

HOUSTON EXPLORATION CO

Form 8-K

May 27, 2004

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**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 27, 2004 (May 26, 2004)**

**THE HOUSTON EXPLORATION COMPANY**

(Exact name of registrant as specified in charter)

**Delaware**  
(State of Incorporation)

**001-11899**  
(Commission File No.)

**22-2674487**  
(I.R.S. Employer Identification No.)

**1000 Louisiana Street, Suite 2000, Houston, Texas 77002-5215**  
(Address of Principal Executive Offices, including Zip code)

**(713) 830-6800**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

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Item 5. Other Events.

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

SIGNATURE

EXHIBIT INDEX

Underwriting Agreement dated May 26, 2004

Opinion of King & Spalding LLP

Press Release dated May 26, 2004

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**Item 5. Other Events.**

On May 26, 2004, we issued a press release announcing the pricing of an offering of 6,200,000 shares of our common stock under our shelf registration statement on Form S-3, effective March 31, 2004 (File No. 333-113659). We have granted the underwriters an option to purchase an additional 930,000 shares at the public offering price to cover any over-allotments. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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

(c) Exhibits.

- 1.1 Underwriting Agreement dated May 26, 2004 among The Houston Exploration Company, and Lehman Brothers Inc. and Goldman, Sachs & Co., as representatives of the underwriters named therein
- 5.1 Opinion of King & Spalding LLP with respect to the legality of the common stock
- 23.1 Consent of King & Spalding LLP (included in Exhibit 5.1)
- 99.1 Press Release of The Houston Exploration Company dated May 26, 2004

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**SIGNATURE**

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.

**THE HOUSTON EXPLORATION  
COMPANY.**

Dated: May 27, 2004

By: /s/ James F. Westmoreland  
James F. Westmoreland  
Vice President and Chief Accounting  
Officer

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