

Edgar Filing: NEWFIELD EXPLORATION CO /DE/ - Form 8-K

NEWFIELD EXPLORATION CO /DE/
Form 8-K
May 30, 2002

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): MAY 29, 2002

NEWFIELD EXPLORATION COMPANY
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(State or other jurisdiction
of incorporation or organization)

1-12534
(Commission File
Number)

72-11
(I.R.S.
Identifica

363 N. SAM HOUSTON PARKWAY E., SUITE 2020
HOUSTON, TEXAS
(Address of principal executive offices)

770
(Zip

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (281) 847-6000

Item 5. Other Events

See Press Release attached as Exhibit 99.1.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

c. Exhibits.

- 10.1 Agreement and Plan of Merger, dated as of May 29, 2002, by and among Newfield Exploration Company, Newfield Operating Company and EEX Corporation.
- 10.2 Voting Agreement and Irrevocable Proxy, dated as of May 29, 2002, by and among Newfield Exploration Company, Warburg, Pincus Equity Partners, L.P., Warburg, Pincus Netherlands Equity Partners I, C.V., Warburg, Pincus Netherlands Equity Partners II, C.V., Warburg, Pincus Netherlands Equity Partners III, C.V., Thomas M Hamilton, David R. Henderson and Richard S. Langdon and David A. Trice and Terry W. Rathert.

Edgar Filing: NEWFIELD EXPLORATION CO /DE/ - Form 8-K

- 10.3 Registration Rights Agreement, dated as of May 29, 2002, by and between Newfield Exploration Company, Warburg, Pincus Equity Partners, L.P., Warburg, Pincus Netherlands Equity Partners I, C.V., Warburg, Pincus Netherlands Equity Partners II, C.V. and Warburg, Pincus Netherlands Equity Partners III, C.V.
- 10.4 Bridge Loan Financing Commitment Letter, dated May 29, 2002, by and among Newfield Exploration Company, UBS AG, Stamford Branch and UBS Warburg LLC.
- 99.1 Press Release dated May 29, 2002.

[The remainder of this page is intentionally left blank.]

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.

NEWFIELD EXPLORATION COMPANY

By: /s/ Terry W. Rathert

Name: Terry W. Rathert
Title: Vice President, Chief Financial
Officer and Secretary

Dated: May 30, 2002

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
-----	-----
10.1	Agreement and Plan of Merger, dated as of May 29, 2002, by and among Newfield Exploration Company, Newfield Operating Company and EEX Corporation.
10.2	Voting Agreement and Irrevocable Proxy, dated as of May 29, 2002, by and among Newfield Exploration Company, Warburg, Pincus Equity Partners, L.P., Warburg, Pincus Netherlands Equity Partners I, C.V., Warburg, Pincus Netherlands Equity Partners II, C.V., Warburg, Pincus Netherlands Equity Partners III, C.V., Thomas M Hamilton, David R. Henderson and Richard S. Langdon and David A. Trice and Terry W. Rathert.
10.3	Registration Rights Agreement, dated as of May 29, 2002, by

Edgar Filing: NEWFIELD EXPLORATION CO /DE/ - Form 8-K

and between Newfield Exploration Company, Warburg, Pincus Equity Partners, L.P., Warburg, Pincus Netherlands Equity Partners I, C.V., Warburg, Pincus Netherlands Equity Partners II, C.V. and Warburg, Pincus Netherlands Equity Partners III, C.V.

- 10.4 Bridge Loan Financing Commitment Letter, dated May 29, 2002, by and among Newfield Exploration Company, UBS AG, Stamford Branch and UBS Warburg LLC.
- 99.1 Press Release dated May 29, 2002.