

Rosetta Resources Inc.  
Form 8-K  
May 28, 2014

**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): May 21, 2014**

**Rosetta Resources Inc.**

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

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

**000-51801**  
**(Commission**  
  
**File Number)**

**43-2083519**  
**(I.R.S. Employer**  
  
**Identification Number)**

**1111 Bagby Street, Suite 1600**

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

**77002**  
**(Zip Code)**

**713-335-4000**

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

**Not Applicable**

**(Former Name or Former 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 1.01 Entry into a Material Definitive Agreement

### *Underwriting Agreement*

On May 21, 2014, Rosetta Resources Inc. (the Company) and certain subsidiary guarantors of the Company (the Guarantors) entered into an underwriting agreement with J.P. Morgan Securities LLC, as representative of the several underwriters named therein, with respect to the public offering by the Company of \$500,000,000 in aggregate principal amount of 5.875% Senior Notes due 2024 (the Notes). The Notes have been registered under the Securities Act of 1933, as amended (the Securities Act), pursuant to the Company's Registration Statement on Form S-3 (File No. 333-180439), which became effective upon filing with the Securities and Exchange Commission (the Commission) on March 29, 2012 (the Registration Statement), and as supplemented by the prospectus supplement relating to the Notes filed with the Commission on May 22, 2014. The Company intends to use the net proceeds from the offering of approximately \$491.8 million, after deducting the underwriting discount and estimated offering expenses, to repay borrowings outstanding under its revolving credit facility and for general corporate purposes.

The underwriting agreement contains customary representations, warranties and agreements by the Company and Guarantors, including obligations of the Company and Guarantors to indemnify the underwriters for certain liabilities under the Securities Act. The foregoing description of the underwriting agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the underwriting agreement, which is filed as Exhibit 1.1 to this Current Report on Form 8-K.

### *Relationships*

In the ordinary course of their various business activities, the underwriters and their respective affiliates may make or hold a broad array of investments, including serving as counterparties to certain derivative and hedging arrangements, and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and may have in the past and at any time in the future, hold long and short positions in such securities and instruments. Such investment and securities activities may have involved, and in the future may involve, the Company's securities and instruments. The underwriters and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments. An affiliate of Wells Fargo Securities, LLC serves as administrative agent under the Company's revolving credit facility. Additionally, affiliates of certain of the underwriters serve as lenders under the Company's revolving credit facility, and, as such, will receive a portion of the proceeds from the offering from the repayment of borrowings under such facility. An affiliate of Wells Fargo Securities, LLC also serves as the trustee for the Company's existing notes and will serve as the trustee for the Notes.

## Item 9.01 Financial Statements and Exhibits

### (d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement dated as of May 21, 2014 among Rosetta Resources Inc., certain subsidiary guarantors of Rosetta Resources Inc. party thereto and J.P. Morgan Securities LLC, as representative of the several underwriters.
5.1	Opinion of Latham & Watkins LLP regarding legality of the Notes.

23.1

Consent of Latham & Watkins LLP (included in Exhibit 5.1 hereto).

**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.

Dated: May 28, 2014

ROSETTA RESOURCES INC.

By: /s/ Don O. McCormack  
Don O. McCormack  
*Senior Vice President, Treasurer and  
Chief Accounting Officer*

**EXHIBIT INDEX**

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