

---

---

**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): February 16, 2016**

---

**DEVON ENERGY CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

---

**DELAWARE**  
(State or Other Jurisdiction  
of Incorporation or Organization)

**001-32318**  
(Commission  
File Number)

**73-1567067**  
(IRS Employer  
Identification Number)

**333 West Sheridan Avenue, Oklahoma City, Oklahoma**  
(Address of Principal Executive Offices)

**73102-5015**  
(Zip Code)

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

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

---

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

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

---

**Item 8.01 Other Events.**

On January 7, 2016 we entered into a registration rights agreement (the “Agreement”) pursuant to which we agreed to register under the Securities Act of 1933, as amended, 23,470,000 shares of our common stock (the “Shares”) that were issued in connection with a previously disclosed acquisition. On the date hereof, we filed a prospectus supplement covering the Shares under our registration statement on Form S-3 (Registration No. 333-200922). In connection with the registration of the Shares, we are filing a legal opinion of Vinson & Elkins L.L.P. as Exhibit 5.1 to this Form 8-K. A copy of the Agreement will be filed as Exhibit 4.1 to our Annual Report on Form 10-K for the year ended December 31, 2015.

**Item 9.01 Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Vinson & Elkins L.L.P.

---

**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.

**DEVON ENERGY CORPORATION**

By: /s/ Carla D. Brockman

Carla D. Brockman

Vice President Corporate Governance and Secretary

Date: February 16, 2016

---

**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
5.1	Opinion of Vinson & Elkins L.L.P.

# Vinson & Elkins

February 16, 2016

Devon Energy Corporation  
333 West Sheridan Ave.  
Oklahoma City, Oklahoma 73102

Ladies and Gentlemen:

We have acted as counsel for Devon Energy Corporation, a Delaware corporation (the “**Company**”), with respect to certain legal matters in connection with the registration by the Company under the Securities Act of 1933, as amended, (the “**Securities Act**”) of the proposed offer and sale by the selling shareholders (the “**Selling Shareholders**”) named in the Prospectus Supplement (as defined below) of 23,470,000 shares of the Company’s common stock (the “**Common Shares**”).

We have participated in the preparation of a prospectus supplement, dated and filed with the Securities and Exchange Commission pursuant to Rule 424(b)(7) (the “**Prospectus Supplement**”) as of the date hereof and included in a Registration Statement on Form S-3 (Registration No. 333-200922) (the “**Registration Statement**”), which became effective under the Securities Act when filed on December 12, 2014.

In connection with the opinion expressed herein, we have examined and relied upon, among other things, (i) the Restated Certificate of Incorporation of the Company and the Amended and Restated Bylaws of the Company, (ii) the records of corporate proceedings that have occurred prior to the date hereof with respect to the issuance to the Selling Shareholders and registration by the Company of the Common Shares, (iii) the Registration Statement and Prospectus Supplement and (iv) such other documents as we have deemed necessary or appropriate for purposes of this opinion. We have also reviewed such questions of law as we have deemed necessary or appropriate. As to matters of fact relevant to the opinion expressed herein, and as to factual matters arising in connection with our examination of corporate documents, records and other documents and writings, we relied upon certificates and other communications of corporate officers of the Company, without further investigation as to the facts set forth therein. We have also assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies.

Based upon the foregoing, we are of the opinion that the Common Shares have been validly issued and are duly paid and nonassessable.

The foregoing opinion is limited in all respects to the General Corporation Law of the State of Delaware (including the applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting these laws) and the federal laws of the United States of America, and we do not express any opinions as to the laws of any other jurisdiction.

At your request, this opinion is being furnished to you for filing as an exhibit to the Company’s Current Report on Form 8-K filed on the date hereof. We hereby consent to the statements with respect to us under the heading “Legal Matters” in the Prospectus Supplement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act and the rules and regulations thereunder.

Very truly yours,

/s/ Vinson & Elkins L.L.P.

**Vinson & Elkins LLP Attorneys at Law**  
Abu Dhabi Austin Beijing Dallas Dubai Hong Kong Houston London  
Moscow New York Palo Alto Riyadh San Francisco Tokyo Washington  
US 4018229

1001 Fannin Street, Suite 2500  
Houston, TX 77002-6760  
Tel +1.713.758.2222 Fax +1.713.758.2346 [www.velaw.com](http://www.velaw.com)