

WPX ENERGY, INC.

Form 10-12B/A

November 23, 2011

As filed with the Securities and Exchange Commission on November 22, 2011

Registration No. 001-35322

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

**Form 10**

**GENERAL FORM FOR REGISTRATION OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**  
**(AMENDMENT NO. 1)**

**WPX Energy, Inc.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction of  
incorporation or organization)*

**45-1836028**

*(I.R.S. Employer  
Identification No.)*

**One Williams Center**

**Tulsa, Oklahoma**

*(Address of Principal Executive Offices)*

**74172-0172**

*(Zip Code)*

**Registrant's telephone number, including area code:**

**(918) 573-2000**

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

<b>Title of Each Class to be so Registered</b>	<b>Name of Each Exchange on Which Each Class is to be Registered</b>
Common stock, par value \$1.00 per share	The New York Stock Exchange, Inc.

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

None

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 Securities Exchange Act of 1934, as amended. (Check one):

Large accelerated filer ☐      Accelerated filer ☐      Non-accelerated filer ☒      Smaller reporting company ☐  
(Do not check if a smaller reporting company)

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## INFORMATION REQUIRED IN REGISTRATION STATEMENT

### CROSS-REFERENCE SHEET BETWEEN INFORMATION STATEMENT AND ITEMS OF FORM 10

The information required by the following Form 10 Registration Statement items is contained in the Information Statement sections that we identify below, each of which we incorporate in this report by reference:

#### **Item 1. *Business***

The information required by this item is contained under the sections Summary, Risk Factors, Management's Discussion and Analysis of Financial Condition and Results of Operations, Business, Arrangements Between Williams and Our Company and Other Related Party Transactions of the Information Statement. Those sections are incorporated herein by reference.

#### **Item 1A. *Risk Factors***

The information required by this item is contained under the section Risk Factors of the Information Statement. That section is incorporated herein by reference.

#### **Item 2. *Financial Information***

The information required by this item is contained under the sections Summary, Selected Historical Combined Financial Data, Management's Discussion and Analysis of Financial Condition and Results of Operations, Description of Capital Stock and Index to Financial Statements, Supplementary Data and Schedule of the Information Statement. Those sections are incorporated herein by reference.

#### **Item 3. *Properties***

The information required by this item is contained under the section Business Significant Properties of the Information Statement. That section is incorporated herein by reference.

#### **Item 4. *Security Ownership of Certain Beneficial Owners and Management***

The information required by this item is contained under the section Security Ownership of Certain Beneficial Owners and Management of the Information Statement. That section is incorporated herein by reference.

#### **Item 5. *Directors and Executive Officers***

The information required by this item is contained under the section Management of the Information Statement. That section is incorporated herein by reference.

#### **Item 6. *Executive Compensation***

The information required by this item is contained under the section Executive Compensation of the Information Statement. That section is incorporated herein by reference.

#### **Item 7. *Certain Relationships and Related Transactions, and Director Independence***

The information required by this item is contained under the sections Management, Executive Compensation, Arrangements Between Williams and Our Company and Other Related Party Transactions of the Information Statement. Those sections are incorporated herein by reference.

**Item 8. *Legal Proceedings***

The information required by this item is contained under the section Business Legal Proceedings of the Information Statement. That section is incorporated herein by reference.

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**Item 9. *Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters***

The information required by this item is contained under the sections Risk Factors, The Spin-Off, Dividend Policy, Executive Compensation and Description of Capital Stock of the Information Statement. Those sections are incorporated herein by reference.

**Item 10. *Recent Sales of Unregistered Securities***

The information required by this item is contained under the sections Description of Capital Stock Recent Sale of Unregistered Securities and Description of Material Indebtedness of the Information Statement. That section is incorporated herein by reference.

**Item 11. *Description of Registrant's Securities to be Registered***

The information required by this item is contained under the section Description of Capital Stock of the Information Statement. That section is incorporated herein by reference.

**Item 12. *Indemnification of Directors and Officers***

The information required by this item is contained under the section Description of Capital Stock Limitations on Liability and Indemnification of Officers and Directors of the Information Statement. That section is incorporated herein by reference.

**Item 13. *Financial Statements and Supplementary Data***

The information required by this item is contained under the sections Selected Historical Combined Financial Data, Management's Discussion and Analysis of Financial Condition and Results of Operations, Description of Capital Stock and Index to Financial Statements, Supplementary Data and Schedule of the Information Statement. Those sections are incorporated herein by reference.

