Oasis Petroleum Inc.
Form 424B5
September 13, 2016
Filed Pursuant to Rule 424(b)(5)
Registration No. 333-197440

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are part of an effective registration statement filed with the Securities and Exchange Commission. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell nor do they seek an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Preliminary prospectus supplement
(To prospectus dated July 15, 2014) Subject to completion, dated September 13, 2016

OASIS PETROLEUM INC.
$250,000,000
% Convertible Senior Notes due 2023
Interest payable March 15 and September 15

We are offering $250,000,000 principal amount of our % Convertible Senior Notes due 2023. The notes will bear interest at a rate of % per year, payable semiannually in arrears on March 15 and September 15 of each year, beginning on March 15, 2017. The notes will mature on September 15, 2023.

Holders may convert their notes at their option at any time prior to the close of business on the business day immediately preceding March 15, 2023 only under the following circumstances: (1) during any calendar quarter commencing after the calendar quarter ending on September 30, 2016 (and only during such calendar quarter), if the last reported sale price of the common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day; (2) during the five business day period after any five consecutive trading day period (the “measurement period”) in which the trading price (as defined below) per $1,000 principal amount of notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of our common stock and the conversion rate on each such trading day; or (3) upon the occurrence of specified corporate events. On or after March 15, 2023 until the close of business on the second scheduled trading day immediately preceding the maturity date, holders may convert their notes at any time, regardless of the foregoing circumstances. Upon conversion, we will pay or deliver, as the case may be, cash, shares of our common stock or a combination of cash and shares of our common stock, at our election, as described in this prospectus supplement.

The conversion rate will initially be shares of common stock per $1,000 principal amount of notes (equivalent to an initial conversion price of approximately $ per share of common stock). The conversion rate will be subject to adjustment in some events but will not be adjusted for any accrued and unpaid interest. In addition, following certain corporate events that occur prior to the maturity date or a notice of redemption, we will increase the conversion rate for a holder who elects to convert its notes in connection with such a corporate event or redemption in certain circumstances.

We may not redeem the notes prior to September 15, 2020. On or after September 15, 2020, we may redeem for cash all or part of the notes, if the last reported sale price per share of our common stock for at least 20 trading days (whether or not consecutive) during the period of 30 consecutive trading days ending on and including the trading day immediately preceding the date on which we provide the notice of redemption, including the last trading day for such 30 consecutive trading day period, in each case exceeds 130% of the conversion price for the notes on each applicable trading day. The redemption price will equal 100% of the principal amount of the notes being redeemed, plus accrued and unpaid interest to, but excluding, the redemption date, as described in “Description of Notes—Optional Redemption on or after September 15, 2020.” No sinking fund is provided for the notes.

If we undergo a fundamental change, holders may require us to repurchase for cash all or any portion of their notes at a fundamental change repurchase price equal to 100% of the principal amount of the notes to be repurchased, plus accrued and unpaid interest to, but excluding, the fundamental change repurchase date.

The notes will be our senior unsecured obligations and will rank senior in right of payment to any of our indebtedness that is expressly subordinated in right of payment to the notes; equal in right of payment to any of our indebtedness that is not so subordinated; effectively junior in right of payment to any of our secured indebtedness to the extent of the value of the assets securing such indebtedness; and structurally junior to all indebtedness and other liabilities (including trade payables) of our non-guarantor subsidiaries.

The notes will be guaranteed on a senior unsecured basis by all our existing material subsidiaries on the issue date of the notes. The guarantees will be general senior unsecured obligations of the subsidiary guarantors and will rank senior in right of payment to any of their future indebtedness that is expressly subordinated to the guarantees; equal in right of payment to any of our indebtedness that is not so subordinated; and effectively junior in right of payment to all existing and future secured indebtedness of such subsidiary guarantor (including any indebtedness under the Credit Agreement (as defined below)), to the extent of the assets of such subsidiary guarantor constituting collateral securing that indebtedness.

We do not intend to apply to list the notes on any securities exchange or any automated dealer quotation system. Our common stock is listed on The New York Stock Exchange under the symbol "OAS." The last reported sale price of our common stock on The New York Stock Exchange on September 12, 2016 was $10.38 per share.

Investing in the notes involves a high degree of risk. See "Risk Factors" beginning on page S-13 of this prospectus supplement.

	Per Note	Total
Public offering price(1)	$	$
Underwriting discounts and commissions	$	$
Proceeds, before expenses, to us	$	$

(1) Plus accrued interest, if any, from September , 2016.

