

CONCHO RESOURCES INC  
Form SC 13G/A  
February 17, 2009

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**  
**(Amendment No. 1)\***

**CONCHO RESOURCES INC.**

(Name of Issuer)

Common Stock, par value \$.001

(Title of Class of Securities)

20605P101

(CUSIP Number)

December 31, 2008

(Date of Event Which

Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed.

Rule 13d-1(b)

Rule 13d-1 (c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 20605P101

**Schedule 13G**

NAME OF REPORTING PERSON

**1**  
YORKTOWN ENERGY PARTNERS VI, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**  
(a)   
(b)

SEC USE ONLY

**3**

CITIZENSHIP OR PLACE OF ORGANIZATION

**4**  
Delaware

SOLE VOTING POWER

**5**

NUMBER OF 6,005,032

SHARED VOTING POWER

SHARES **6**

BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

EACH **7**

REPORTING PERSON 6,005,032

SHARED DISPOSITIVE POWER

WITH: **8**

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**9**  
6,005,032 (1) (2)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

7.1%(3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

PN

(1) Yorktown VI Company LP is the sole general partner of Yorktown Energy Partners VI, L.P. Yorktown VI Associates LLC is the sole general partner of Yorktown VI Company LP. As a result, Yorktown VI Associates LLC may be deemed to have the power to vote or direct the vote or to dispose or direct the disposition of the shares owned by Yorktown Energy Partners VI, L.P. Yorktown VI Company LP and Yorktown VI Associates LLC disclaim beneficial ownership of the securities owned by Yorktown Energy Partners VI, L.P. in excess of their pecuniary interests therein.

(2) Of these securities, 7,032 shares are held by W. Howard Keenan, Jr. for the benefit of Yorktown Energy Partners VI, L.P.

(3) Based on 84,706,291 shares of common stock issued and outstanding as of November 12, 2008 as disclosed by Concho Resources Inc. in its quarterly report on Form 10-Q for the quarter ended September 30, 2008, filed with the Securities and Exchange Commission on November 13, 2008.

CUSIP No. 20605P101

**Schedule 13G**

NAMES OF REPORTING PERSON

**1**

YORKTOWN VI COMPANY LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**

(a)

(b)

SEC USE ONLY

**3**

CITIZENSHIP OR PLACE OF ORGANIZATION

**4**

Delaware

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**5**

NUMBER OF 6,005,032

SHARED VOTING POWER

**6**

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

**7**

EACH REPORTING PERSON 6,005,032

SHARED DISPOSITIVE POWER

**8**

WITH: 0

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7.1%(3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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CUSIP No. 20605P101

**Schedule 13G**

NAMES OF REPORTING PERSON

**1**

YORKTOWN VI ASSOCIATES LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**

(a)

(b)

SEC USE ONLY

**3**

CITIZENSHIP OR PLACE OF ORGANIZATION

**4**

Delaware

SOLE VOTING POWER

**5**

NUMBER OF 6,005,032

SHARED VOTING POWER

**6**

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

**7**

EACH REPORTING PERSON 6,005,032

SHARED DISPOSITIVE POWER

**8**

WITH: 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**9**

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TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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(3) Based on 84,706,291 shares of common stock issued and outstanding as of November 12, 2008 as disclosed by Concho Resources Inc. in its quarterly report on Form 10-Q for the quarter ended September 30, 2008, filed with the Securities and Exchange Commission on November 13, 2008.

**Item 1.**

(a) Name of issuer: Concho Resources Inc.

(b) Address of issuer's principal executive offices: 550 West Texas Avenue, Suite 100, Midland, Texas 79701

**Item 2.**

(a) Name of person(s) filing:

Yorktown Energy Partners VI, L.P., a Delaware limited partnership,  
Yorktown VI Company LP, a Delaware limited partnership and  
Yorktown VI Associates LLC, a Delaware limited liability company

(b) Address of principal office: 410 Park Avenue, 19th Floor, New York, NY 10022

(c) Citizenship: USA

(d) Title of class of Securities: Common Stock, \$0.001 Par Value

(e) CUSIP Number: 20605P101

**Item 3.** If this statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e)  An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);

(f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);

(g)  A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);

(h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);

(k)  Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_



**Item 4. Ownership**

The information regarding ownership as set forth in Items 5-9 and 11 of Pages 2, 3 and 4, is hereby incorporated by reference.

**Item 5. Ownership of Five Percent or Less of a Class**

Not applicable

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company**

Not applicable

**Item 8. Identification and Classification of Members of the Group**

Not applicable

**Item 9. Notice of Dissolution of Group**

Not applicable

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, the undersigned each certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2009

YORKTOWN ENERGY PARTNERS VI, L.P.

By: Yorktown VI Company LP,  
its General Partner

By: Yorktown VI Associates LLC,  
its General Partner

By: /s/ W. Howard Keenan, Jr.

W. Howard Keenan, Jr., Managing Member

YORKTOWN VI COMPANY LP

By: Yorktown VI Associates LLC,  
its General Partner

By: /s/ W. Howard Keenan, Jr.

W. Howard Keenan, Jr., Managing Member

YORKTOWN VI ASSOCIATES LLC

By: /s/ W. Howard Keenan, Jr.

W. Howard Keenan, Jr., Managing Member

**INDEX TO EXHIBITS**

Exhibit

1. Joint Filing Agreement dated February 13, 2008 (filed on Exhibit 99.1 to the Schedule 13G filed by Yorktown Energy Partners VI, L.P., Yorktown VI Company LP and Yorktown VI Associates LLC on February 14, 2008, and incorporated herein by reference)