**Item 14. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure***

None.

**Item 15. *Financial Statements and Exhibits***

**(a) *Financial Statements***

The information required by this item is contained under the section Index to Financial Statements, Supplementary Data and Schedule beginning on page F-1 of the Information Statement. That section is incorporated herein by reference.

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**(b) Exhibits**

The following documents are filed as exhibits hereto:

<b>Exhibit No.</b>	<b>Description</b>
2.1	Form of Separation and Distribution Agreement
2.2	Contribution Agreement, dated as of October 26, 2010, by and among Williams Production RMT Company LLC, Williams Energy Services, LLC, Williams Partners GP LLC, Williams Partners L.P., Williams Partners Operating LLC and Williams Field Services Group, LLC (incorporated by reference to Exhibit 2.1 to WPX Energy, Inc.'s registration statement on Form S-1/A (File No. 333-173808) filed with the SEC on July 19, 2011)
3.1	Form of Amended and Restated Certificate of Incorporation of WPX Energy, Inc.
3.2	Form of Amended and Restated Bylaws of WPX Energy, Inc.
10.1	Form of Transition Services Agreement
10.2	Form of Tax Sharing Agreement
10.3	Form of Employee Matters Agreement (incorporated by reference to Exhibit 10.10 to WPX Energy, Inc.'s registration statement of Form S-1/A (File No. 333-173808) filed with the SEC on November 22, 2011)
10.4	Credit Agreement, dated as of June 3, 2011, by and among WPX Energy, Inc., the lenders named therein, and Citibank, N.A., as Administrative Agent and Swingline Lender (incorporated by reference to Exhibit 10.3 to The Williams Companies, Inc.'s current report on Form 8-K (File No. 001-04174) filed with the SEC on June 9, 2011)
10.5#	Amended and Restated Gas Gathering, Processing, Dehydrating and Treating Agreement by and among Williams Field Services Company, LLC, Williams Production RMT Company LLC, Williams Production Ryan Gulch LLC and WPX Energy Marketing, LLC, effective as of August 1, 2011 (incorporated by reference to Exhibit 10.7 to WPX Energy, Inc.'s registration statement on Form S-1/A (File No. 333-173808) filed with the SEC on July 19, 2011)
10.6	Form of WPX Energy, Inc. 2011 Incentive Plan (incorporated by reference to Exhibit 10.8 to WPX Energy, Inc.'s registration statement on Form S-1/A (File No. 333-173808) filed with the SEC on July 19, 2011)
10.7	Form of WPX Energy, Inc. 2011 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.9 to WPX Energy, Inc.'s registration statement on Form S-1/A (File No. 333-173808) filed with the SEC on July 19, 2011)
10.8	First Amendment to the Credit Agreement, dated as of November 1, 2011, by and among WPX Energy, Inc., the lenders named therein, and Citibank, N.A., as Administrative Agent and Swingline Lender (incorporated by reference to Exhibit 10.2 to The Williams Companies, Inc.'s current report on Form 8-K (File No. 001-04174) filed with the SEC on November 1, 2011)
21.1	List of Subsidiaries (incorporated by reference to Exhibit 21.1 to WPX Energy, Inc.'s registration statement on Form S-1/A (File No. 333-173808) filed with the SEC on June 21, 2011)
99.1	Information Statement, preliminary and subject to completion, dated November 22, 2011
99.2	Report of Independent Petroleum Engineers and Geologists, Netherland, Sewell & Associates, Inc. (incorporated by reference to Exhibit 99.1 to WPX Energy, Inc.'s registration statement on Form S-1 (File No. 333-173808) filed with the SEC on April 29, 2011)
99.3	Report of Independent Petroleum Engineers and Geologists, Miller and Lents, Ltd. (incorporated by reference to Exhibit 99.2 to WPX Energy, Inc.'s registration statement on Form S-1/A (File No. 333-173808) filed with the SEC on June 21, 2011)
99.4	

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Report of Independent Petroleum Engineers, Ralph E. Davis Associates, Inc. (incorporated by reference to Exhibit 99.3 to WPX Energy, Inc. s registration statement on Form S-1/A (File No. 333-173808) filed with the SEC on June 21, 2011)

# Certain portions have been omitted pursuant to a pending confidential treatment request. Omitted information has been filed separately with the SEC.

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**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

**WPX Energy, Inc.**

By: /s/ Ralph A. Hill

Ralph A. Hill  
Chief Executive Officer

Date: November 22, 2011