We have granted the underwriters the right to purchase, exercisable within a 30 day period, up to an additional $37,500,000 principal amount of notes, solely to cover over-allotments.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the notes or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

We expect that delivery of the notes will be made to investors in book-entry form through The Depository Trust Company on or about , 2016.

Book-Running
Manager
RBC Capital
Markets
Sole
Structuring
Advisor
September   , 2016

TABLE OF CONTENTS

PROSPECTUS SUPPLEMENT

PROSPECTUS

You should rely solely on the information contained in this prospectus supplement, the accompanying prospectus, or in any related free writing prospectus issued by us and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities, or soliciting an offer to purchase these securities, in any jurisdiction where the offer or sale is not permitted. You should assume that the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus, any related issuer free writing prospectus, or any document incorporated by reference is accurate only as of the date on the front cover of those documents. Our business, financial condition, results of operations and prospects may have changed since that date.

ABOUT THIS PROSPECTUS SUPPLEMENT AND THE ACCOMPANYING PROSPECTUS

This document contains two parts. The first part consists of this prospectus supplement, which describes the specific terms of this offering. The second part, the accompanying prospectus, provides more general information, some of which may not apply to this offering. If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

Before purchasing any securities, you should carefully read both this prospectus supplement and the accompanying prospectus, together with the additional information described under the heading "Where You Can Find More Information."

Unless otherwise indicated or the context otherwise requires, all references in this prospectus supplement to "we," "us," "our," "Oasis Petroleum" and the "Company" refer to Oasis Petroleum Inc. and its subsidiaries and the term "Oasis" refers to Oasis Petroleum Inc. The term "subsidiary guarantor" refers to a guarantor of the notes.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports and other information with the Securities and Exchange Commission (the "SEC") (File No. 001- 34776) pursuant to the Securities Exchange Act of 1934 (the "Exchange Act"). You may read and copy any documents that are filed at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. You may also obtain copies of these documents at prescribed rates from the public reference section of the SEC at its Washington address. Please call the SEC at 1-800-SEC-0330 for further information.

Our filings are also available to the public through the SEC's website at www.sec.gov.

We also make available free of charge on our Internet website at http://www.oasispetroleum.com/ all of the documents that we file with the SEC as soon as reasonably practicable after we electronically file those documents with the SEC. Information contained on our website is not incorporated by reference into this prospectus supplement, and you should not consider information contained on our website as part of this prospectus supplement.

INCORPORATION BY REFERENCE

The SEC allows us to "incorporate by reference" information that we file with them, which means that we can disclose important information to you by referring you to documents previously filed with the SEC. The information incorporated by reference is an important part of this prospectus supplement, and the information that we later file with the SEC will automatically update and supersede this information. The following documents we filed with the SEC pursuant to the Exchange Act are incorporated herein by reference:

- our Annual Report on Form 10-K for the year ended December 31, 2015, as filed with the SEC on February 25, 2016;
- the information specifically incorporated by reference into the Annual Report on Form 10-K from our definitive proxy statement on Schedule 14A, filed on March 24, 2016;
- our Quarterly Reports on Form 10-Q for the quarter ended March 31, 2016 as filed with the SEC on May 10, 2016 and for the quarter ended June 30, 2016 as filed with the SEC on August 9, 2016; and
- our Current Reports on Form 8-K as filed with the SEC on January 28, 2016, February 2, 2016, May 10, 2016 and July 29, 2016 (in each case, excluding any information furnished pursuant to Item 2.02 or Item 7.01 of any such Current Report on Form 8-K).

These reports contain important information about us, our financial condition and our results of operations.

All future documents filed pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (excluding any information furnished pursuant to Item 2.02 or Item 7.01 on any Current Report on Form 8-K) before the termination of the offering of securities under this prospectus supplement shall be deemed to be incorporated in this prospectus supplement by reference and to be a part hereof from the date of filing of such documents. Any statement contained herein, or in a document incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained herein or in any subsequently filed document that also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

You may request a copy of these filings at no cost by writing or telephoning us at the following address and telephone number:

Oasis Petroleum Inc.
Attention: Investor Relations
1001 Fannin Street, Suite 1500
Houston, Texas 77002
Phone: (281) 404-9600
Fax: (281) 404-9702

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the documents we incorporate by reference herein contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 (the “Securities Act”) and Section 21E of the Exchange Act. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond our control. All statements, other than statements of historical fact included in this prospectus supplement, the accompanying prospectus and the documents we incorporate by reference herein, regarding our strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects, plans and objectives of management are forward-looking statements. When used in this prospectus supplement, the accompanying prospectus and the documents we incorporate by reference herein, the words “could,” “believe,” “anticipate,” “intend,” “estimate,” “expect,” “may,” “continue,” “predict,” “potential,” “project” and similar expressions are intended to ider forward-looking statements, although not all forward-looking statements contain such identifying words. In particular, the factors discussed below and detailed under Item 1A. “Risk Factors” in our 2015 Annual Report could affect our actual results and cause our actual results to differ materially from expectations, estimates, or assumptions expressed in, forecasted in, or implied in such forward-looking statements.

