Exchange Commission on August 6, 2015. Closing of the issuance and sale of the Common Shares is scheduled for October 6, 2015, subject to customary closing conditions. A legal opinion relating to the validity of 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 has 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 limited exceptions, for a period of 60 days after the date of the Underwriting Agreement without the prior written consent of the Representatives.

Certain of the Underwriters and their affiliates act as administrative agent, lender, swingline lender and/or letter of credit lender under the Company's credit facility. Further, certain of the Underwriters or their affiliates have from time to time provided investment banking, commercial banking and financial advisory services to the Company, for which they have received customary compensation. The Underwriters and their affiliates may provide similar services in the future. In addition, from time to time, certain of 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.

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated September 30, 2015, by and among Concho Resources Inc. and J.P. Morgan Securities LLC and Credit Suisse Securities (USA) LLC, as representatives of the several underwriters named therein.
5.1	Opinion of Vinson & Elkins L.L.P.
23.1	Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1).

**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.

**CONCHO RESOURCES INC.**

Date: October 2, 2015

By: */s/ Travis L. Counts*

Name: Travis L. Counts

Title: Vice President and General Counsel

**EXHIBIT INDEX**

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