

EOG RESOURCES INC  
Form 8-K  
January 15, 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): January 15, 2016 (January 14, 2016)**

**EOG RESOURCES, INC.**

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

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

**1-9743**  
**(Commission**  
  
**File Number)**  
**1111 Bagby, Sky Lobby 2**  
  
**Houston, Texas 77002**

**47-0684736**  
**(I.R.S. Employer**  
  
**Identification No.)**

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**(Address of principal executive offices) (Zip Code)**

**713-651-7000**

**(Registrant's telephone number, including area code)**

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))

**EOG RESOURCES, INC.**

**Item 1.01 Entry Into a Material Definitive Agreement.**

On January 14, 2016, EOG Resources, Inc. (EOG) closed its sale of \$750 million aggregate principal amount of its 4.15% Senior Notes due 2026 (2026 Notes) and \$250 million aggregate principal amount of its 5.10% Senior Notes due 2036 (2036 Notes and, together with the 2026 Notes, the Notes). The Notes were issued under an indenture, dated as of May 18, 2009 (Indenture), by and between EOG, as issuer, and Wells Fargo Bank, National Association, as trustee, and an officers' certificate, dated January 14, 2016, pursuant to the Indenture setting forth the specific terms of the Notes.

The offer and sale of the Notes has been registered under the Securities Act of 1933, as amended, pursuant to a Registration Statement on Form S-3 (Registration No. 333-208681) filed with the United States Securities and Exchange Commission on December 21, 2015.

The Indenture, the officers' certificate, the form of global note for the 2026 Notes and the form of global note for the 2036 Notes are filed as Exhibits 4.1, 4.2, 4.3 and 4.4 hereto, respectively, and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

- 4.1 Indenture, dated as of May 18, 2009, by and between EOG and Wells Fargo Bank, NA, as Trustee (incorporated by reference to Exhibit 4.9 to EOG's Registration Statement on Form S-3, Registration No. 333-159301, filed May 18, 2009).
- \*4.2 Officers' Certificate Establishing 4.15% Senior Notes due 2026 and 5.10% Senior Notes due 2036 of EOG, dated January 14, 2016.
- \*4.3 Form of Global Note with respect to the 4.15% Senior Notes due 2026 of EOG.
- \*4.4 Form of Global Note with respect to the 5.10% Senior Notes due 2036 of EOG.

\* Exhibit filed herewith

**SIGNATURES**

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

**EOG RESOURCES, INC.**  
(Registrant)

Date: January 15, 2016

By: /s/ Timothy K. Driggers  
Timothy K. Driggers  
Vice President and Chief Financial Officer  
(Principal Financial Officer and Duly Authorized  
Officer)

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
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*4.2	Officers Certificate Establishing 4.15% Senior Notes due 2026 and 5.10% Senior Notes due 2036 of EOG, dated January 14, 2016.
*4.3	Form of Global Note with respect to the 4.15% Senior Notes due 2026 of EOG.
*4.4	Form of Global Note with respect to the 5.10% Senior Notes due 2036 of EOG.

\* Exhibit filed herewith