

WHITING PETROLEUM CORP
Form 8-K
December 12, 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): December 11, 2014
Whiting Petroleum Corporation

(Exact name of registrant as specified in its charter)

| | | |
|-----------------|------------------|---------------------|
| <u>Delaware</u> | <u>1-31899</u> | <u>20-0098515</u> |
| (State or other | (Commission File | (IRS Employer |
| jurisdiction of | Number) | Identification No.) |
| incorporation) | | |

1700 Broadway, Suite 2300, Denver, Colorado 80290-2300

(Address of principal executive offices, including ZIP code)

(303) 837-1661

(Registrant's telephone number, including area code)

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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 C.F.R. §230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 C.F.R. §240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 C.F.R. §240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 C.F.R. §240.13e-4(c))

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

On December 8, 2014, Whiting Petroleum Corporation (Whiting) acquired Kodiak Oil & Gas Corp. (n/k/a Whiting Canadian Holding Company ULC, Whiting Canadian Holding). As a result of such acquisition, Whiting, Whiting Canadian Holding, Whiting Resources Corporation (f/k/a Kodiak Oil & Gas (USA) Inc., Whiting Resources), Whiting US Holding Company, a wholly owned subsidiary of Whiting (Whiting Holdco), and The Bank of New York Mellon Trust Company, N.A., as trustee (the Trustee), entered into the Supplemental Indentures and Amendment Subsidiary Guarantee, each dated as of December 11, 2014 (the Supplemental Indentures) to each of the (i) Senior Indenture, dated as of September 12, 2013 (the Senior Indenture), as supplemented and amended by the First Supplemental Indenture, dated as of September 12, 2013, among Whiting, Whiting Oil and Gas Corporation (WOGC) and the Trustee (the First Supplemental Indenture), (ii) Senior Indenture, as supplemented and amended by the Second Supplemental Indenture, dated as of September 12, 2013, among Whiting, WOGC and the Trustee (the Second Supplemental Indenture), and (iii) Subordinated Indenture, dated as of April 19, 2005, as supplemented and amended by the Second Supplemental Indenture, dated as of September 24, 2010, among Whiting, WOGC and the Trustee (the Subordinated Indenture).

Pursuant to the Supplemental Indentures, Whiting Canadian Holding, Whiting Resources and Whiting Holdco, effective as of the date of the Supplemental Indentures, agreed to guarantee the payment obligations of the notes issued under each of the First Supplemental Indenture, the Second Supplemental Indenture and the Subordinated Indenture.

The foregoing description of the Supplemental Indentures does not purport to be complete and is qualified in its entirety by reference to the Supplemental Indentures, copies of which are filed as Exhibit 4.1, 4.2 and 4.3 to this Current Report on Form 8-K and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits:

(4.1) Supplemental Indenture and Amendment Subsidiary Guarantee, dated as of December 11, 2014, among Whiting Petroleum Corporation, Whiting Canadian Holding Company ULC, Whiting Resources Corporation, Whiting US Holding Company and The Bank of New York Mellon Trust Company, N.A., as trustee, relating to the 6 ½% Senior Subordinated Notes Due 2018.

(4.2)

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Supplemental Indenture and Amendment Subsidiary Guarantee, dated as of December 11, 2014, among Whiting Petroleum Corporation, Whiting Canadian Holding Company ULC, Whiting Resources Corporation, Whiting US Holding Company and The Bank of New York Mellon Trust Company, N.A., as trustee, relating to the 5.000% Senior Notes Due 2019.

- (4.3) Supplemental Indenture and Amendment – Subsidiary Guarantee, dated as of December 11, 2014, among Whiting Petroleum Corporation, Whiting Canadian Holding Company ULC, Whiting Resources Corporation, Whiting US Holding Company and The Bank of New York Mellon Trust Company, N.A., as trustee, relating to the 5.750% Senior Notes Due 2021.

SIGNATURES

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.

WHITING PETROLEUM CORPORATION

Date: December 12, 2014

By: /s/ James J. Volker
James J. Volker
Chairman, President and Chief Executive Officer

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EXHIBIT INDEX

Exhibit

| <u>Number</u> | <u>Description</u> |
|---------------|--|
| (4.1) | Supplemental Indenture and Amendment Subsidiary Guarantee, dated as of December 11, 2014, among Whiting Petroleum Corporation, Kodiak Oil & Gas Unlimited, Kodiak Oil & Gas (USA) Inc., Whiting US Holding Company and The Bank of New York Mellon Trust Company, N.A., as trustee, relating to the 6 ½% Senior Subordinated Notes Due 2018. |
| (4.2) | Supplemental Indenture and Amendment Subsidiary Guarantee, dated as of December 11, 2014, among Whiting Petroleum Corporation, Kodiak Oil & Gas Unlimited, Kodiak Oil & Gas (USA) Inc., Whiting US Holding Company and The Bank of New York Mellon Trust Company, N.A., as trustee, relating to the 5.000% Senior Notes Due 2019. |
| (4.3) | Supplemental Indenture and Amendment Subsidiary Guarantee, dated as of December 11, 2014, among Whiting Petroleum Corporation, Kodiak Oil & Gas Unlimited, Kodiak Oil & Gas (USA) Inc., Whiting US Holding Company and The Bank of New York Mellon Trust Company, N.A., as trustee, relating to the 5.750% Senior Notes Due 2021. |