

BERRY PETROLEUM CO  
Form 8-K  
March 09, 2012

**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): **March 6, 2012**

**BERRY PETROLEUM COMPANY**

(Exact name of registrant as specified in its charter)

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

**1-9735**  
(Commission File  
Number)

**77-0079387**  
(I.R.S. Employer Identification No.)

**1999 Broadway, Suite 3700, Denver, Colorado**  
(Address of Principal Executive Offices)

**80202**  
(Zip Code)

Registrant's telephone number, including area code: **(303) 999-4400**

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(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:

- 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))
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**ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.**

On March 6, 2012, Berry Petroleum Company (the Company ) entered into an Underwriting Agreement (the Underwriting Agreement ) with Wells Fargo Securities, LLC, as representative of the underwriters named therein (collectively, the Underwriters ), in connection with an underwritten public offering (the Offering ) of \$600 million aggregate principal amount of the Company s 63/8% senior notes due 2022 (the Notes ). Pursuant to the Underwriting Agreement, the Company agreed, among other things, (i) that it would not offer or sell debt securities with a term of more than one year (other than the Notes) for a period of 90 days after March 6, 2012 without the prior consent of Wells Fargo Securities, LLC and (ii) to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or contribute to payments that the Underwriters may be required to make in respect of those liabilities. The Underwriting Agreement contains other terms and conditions that are generally customary for transactions of this nature.

A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this report and is incorporated herein by reference. The foregoing description of the terms of the Underwriting Agreement is qualified in its entirety by the Underwriting Agreement.

**ITEM 7.01. REGULATION FD DISCLOSURE**

On March 6, 2012, the Company issued a press release announcing the Offering. A copy of the press release is furnished as Exhibit 99.1 hereto.

On March 6, 2012, the Company issued a press release announcing a modified Dutch auction tender offer for up to \$150 million aggregate principal amount of its 10¼% senior notes due 2014. A copy of the press release is furnished as Exhibit 99.2 hereto.

On March 6, 2012, the Company issued a press release announcing pricing of the Offering. A copy of the press release is furnished as Exhibit 99.3 hereto.

The information contained in this Item 7.01 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or incorporated by reference in any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
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- 1.1 Underwriting Agreement, dated March 6, 2012, by and among Berry Petroleum Company and Wells Fargo Securities, LLC, as representative of the underwriters named therein.

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- 5.1 Opinion of Baker Botts L.L.P.
- 23.1 Consent of Baker Botts L.L.P. (included in Exhibit 5.1).
- 99.1 Press release dated March 6, 2012, announcing public offering of notes.
- 99.2 Press release dated March 6, 2012, announcing commencement of a modified Dutch auction tender offer for up to \$150 million aggregate principal amount of its 10¼% senior notes due 2014.
- 99.3 Press release dated March 6, 2012, announcing pricing of notes.

**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.

BERRY PETROLEUM COMPANY

By: */s/ Davis O. O Connor*  
Davis O. O Connor  
Corporate Secretary

Date: March 9, 2012

**INDEX TO EXHIBITS**

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