

RANGE RESOURCES CORP

Form 10-K/A

November 19, 2010

**Table of Contents**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 10-K/A  
Amendment No. 1**

(Mark one)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2009**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number: 001-12209**

**RANGE RESOURCES CORPORATION**  
(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation or  
Organization)

**34-1312571**

(IRS Employer Identification No.)

**100 Throckmorton Street, Suite 1200, Fort Worth,  
Texas**

(Address of Principal Executive Offices)

**76102**

(Zip Code)

Registrant's telephone number, including area code

**(817) 870-2601**

**Securities registered pursuant to Section 12(b) of the Act:**

| <b>Title of Each Class</b>  | <b>Name of Each Exchange on Which Registered</b> |
|---|--|
| Common Stock, \$.01 par value   | New York Stock Exchange                          |
| <b>Securities registered pursuant to Section 12(g) of the Act: None</b> |  |

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (check one):

|   |   |  |   |
|---|---|--|---|
| Large accelerated<br>filer <input type="checkbox"/> | Accelerated<br>filer <input type="checkbox"/> | Non-accelerated filer <input type="checkbox"/><br>(Do not check if a smaller reporting<br>company) | Smaller reporting<br>company <input type="checkbox"/> |
|---|---|--|---|

Indicate by check mark whether the registrant is a shell company (as defined in 12b-2 of the Act). Yes  No

The aggregate market value of the voting and non-voting common equity held by non-affiliates as of June 30, 2009 was \$6,361,198,000. This amount is based on the closing price of registrant's common stock on the New York Stock Exchange on that date. Shares of common stock held by executive officers and directors of the registrant are not included in the computation. However, the registrant has made no determination that such individuals are affiliates within the meaning of Rule 405 of the Securities Act of 1933.

As of February 19, 2010, there were 159,142,506 shares of Range Resources Corporation Common Stock outstanding.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's proxy statement to be furnished to stockholders in connection with its 2010 Annual Meeting of Stockholders are incorporated by reference in Part III, Items 10-14 of this report.

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**TABLE OF CONTENTS**

EXPLANATORY NOTE

PART IV

Item 15. Exhibits and Financial Statement Schedules

SIGNATURES

RANGE RESOURCES CORPORATION

INDEX TO EXHIBITS

EX-23.2

EX-31.1

EX-31.2

EX-99.1

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**Table of Contents**

**EXPLANATORY NOTE**

We filed our Annual Report on Form 10-K for the year ended December 31, 2009 on February 24, 2010 (the Original Report ). We are filing this Amendment No. 1 on Form 10-K/A (this Amendment ) solely to revise Exhibit 99.3 to the Original Report as follows:

In the Original Report, the exhibit did not contain a statement including a specific reference to compliance with 1202(a)(9) of Regulation S-X. The exhibit in the Amendment includes such reference.

In the Original Report, the exhibit did not contain a statement indicating that Wright and Company used all methods and procedures they considered necessary under the circumstances to prepare the report. The exhibit in the Amendment includes such a reference.

The exhibit omitted relevant weighted average adjusted prices in the Original Report. The exhibit in this Amendment includes the requisite pricing information.

In the Original Report, Exhibit 99.3 omitted a statement that the third party engineer's estimates and our estimates are within 1% of each other. The exhibit in this Amendment includes such a statement.

Exhibit 99.3 included a reference to generally accepted petroleum engineering and evaluation principles in the Original Report. This exhibit has been modified to delete this reference.

In the Original Report, the exhibit contained a statement limiting its use to Range Resources Corporation. The exhibit in the Amendment does not include any such limitation.

No other changes to the Original Report are included in this Amendment other than to provide currently dated consents of the engineering firm and certifications of our principal executive officer and principal financial officer.

This Amendment is being filed in response to comments we received from the staff of the Division of Corporation Finance of the Securities and Exchange Commission (the SEC ) in connection with the staff's review of the Original Report. We have made no attempt in this Amendment to modify or update the disclosures presented in the Original Report other than as noted above. Also, this Amendment does not reflect events occurring after the filing of the Original Report. Accordingly, this Amendment should be read in conjunction with the Original Report and our other filings with the SEC subsequent to the filing of the Original Report.

**Table of Contents**

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

(a) The following exhibits are filed as part of this report:

| <b>Exhibit Number</b> | <b>Exhibit Description</b>   |
|-----------------------|--|
| 23.2                  | Consent of Wright and Company  |
| 31.1                  | Certification of principal executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2                  | Certification of principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 99.1                  | Report of Wright and Company   |

The interactive data files of our financial statements and accompanying notes were provided as exhibits to our Annual Report on Form 10-K that was filed on February 24, 2010. Because no amendments have been made to such financial information, the interactive data files are not provided in the Form 10-K/A.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf of the undersigned, thereunto duly authorized.

Date: November 19, 2010

RANGE RESOURCES CORPORATION

By: /s/ John H. Pinkerton

**John H. Pinkerton**  
*Chairman of the Board and*  
*Chief Executive Officer*

3

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**Table of Contents**

**RANGE RESOURCES CORPORATION  
INDEX TO EXHIBITS**

| <b>Exhibit<br/>Number</b> | <b>Exhibit Description</b>   |
|---------------------------|--|
| 23.2                      | Consent of Wright and Company  |
| 31.1                      | Certification by the Chairman and Chief Executive Officer of Range Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2                      | Certification by the Chief Financial Officer of Range Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002              |
| 99.1                      | Report of Wright and Company, independent consulting engineers   |