

BROWN TOM INC /DE
Form 8-K
September 16, 2003

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SECURITIES AND EXCHANGE

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) **September 10, 2003**

Tom Brown, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

001-31308
(Commission File
Number)

95-1949781
(I.R.S. Employer
Identification No.)

555 Seventeenth Street, Suite 1850
Denver, Colorado
(Address of Principal Executive Offices)

80202
(Zip Code)

(303) 260-5000
(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name, Former Address and Former Fiscal Year, If Changed Since Last Report)

ITEM 5. OTHER EVENTS.

Tom Brown, Inc. press release dated September 10, 2003, entitled "TOM BROWN, INC. ANNOUNCES PRICING OF PUBLIC OFFERING OF COMMON STOCK."

TOM BROWN, INC. ANNOUNCES PRICING OF PUBLIC OFFERING OF COMMON STOCK

DENVER September 10, 2003 Tom Brown, Inc. (NYSE:TBD) today announced that it has priced a public offering of 9.5 million shares of its common stock at a price to the public of \$25.75 per share. The offering includes 6.0 million shares to be sold by Tom Brown and 3.5 million shares to be sold by an affiliate of Unocal Corporation.

Tom Brown expects the delivery of the shares to occur on September 16, 2003. The selling stockholder also has granted to the underwriters a 30-day option to purchase up to 1.425 million additional shares of common stock solely to cover over-allotments, if any.

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Tom Brown will receive net proceeds from this offering of \$147.9 million, after deducting underwriting discounts and commissions and the estimated expenses of the offering. Tom Brown intends to use the net proceeds from the offering, together with cash on hand, to repay in full the \$155.0 million principal amount of outstanding indebtedness under its senior subordinated credit facility, which indebtedness was incurred in connection with the acquisition of Matador Petroleum Corporation.

JPMorgan is sole book-running manager for the offering. Copies of the prospectus supplement relating to the offering may be obtained from the office of J.P. Morgan Securities Inc., Chase Distribution & Support Service, 1 Chase Manhattan Plaza, Floor 5B, New York, NY 10081. Copies can also be obtained by e-mail at Addressing.Services@jpmchase.com.

Tom Brown, Inc. is a Denver, Colorado based independent energy company engaged in the exploration for, and the acquisition, development, production and marketing of, natural gas, natural gas liquids and crude oil in North America. The Company's common stock is traded on the NYSE under the symbol TBI.

This news release does not constitute an offer to sell or the solicitation of an offer to buy any securities of Tom Brown, Inc. or Tom Brown Resources Funding Corp., nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

This news release includes forward-looking statements within the meaning of section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These statements are based on certain assumptions and analyses made by the Company in light of its experience, on general economic and business conditions and expected future developments, many of which are beyond the control of the Company. Important factors that could cause actual results to differ materially from those in the forward-looking statements herein include the timing and extent of changes in commodity prices for oil and gas, environmental risks, operating risks, risks related to exploration and development, the ability of the Company to meet its stated business goals and other risk factors as described in the Company's 2002 Annual Report and Form 10-K/A as filed with the Securities and Exchange Commission. As a result of those factors, the Company's actual results may differ materially from those indicated in or implied by such forward-looking statements.

Contact: Tom Brown, Inc.
Mark Burford
Director of Investor Relations
(303) 260-5146

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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.

Date: September 16, 2003

Tom Brown, Inc.

By: /s/ DANIEL G. BLANCHARD

Daniel G. Blanchard
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

By: /s/ RICHARD L. SATRE

Richard L. Satre
Controller
(Principal Accounting Officer)

ITEM 5. OTHER EVENTS.

TOM BROWN, INC. ANNOUNCES PRICING OF PUBLIC OFFERING OF COMMON STOCK

SIGNATURE