

DEVON ENERGY CORP/DE
Form 8-K
February 16, 2016

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 16, 2016

DEVON ENERGY CORPORATION
(Exact Name of Registrant as Specified in its Charter)

DELAWARE
(State or Other Jurisdiction
of Incorporation or Organization)

001-32318
(Commission
File Number)

73-1567067
(IRS Employer
Identification Number)
73102-5015

333 West Sheridan Avenue, Oklahoma City, Oklahoma

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (405) 235-3611

Not Applicable

(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 8.01 Other Events.

On January 7, 2016 we entered into a registration rights agreement (the Agreement) pursuant to which we agreed to register under the Securities Act of 1933, as amended, 23,470,000 shares of our common stock (the Shares) that were issued in connection with a previously disclosed acquisition. On the date hereof, we filed a prospectus supplement covering the Shares under our registration statement on Form S-3 (Registration No. 333-200922). In connection with the registration of the Shares, we are filing a legal opinion of Vinson & Elkins L.L.P. as Exhibit 5.1 to this Form 8-K. A copy of the Agreement will be filed as Exhibit 4.1 to our Annual Report on Form 10-K for the year ended December 31, 2015.

Item 9.01 Exhibits.

(d) Exhibits.

Exhibit

| No. | Description |
|------------|-----------------------------------|
| 5.1 | Opinion of Vinson & Elkins L.L.P. |

SIGNATURE

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.

DEVON ENERGY CORPORATION

By: /s/ Carla D. Brockman
Carla D. Brockman
Vice President Corporate Governance and
Secretary

Date: February 16, 2016

EXHIBIT INDEX

Exhibit

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|------------|-----------------------------------|
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