

NEWFIELD EXPLORATION CO /DE/

Form POSASR

February 25, 2019

As filed with the Securities and Exchange Commission on February 25, 2019

Registration No. 333-226962

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO

FORM S-3 REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

NEWFIELD EXPLORATION COMPANY

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

72-1133047

(I.R.S. Employer

Identification No.)

4 Waterway Square Place, Suite 100

The Woodlands, Texas 77380

(281) 210-5100

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Nancy L. Brennan

Secretary

4 Waterway Square Place, Suite 100

The Woodlands, Texas 77380

(281) 210-5100

(Name, address, including zip code, and telephone number, including area code, of agent for service)

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B)

of the Securities Act.

EXPLANATORY NOTE

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 relates to Registration Statement No. 333-226962 on Form S-3 (the **Registration Statement**), originally filed by Newfield Exploration Company, a Delaware corporation (the **Company**), with the U.S. Securities and Exchange Commission on August 21, 2018, registering an indeterminate amount or number of debt securities, common stock and preferred stock of the Company as may be issued from time to time at indeterminate prices.

On February 13, 2019, pursuant to the Agreement and Plan of Merger, dated as of October 31, 2018 (the **Merger Agreement**), by and among the Company, Encana Corporation, a Canadian corporation (**Encana**), and Neapolitan Merger Corp., a Delaware corporation and an indirect, wholly-owned subsidiary of Encana (**Merger Sub**), Merger Sub was merged with and into the Company (the **Merger**), with the Company surviving the Merger as a wholly-owned subsidiary of Encana.

As a result of the completion of the transactions contemplated by the Merger Agreement, the Company has terminated all offerings of securities pursuant to the Registration Statement. In accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that had been registered for issuance that remain unsold at the termination of such offering, the Company hereby removes from registration by means of this Post-Effective Amendment No. 1 all of such securities registered but unsold under the Registration Statement. The Registration Statement is hereby amended, as appropriate, to reflect the deregistration of such securities and the Company hereby terminates the effectiveness of the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Calgary, Province of Alberta, Canada, on February 25, 2019.

NEWFIELD EXPLORATION COMPANY

By: /s/ Nancy L. Brennan
Nancy L. Brennan

Secretary

Note: No other person is required to sign this Post-Effective Amendment No. 1 to Form S-3 Registration Statement in reliance on Rule 478 under the Securities Act of 1933, as amended.