

RANGE RESOURCES CORP  
Form 8-K  
February 27, 2012

**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): February 24, 2012

**RANGE RESOURCES CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**001-12209**  
(Commission

File Number)

**34-1312571**  
(IRS Employer

Identification No.)

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**100 Throckmorton Street, Suite 1200**

**Fort Worth, Texas**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: (817) 870-2601**

**76102**  
(Zip Code)

**(Former name or former address, if changed since last report): Not applicable**

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 (see General Instruction A.2. below):

- ..  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<sup>©</sup>)

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

On February 24, 2012, Range Resources Corporation ( "Range" ) announced that it priced a registered public offering at par of \$600 million aggregate principal amount of senior subordinated notes due 2022, which will carry an interest rate of 5.0% (the "2022 Notes" ). Range intends to use a portion of the net proceeds of the offering of the 2022 Notes to repay up to \$350 million of borrowings under its bank credit facility. Range intends to use the remaining net proceeds to fund its 2012 capital expenditure budget and, pending that use, for general corporate purposes.

The 2022 Notes were sold pursuant to an Underwriting Agreement, dated February 24, 2012 (the "Underwriting Agreement" ), by and among Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC, as representatives of the several underwriters named therein (the "Underwriters" ), Range, and the following subsidiaries of Range, which are expected to fully and unconditionally guarantee the 2022 Notes on a senior subordinated basis (collectively, the "Subsidiary Guarantors" ):

American Energy Systems, LLC

Energy Assets Operating Company, LLC

Range Energy Services Company, LLC

Range Operating New Mexico, LLC

Range Production Company

Range Resources Appalachia, LLC

Range Resources Midcontinent, LLC

Range Resources Pine Mountain, Inc.

Range Texas Production, LLC

The Underwriting Agreement contains customary representations, warranties and agreements by Range and the Subsidiary Guarantors, and customary conditions to closing, indemnification rights, obligations of the parties and termination provisions. Range has agreed with the Underwriters not to offer or sell any debt securities issued or guaranteed by Range having a term of more than one year (other than the 2022 Notes) for a period of 60 days after the date of the Underwriting Agreement without the prior written consent of Merrill Lynch, Pierce, Fenner & Smith Incorporated.

The Underwriters or their affiliates have from time to time provided investment banking, commercial banking and financial advisory services to Range and its affiliates, for which they have received customary compensation. The Underwriters and their affiliates may provide similar services in the future. In addition, from time to time, certain of the Underwriters and their affiliates may effect transactions for their own account or the account of customers, and hold on behalf of themselves or their customers, long or short positions in Range's debt or equity securities or loans, and may do so in the future.

The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to such Underwriting Agreement, a copy of which is filed herewith as Exhibit 1.1 and is incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure.**

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On February 24, 2012, Range issued a press release announcing the pricing of the registered public offering of the 2022 Notes. A copy of this press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K under this heading, including Exhibit 99.1, shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated February 24, 2012, by and among Range Resources Corporation, certain subsidiary guarantors and Merrill Lynch, Pierce, Fenner & Smith Incorporated and J. P. Morgan Securities LLC.
99.1	Press Release, February 24, 2012, announcing pricing of notes.

**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.

RANGE RESOURCES CORPORATION

By: /s/ Roger S. Manny

Roger S. Manny  
*Chief Financial Officer*

Date: February 27, 2012

**EXHIBIT INDEX**

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