

Edgar Filing: PATINA OIL & GAS CORP - Form 425

PATINA OIL & GAS CORP
Form 425
May 11, 2005

Filed by Noble Energy, Inc.

pursuant to Rule 425 under the Securities Act of 1933

and deemed filed pursuant to Rule 14a-12

under the Securities and Exchange Act of 1934, as amended

Subject Company: Patina Oil & Gas Corporation

Commission File No.: 001-14344

This filing relates to a planned merger (the Merger) between Noble Energy, Inc. (Noble Energy) and Patina Oil & Gas Corporation (Patina) pursuant to the terms of an Agreement and Plan of Merger, dated as of December 15, 2004 (the Merger Agreement), by and among Noble Energy, Noble Energy Production, Inc. and Patina. The Merger Agreement is on file with the U.S. Securities and Exchange Commission (the SEC) as an exhibit to the Registration Statement on Form S-4 filed by Noble Energy on April 8, 2005, and is incorporated by reference into this filing.

On May 11, 2005, Noble Energy and Patina jointly issued a press release. The release issued by Noble Energy is as follows:

PRESS RELEASE

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**NOBLE ENERGY AND PATINA OIL & GAS OBTAIN STOCKHOLDER APPROVALS
REQUIRED FOR MERGER**

Closing Date Expected to be May 16, 2005

HOUSTON (May 11, 2005) Noble Energy, Inc. (NYSE: NBL) and Patina Oil & Gas Corporation (NYSE: POG) today announced that their respective special meetings of stockholders were held, with both companies receiving the necessary stockholder approvals to complete their merger.

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Patina stockholders approved the proposed merger with a subsidiary of Noble Energy. Noble Energy stockholders approved the issuance of common stock to Patina stockholders in the merger and the amendment of the company's certificate of incorporation to increase the number of authorized shares of common stock from 100 million to 250 million. Upon completion of the unwind of certain hedging transactions of Patina and satisfaction of other customary conditions, the proposed merger is expected to close on Monday, May 16, 2005.

In the merger, Patina stockholders will receive shares of Noble Energy common stock, cash or a combination thereof (subject to the allocation procedure described in the proxy statement) in exchange for their shares of Patina common stock.

Noble Energy is one of the nation's leading independent energy companies and operates throughout major basins in the United States including the Gulf of Mexico, as well as internationally, in Argentina, China, Ecuador, Equatorial Guinea, the Mediterranean Sea and the

North Sea. Noble Energy markets natural gas and crude oil through its subsidiary, Noble Energy Marketing, Inc.

Patina is an independent energy company engaged in the acquisition, development, exploitation and production of oil and natural gas primarily in Colorado's Wattenberg Field, the Mid-continent region of western Oklahoma and the Texas Panhandle, and the San Juan Basin in New Mexico.

This news release may include projections and other forward-looking statements within the meaning of the federal securities laws. Any such projections or statements reflect Noble Energy's or Patina's current views about future events and financial performance. No assurances can be given that such events or performance will occur as projected and actual results may differ materially from those projected. Important factors that could cause the actual results to differ materially from those projected include, without limitation, the volatility in commodity prices for oil and gas, the presence or recoverability of estimated reserves, the ability to replace reserves, environmental risks, drilling and operating risks, exploration and development risks, competition, government regulation or other action, the ability of management to execute its plans to meet its goals and other risks inherent in Noble Energy's or Patina's businesses that are detailed in their Securities and Exchange Commission (SEC) filings, including the Registration Statement on Form S-4 relating to the Merger referred to below.

In connection with the proposed merger (the Merger), Noble Energy has filed with the SEC a Registration Statement on Form S-4 (Registration Number 333-122262) that contains the joint proxy statement/prospectus regarding the transaction. Investors and security holders of Noble Energy and Patina are urged to read the definitive joint proxy statement/prospectus, and any other relevant materials filed by Noble Energy or Patina because they contain, or will contain, important information about Noble Energy, Patina and the Merger. These materials and other relevant materials (when they become available) and any other documents filed by Noble Energy or Patina with the SEC, may be obtained for free at the SEC's website at www.sec.gov. In addition, the documents filed with the SEC by Noble Energy may be obtained free of charge from Noble Energy's website at www.nobleenergyinc.com. The documents filed with the SEC by Patina may be obtained free of charge from Patina's website at www.patinaoil.com.