

# DEVON ENERGY CORP/DE

## FORM 8-K (Current report filing)

Filed 09/27/01 for the Period Ending 09/27/01

Address	333 W. SHERIDAN AVENUE OKLAHOMA CITY, OK 73102
Telephone	4055528183
CIK	0001090012
Symbol	DVN
SIC Code	1311 - Crude Petroleum and Natural Gas
Fiscal Year	12/31

# DEVON ENERGY CORP/DE

## FORM 8-K (Unscheduled Material Events)

Filed 9/27/2001 For Period Ending 9/27/2001

Address	20 N BROADWAY STE 1500 OKLAHOMA CITY, Oklahoma 73102
Telephone	405-235-3611
CIK	0001090012
Industry	Oil & Gas Operations
Sector	Energy
Fiscal Year	12/31

# 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): SEPTEMBER 27, 2001

## DEVON ENERGY CORPORATION

(Exact Name of Registrant as Specified in its Charter)

DELAWARE  
(State or Other Jurisdiction of  
Incorporation or Organization)

000-30176  
(Commission File Number)

73-1567067  
(I.R.S. Employer  
Identification Number)

20 NORTH BROADWAY, SUITE 1500  
OKLAHOMA CITY, OKLAHOMA  
(Address of Principal Executive Offices)

73102  
(Zip Code)

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

## **ITEM 5. OTHER EVENTS**

On September 27, 2001, Devon Energy Corporation and Mitchell Energy & Development Corp. announced that they expect to amend their merger agreement. The amendment would eliminate the risk that Devon's stock price would prevent the issuance of certain tax opinions that are a condition to the transaction.

The press release is filed as Exhibit 99 to this Current Report on Form 8-K, and the contents of such Exhibit is incorporated by reference.

## **ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS**

(c) Exhibits

99 Press Release dated September 27, 2001

## **SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereto duly authorized.

### **DEVON ENERGY CORPORATION**

By: /s/ Marian J. Moon

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Marian J. Moon  
Senior Vice President

*Date: September 27, 2001*

**EXHIBIT INDEX**

EXHIBIT

NUMBER

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99

DESCRIPTION

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Press Release dated September 27, 2001

**EXHIBIT 99**

**[DEVON ENERGY CORPORATION LETTERHEAD]**

NEWS RELEASE

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FOR IMMEDIATE RELEASE

MEDIA CONTACTS:                   VINCE WHITE  
  VP COMMUNICATIONS AND INVESTOR RELATIONS  
  (405) 552-4505

INVESTOR CONTACTS:               ZACK HAGER  
  MANAGER, INVESTOR RELATIONS  
  (405) 552-4526

**DEVON ENERGY AND MITCHELL ENERGY EXPECT TO AMEND  
MERGER AGREEMENT TO ENSURE TAX-FREE STATUS**

OKLAHOMA CITY and THE WOODLANDS, TEXAS -- SEPTEMBER 27, 2001 -- Devon Energy Corporation (AMEX:DVN, TSE:NSX) and Mitchell Energy & Development Corp. (NYSE:MND) announced today that they expect to amend their merger agreement shortly and are fully committed to completion of the merger. The amendment would eliminate the risk that Devon's stock price would prevent the issuance of certain tax opinions that are a condition to the transaction. The proposed amendment would have no effect on the economics of the transaction to the companies and their shareholders.

Under the existing merger agreement, Mitchell is to merge with a subsidiary of Devon. The transaction is designed to be tax-free except to the extent that Mitchell's shareholders receive cash. Consequently, a condition to closing is that each party receive tax opinions to that effect. The recent decline in Devon's stock price has created doubt as to whether those opinions could be obtained at closing.

The amended agreement would require the parties to complete the transaction as it is now structured if the tax opinions are available. However, in the event that the opinions are not available under that structure, the parties would effect the transaction by creating a new holding company. Through mergers, Devon and Mitchell would become subsidiaries of the new company. In those mergers, Devon's shareholders would exchange each of their Devon shares for one share of the new holding company. As with the original structure, Mitchell's shareholders would exchange each of their Mitchell shares for .585 shares of the new holding company and \$31 in cash. The board of directors of the new holding company would consist of the current Devon board of directors and Todd Mitchell. Mr. Mitchell is the son of George P. Mitchell, Chairman and CEO of Mitchell.

If the new holding company structure is employed, the transaction is expected to be tax-free, except to the extent Mitchell's shareholders receive cash. Any necessary opinions are expected

to be obtainable, regardless of Devon's stock price. If this structure is employed, the new holding company would guarantee the obligations of Devon Financing Corporation, U.L.C.'s recently proposed private placement of up to \$3 billion in senior notes.

Devon and Mitchell do not expect the proposed amendment to delay the closing. The companies expect to close the merger during the fourth quarter of 2001.

Devon Energy Corporation is an independent energy company engaged in oil and gas exploration, production and property acquisitions. Devon ranks among the top five U.S.-based independent oil and gas producers and is included in the S&P 500 Index. Shares of Devon Energy Corporation trade on the American Stock Exchange under the symbol DVN. Devon's exchangeable shares (resulting from Northstar, Devon's wholly-owned Canadian operating unit) trade on The Toronto Stock Exchange under the symbol NSX.

## **NOTICE TO INVESTORS CONCERNING DEVON'S PLANS TO ACQUIRE MITCHELL ENERGY**

Investors and security holders are advised to read the definitive joint proxy statement/prospectus that will be included in the Registration Statement on Form S-4 filed with the Securities and Exchange Commission in connection with the proposed transaction because it will contain important information. A preliminary joint proxy statement/prospectus has been filed with the SEC by Devon and Mitchell. Investors and security holders may obtain a free copy of the joint proxy statement/prospectus and other documents filed by Devon and Mitchell with the SEC at the SEC's web site at [www.sec.gov](http://www.sec.gov). The definitive joint proxy statement/prospectus and such other documents (relating to Devon) may also be obtained for free from Devon when they become available by directing such request to: Devon Energy Corporation, 20 North Broadway, Suite 1500, Oklahoma City, Oklahoma 73102-8260, Attention: Investor Relations, telephone: (405) 552-4570, e-mail: [judy.roberts@dvn.com](mailto:judy.roberts@dvn.com). The definitive joint proxy statement/prospectus and such other documents (relating to Mitchell) may also be obtained for free from Mitchell when they become available by directing such request to: Mitchell Energy & Development Corp., 2001 Timberloch Place, The Woodlands, Texas 77380, Attention: Investor Relations, telephone: (713) 377-6625, e-mail: [mndpr@mitchellenergy.com](mailto:mndpr@mitchellenergy.com).

Devon, its directors, executive officers and certain members of management and employees may be considered "participants in the solicitation" of proxies from Devon's shareholders in connection with the transaction. Information regarding such persons and a description of their interests in the transaction is contained in Devon's Proxy Statements and Annual Reports on Form 10-K filed with the SEC. Additional information regarding the interests of those persons may be obtained by reading the definitive proxy statement/prospectus when it becomes available.

Mitchell, its directors, executive officers and certain members of management and employees may be considered "participants in the solicitation" of proxies from Mitchell's shareholders in connection with the transaction. Information regarding such persons and a description of their interests in the transaction is contained in Mitchell's Proxy Statements and Annual Reports on Form 10-K filed with the SEC. Additional information regarding the interests of those persons may be obtained by reading the definitive proxy statement/prospectus when it becomes available.

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**End of Filing**

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