

DEVON ENERGY CORP/DE  
Form 8-K  
May 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): May 9, 2012 (May 7, 2012)**

**DEVON ENERGY CORPORATION**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction

of incorporation)

**001-32318**  
(Commission

File Number)

**73-1567067**  
(I.R.S. Employer

Identification No.)

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**333 WEST SHERIDAN AVE.,**

**OKLAHOMA CITY, OK**  
(Address of principal executive offices)

**73102-0501**  
(Zip Code)

**Registrant's telephone number, including area code: (405) 235-3611**

**20 NORTH BROADWAY, OKLAHOMA CITY, OK 73102**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communication 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-commencements communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement**

On May 7, 2012, Devon Energy Corporation (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Goldman, Sachs & Co. and Morgan Stanley & Co. LLC, as representatives for the underwriters named therein (collectively, the Underwriters ), pursuant to which the Company agreed to sell to the Underwriters \$750 million aggregate principal amount of its 1.875% Senior Notes due 2017, \$1 billion aggregate principal amount of its 3.250% Senior Notes due 2022 and \$750 million aggregate principal amount of its 4.750% Senior Notes due 2042 in a registered public offering pursuant to the Company s shelf registration statement on Form S-3 filed on December 12, 2011 (File No. 333-178453) (the Registration Statement ). The Company is filing the Underwriting Agreement as Exhibit 1.1 to this report. By the filing of this report, the Company is causing this exhibit to be incorporated by reference herein and into the Registration Statement.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description of Exhibits
1.1	Underwriting Agreement, dated May 7, 2012, by and among Devon Energy Corporation and Goldman, Sachs & Co. and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein.

**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.

Date: May 9, 2012

**Devon Energy Corporation**

By: /s/ Carla D. Brockman  
Carla D. Brockman  
Vice President Corporate Governance and Secretary

EXHIBIT INDEX

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