

CONOCOPHILLIPS  
Form 8-K  
December 07, 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): December 4, 2012**

**ConocoPhillips**

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

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

**001-32395**  
**(Commission**  
  
**File Number)**

**01-0562944**  
**(IRS Employer**  
  
**Identification No.)**

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**600 North Dairy Ashford**

**Houston, Texas**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: (281) 293-1000**

**77079**  
(Zip Code)

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 December 4, 2012, ConocoPhillips Company ( CPCo ), a Delaware corporation and wholly owned subsidiary of ConocoPhillips, a Delaware corporation ( ConocoPhillips ), entered into a Terms Agreement (including the provisions of the Underwriting Agreement incorporated by reference in the Terms Agreement), dated December 4, 2012 (the Terms Agreement ), among CPCo, ConocoPhillips and the several Underwriters named in Schedule A to the Terms Agreement, relating to the underwritten public offering by CPCo of \$1,000,000,000 aggregate principal amount of its 1.05% Notes due 2017 (the 2017 Notes ) and \$1,000,000,000 aggregate principal amount of its 2.40% Notes due 2022 (the 2022 Notes and, together with the 2017 Notes, the Notes ), in each case fully and unconditionally guaranteed by ConocoPhillips, to be issued pursuant to the Indenture, dated as of December 7, 2012 (the Indenture ), among CPCo, as issuer, ConocoPhillips, as guarantor, and The Bank of New York Mellon Trust Company, N.A., as trustee. The terms of the Notes are further described in the prospectus supplement of ConocoPhillips and CPCo dated December 4, 2012, together with the related prospectus dated December 4, 2012, as filed with the Securities and Exchange Commission under Rule 424(b)(2) of the Securities Act of 1933 on December 5, 2012, which description is incorporated herein by reference.

A copy of the Terms Agreement (including the provisions of the Underwriting Agreement incorporated by reference in the Terms Agreement), the Indenture and the form of the terms of Notes of each series have been filed as Exhibits 1.1, 4.1 and 4.2, respectively, to this report and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. See Index to Exhibits attached to this Current Report on Form 8-K, which is incorporated by reference herein.

**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.

**CONOCOPHILLIPS**

By: /s/ Janet L. Kelly  
Janet L. Kelly  
Senior Vice President, Legal, General

Counsel and Corporate Secretary

Dated: December 7, 2012

**EXHIBIT INDEX**

- 1.1 Terms Agreement (including the provisions of the Underwriting Agreement incorporated by reference in the Terms Agreement), dated December 4, 2012, among ConocoPhillips Company, ConocoPhillips and the several Underwriters named in Schedule A to the Terms Agreement.
- 4.1 Indenture, dated as of December 7, 2012, among ConocoPhillips Company, as issuer, ConocoPhillips, as guarantor, and The Bank of New York Mellon Trust Company, N.A., as trustee, in respect of senior debt securities of ConocoPhillips Company.
- 4.2 Form of the terms of the 2017 Notes and the 2022 Notes, including the form of the 2017 Note and the 2022 Note.
- 5.1 Opinion of Bracewell & Giuliani LLP
- 23.1 Consent of Bracewell & Giuliani LLP (included in Exhibit 5.1 hereto).