

DEVON ENERGY CORP/DE  
Form 8-K  
August 04, 2016

**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): August 4, 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**  
**(I.R.S. Employer**  
**Identification No.)**

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**333 W. SHERIDAN AVE., OKLAHOMA CITY, OK**

**73102**

**(Address of Principal Executive Offices)**

**(Zip Code)**

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

**No change since last report**

**(Former Name or 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 August 4, 2016, Devon Energy Corporation (the Company ) announced that it has commenced tender offers to purchase for cash (i) any and all of the 8.250% notes due 2018 issued by Devon OEI Operating, L.L.C. and the 6.300% notes due 2019 (together, the Any and All Notes ) issued by the Company and (ii) up to an aggregate principal amount of the 2.250% notes due 2018, the 7.500% notes due 2027, the 7.875% debentures due 2031, the 7.950% debentures due 2032, the 4.000% notes due 2021 and the 5.600% notes due 2041 (collectively, the Maximum Tender Offer Notes ) issued by the Company or its subsidiaries, that will not result in the aggregate purchase price for the Maximum Tender Offer Notes, excluding accrued and unpaid interest, to exceed the aggregate maximum repurchase amount. The aggregate maximum repurchase amount is equal to \$1,200,000,000 less the aggregate total consideration for Any and All Notes validly tendered and accepted for purchase in the tender offers for the Any and All Notes. The tender offers are being made exclusively pursuant to an offer to purchase dated August 4, 2016 and related letter of transmittal and, with respect to the Any and All Notes, related notice of guaranteed delivery, which set forth the terms and conditions of the tender offers.

Furnished as Exhibit 99.1 and incorporated herein by reference is a copy of the press release announcing the tender offers.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release, dated August 4, 2016

**SIGNATURES**

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

**DEVON ENERGY CORPORATION**

Date: August 4, 2016

By: /s/ Jeffrey L. Ritenour

Name: Jeffrey L. Ritenour

Title: Senior Vice President, Corporate Finance and  
Treasurer

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release, dated August 4, 2016