

CABOT OIL & GAS CORP  
Form 8-K  
July 22, 2008

**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): July 16, 2008**

**CABOT OIL & GAS CORPORATION**

(Exact name of registrant as specified in its charter)

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

**1-10447**  
(Commission File Number)

**04-3072771**  
(I.R.S. Employer  
Identification No.)

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**1200 Enclave Parkway**

**Houston, Texas**  
(Address of principal executive offices)

**77077**  
(Zip Code)

**Registrant's telephone number, including area code: (281) 589-4600**

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 (*see* General Instruction A.2):

- .. 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 1.01 Entry into a Material Definitive Agreement.**

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

On July 16, 2008, Cabot Oil & Gas Corporation (the Company) completed a private placement of \$425 million aggregate principal amount of senior unsecured fixed-rate notes pursuant to a Note Purchase Agreement dated July 16, 2008 (the Agreement) between the Company and the institutional purchasers named therein. The notes consist of \$245 million aggregate principal amount of the Company's 6.44% Series D Senior Notes due July 16, 2018, \$100 million aggregate principal amount of the Company's 6.54% Series E Senior Notes due July 16, 2020 and \$80 million aggregate principal amount of the Company's 6.69% Series F Senior Notes due July 16, 2023 (collectively, the Notes).

Interest on the Notes of each series is payable semi-annually. The Company may prepay all or any portion of the Notes of each series on any date at a price equal to the principal amount thereof plus accrued and unpaid interest and a make-whole premium. The Notes contain restrictions on the merger of the Company with a third party other than under certain limited conditions. There are also various other restrictive covenants customarily found in such debt instruments. These covenants include a required asset coverage ratio (present value of proved reserves plus adjusted cash (as defined in the Agreement) to debt and other liabilities) of at least 1.5 to 1.0, and a minimum annual coverage ratio of operating cash flow to interest expense for the trailing four quarters of 2.8 to 1.0. The Notes also are subject to customary events of default. The Company is required to offer to prepay the Notes upon specified change in control events if a credit ratings test is not met.

A copy of the Agreement, including the form of the Notes of each series, has been filed as Exhibit 4.1 to this report and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

4.1 Note Purchase Agreement dated July 16, 2008 between Cabot Oil & Gas Corporation and the Purchasers named therein.

**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.

CABOT OIL & GAS CORPORATION

By: /s/ Henry C. Smyth  
Henry C. Smyth  
Vice President, Controller and Treasurer

Date: July 22, 2008

**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>
4.1	Note Purchase Agreement dated July 16, 2008 between Cabot Oil & Gas Corporation and the Purchasers named therein.