

WPX ENERGY, INC.  
Form 8-K  
April 25, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 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)**

**April 25, 2016**

**WPX Energy, Inc.**

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

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

**1-35322**  
**(Commission**  
  
**File Number)**

**45-1836028**  
**(IRS Employer**  
  
**Identification No.)**

**3500 One Williams Center, Tulsa, Oklahoma**  
**(Address of principal executive offices)**

**74172-0172**  
**(Zip Code)**

**(855) 979-2012**

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

**(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 7.01 Regulation FD Disclosure.**

On April 25, 2016, WPX Energy, Inc. (the Company ) issued a press release announcing the commencement of a cash tender offer (the Tender Offer ) for any and all of the Company s outstanding 5.250% Senior Notes due 2017 (the Notes ). The Tender Offer is subject to the terms and conditions set forth in the Offer to Purchase dated April 25, 2016 and the related Letter of Transmittal and Notice of Guaranteed Delivery (collectively, the Offer Documents ). A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

This Current Report on Form 8-K, including the press release hereby incorporated by reference, is neither an offer to purchase nor a solicitation of an offer to sell any Notes. The Tender Offer is being made only pursuant to the Offer Documents. The Tender Offer is not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would be unlawful.

**ITEM 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Press Release, dated April 25, 2016

The information contained in this Current Report on Form 8-K shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, and shall not be deemed incorporated by reference in any filing with the SEC under the Securities Exchange Act of 1934 or the Securities Act of 1933, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

**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.

**WPX Energy, Inc.**

By: /s/ Stephen E. Brilz  
Stephen E. Brilz  
Vice President and Corporate Secretary

April 25, 2016

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release, dated April 25, 2016