

RANGE RESOURCES CORP

Form 10-K/A

September 02, 2011

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

**FORM 10-K/A
Amendment No. 2**

(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, 2010

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:

Title of Each Class

Name of Each Exchange on Which Registered

Common Stock, \$.01 par value

New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

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 filer

Accelerated filer

Non-accelerated filer

Smaller reporting
company

(Do not check if a smaller
reporting company)

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, 2010 was \$6,999,629,000. 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 25, 2011, there were 160,491,399 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 2011 Annual Meeting of Stockholders are incorporated by reference in Part III, Items 10-14 of this report.

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EX-99.3

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EXPLANATORY NOTE

We filed our Annual Report on Form 10-K for the year ended December 31, 2010 on March 1, 2011 (the Original Report). We are filing this Amendment No. 2 on Form 10-K/A (this Amendment) solely to revise Exhibits 23.1, 23.2, 23.3, 99.1, 99.2 and 99.3 to the Original Report as follows:

In the Original Report, Exhibits 23.1, 23.2 and 23.2 did not correctly reference that the consents were for the report to be incorporated by reference into filings under the Securities Act of 1933. The exhibits in this Amendment include such reference.

In the Original Report, the exhibits 99.1 and 99.3 omitted the specific qualifications of the technical person responsible for overseeing the reserve audit. The exhibits in this Amendment include such information.

In the Original Report, Exhibit 99.2 omitted the purpose for the report and the location of the properties. The exhibit in this Amendment includes such statements.

No other changes to the Original Report are included in this Amendment other than to provide currently dated consents of the engineering firms 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.

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PART IV

Item 15. Exhibits and Financial Statement Schedules

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

Exhibit Number	Exhibit Description
23.1	Consent of H. J. Gruy and Associates, Inc, independent consulting engineers
23.2	Consent of DeGoyler and MacNaughton, independent consulting engineers
23.3	Consent of Wright & Company Inc, independent consulting engineers
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 H. J. Gruy and Associates, Inc, independent consulting engineers
99.2	Report of DeGoyler and MacNaughton, independent consulting engineers
99.3	Report of Wright & Company, Inc, independent consulting engineers

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 March 2, 2011. 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: September 2, 2011

RANGE RESOURCES CORPORATION

By: /s/ Roger S. Manny

Roger S. Manny

Chief Financial Officer

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