

WPX ENERGY, INC.  
Form 8-K  
January 18, 2017

**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): January 12, 2017**

**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)**

**Registrant's telephone number, including area code: (855) 979-2012**

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 8.01 Other Events**

On January 12, 2017, WPX Energy, Inc. (the Company ) entered into an Underwriting Agreement (the Underwriting Agreement ) with Credit Suisse Securities (USA) LLC, as representative of the several underwriters named in Exhibit A thereto (the Underwriters ), pursuant to which the Company agreed to offer and sell to the Underwriters 45,000,000 shares of the Company s common stock, par value \$0.01 per share (the Common Stock ), at a purchase price from the Underwriters of \$12.9736 per share (the Offering ). Pursuant to the Underwriting Agreement, the Company granted the Underwriters a 30-day option to purchase up to an additional 6,675,000 shares of Common Stock (the Option ). The Underwriters exercised the Option in full on January 13, 2017. The Underwriting Agreement is filed as Exhibit 1.1 hereto.

The Offering and the offer and sale of shares of Common Stock pursuant to the Option 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 (Registration No. 333-198523) (the Registration Statement ) and a prospectus supplement dated January 12, 2017 and filed with the Securities and Exchange Commission pursuant to Rule 424(b) of the Securities Act on January 17, 2017. The closing of the Offering, including the shares issuable pursuant to the Option, is expected to occur on January 19, 2017. The legal opinion of Weil, Gotshal & Manges LLP relating to the Registration Statement is filed as Exhibit 5.1 hereto.

**ITEM 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

<b>No.</b>	<b>Description</b>
1.1	Underwriting Agreement dated as of January 12, 2017, between WPX Energy, Inc. and Credit Suisse Securities (USA) LLC, as representatives of the several underwriters named therein.
5.1	Opinion of Weil, Gotshal & Manges LLP.
23.1	Consent of Weil, Gotshal & Manges LLP (included in its opinion filed as Exhibit 5.1).

**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

January 17, 2017

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement dated as of January 12, 2017, between WPX Energy, Inc. and Credit Suisse Securities (USA) LLC, as representatives of the several underwriters named therein.
5.1	Opinion of Weil, Gotshal & Manges LLP.
23.1	Consent of Weil, Gotshal & Manges LLP (included in its opinion filed as Exhibit 5.1).