

EOG RESOURCES INC  
Form FWP  
January 11, 2016

**Filed Pursuant to Rule 433**

**Registration No. 333-208681**

**Free Writing Prospectus Dated January 11, 2016**

**EOG Resources, Inc.**

**Pricing Term Sheet**

**\$750,000,000 4.15% Senior Notes due 2026**

**\$250,000,000 5.10% Senior Notes due 2036**

Issuer: EOG Resources, Inc.  
Ratings\*: Moody s: A3 (negative watch)  
S&P: A- (stable outlook)  
Trade Date: January 11, 2016  
Settlement Date: January 14, 2016 (T+3)  
Interest Payment Dates: January 15 and July 15, commencing on July 15, 2016

	<b><u>Senior Notes due 2026</u></b>	<b><u>Senior Notes due 2036</u></b>
Principal Amount:	\$750,000,000	\$250,000,000
Maturity Date:	January 15, 2026	January 15, 2036
Coupon:	4.15%	5.10%
Benchmark Treasury:	2.250% due November 15, 2025	2.875% due August 15, 2045
Benchmark Treasury Yield:	2.168%	2.974%
Spread to Benchmark Treasury:	+200 basis points	+215 basis points
Yield to Maturity:	4.168%	5.124%
Price to Public:	99.854% of Principal Amount	99.702% of Principal Amount
Optional Redemption:		
Make-whole Call:	At any time prior to October 15, 2025, at the greater of (i) 100% or (ii) a discount rate of Treasury plus 30 basis points	At any time prior to July 15, 2035, at the greater of (i) 100% or (ii) a discount rate of Treasury plus 35 basis points
Par Call:	At any time on or after October 15, 2025	At any time on or after July 15, 2035

CUSIP/ISIN:

26875PAP6 / US26875PAP62

26875PAQ4 / US26875PAQ46

Joint Book-Running Managers:

Barclays Capital Inc.  
Citigroup Global Markets Inc.  
J.P. Morgan Securities LLC  
Wells Fargo Securities, LLC  
CIBC World Markets Corp.  
Goldman, Sachs & Co.  
Mitsubishi UFJ Securities (USA), Inc.  
RBC Capital Markets, LLC  
Scotia Capital (USA) Inc.  
SG Americas Securities, LLC

Co-Managers:

BNP Paribas Securities Corp.  
UBS Securities LLC  
U.S. Bancorp Investments, Inc.  
BB&T Capital Markets, a division of BB&T Securities, LLC  
BMO Capital Markets Corp.  
Merrill Lynch, Pierce, Fenner & Smith  
Incorporated  
Comerica Securities, Inc.  
DNB Markets, Inc.  
PNC Capital Markets LLC

\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn at any time.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and any other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Barclays Capital Inc. at (888) 603-5847, Citigroup Global Markets Inc. at (800) 831-9146, J.P. Morgan Securities LLC at (212) 834-4533 or Wells Fargo Securities, LLC at (800) 645-3751.