Forward-looking statements may include statements about:

- results of our concurrent tender offers for our Senior Notes;
- our business strategy;
- estimated future net reserves and present value thereof;
- timing and amount of future production of oil and natural gas;
- drilling and completion of wells;
- estimated inventory of wells remaining to be drilled and completed;
- costs of exploiting and developing our properties and conducting other operations;
- availability of drilling, completion and production equipment and materials;
- availability of qualified personnel;
- owning and operating a well services company;
- owning, operating and developing a midstream company;
- infrastructure for salt water disposal;
- gathering, transportation and marketing of oil and natural gas, both in the Williston Basin and other regions in the United States;
- property acquisitions;
- integration and benefits of property acquisitions or the effects of such acquisitions on our cash position and levels of indebtedness;
- the amount, nature and timing of capital expenditures;
- availability and terms of capital;
- our financial strategy, budget, projections, execution of business plan and operating results;
- cash flows and liquidity;
- oil and natural gas realized prices;
- general economic conditions;
- operating environment, including inclement weather conditions;

- effectiveness of risk management activities;
- competition in the oil and natural gas industry;
- counterparty credit risk;
- environmental liabilities;
- governmental regulation and the taxation of the oil and natural gas industry;
- developments in oil-producing and natural gas-producing countries;
- technology;
- uncertainty regarding future operating results; and
- plans, objectives, expectations and intentions contained in this prospectus that are not historical.

All forward-looking statements speak only as of the date of this prospectus supplement, the accompanying prospectus and the documents we incorporate by reference herein. We disclaim any obligation to update or revise these statements unless required by securities law, and you should not place undue reliance on these forward-looking statements. Although we believe that our plans, intentions and expectations reflected in or suggested by the forward-looking statements we make in this prospectus supplement, the accompanying prospectus and the documents we incorporate by reference herein are reasonable, we can give no assurance that these plans, intentions or expectations will be achieved. Some of the key factors which could cause actual results to vary from our expectations include changes in oil and natural gas prices, the timing of planned capital expenditures, availability of acquisitions, uncertainties in estimating proved reserves and forecasting production results, operational factors affecting the commencement or maintenance of producing wells, the condition of the capital markets generally, as well as our ability to access them, the proximity to and capacity of transportation facilities, and uncertainties regarding environmental regulations or litigation and other legal or regulatory developments affecting our business, as well as those factors discussed below and elsewhere in this prospectus supplement, the accompanying prospectus and the documents we incorporate by reference herein, all of which are difficult to predict. In light of these risks, uncertainties and assumptions, the forward-looking events discussed may not occur. These cautionary statements qualify all forward-looking statements attributable to us or persons acting on our behalf.

SUMMARY

This summary provides a brief overview of information contained elsewhere in this prospectus supplement, the accompanying prospectus and the documents we incorporate by reference. Because it is abbreviated, this summary does not contain all of the information that you should consider before investing in the notes in this offering. You should read the entire prospectus supplement, the accompanying prospectus, the documents incorporated by reference and the other documents to which we refer for a more complete understanding of our business and this offering. Please read the section entitled "Risk Factors" beginning on page S-13 of this prospectus supplement and beginning on page 5 of the accompanying prospectus, and additional information contained in our Annual Report on Form 10-K for the year ended December 31, 2015, which is incorporated by reference in this prospectus supplement for more information about important factors you should consider before investing in the notes in this offering.

Overview

We are an independent exploration and production company focused on the acquisition and development of unconventional oil and natural gas resources in the North Dakota and Montana regions of the Williston Basin. As of December 31, 2015, we have accumulated 484,745 net leasehold acres in the Williston Basin, of which approximately 91% is held by production. We are currently exploiting significant resource potential from the Bakken and Three Forks formations, which are present across a substantial portion of our acreage. We believe the location, size and concentration of our acreage create an opportunity for us to achieve cost, recovery and production efficiencies through the development of our project inventory. Our management team has a proven track record in identifying, acquiring and executing large, repeatable development drilling programs, which we refer to as "resource conversion" opportunities, and has substantial Williston Basin experience. We have built our Williston Basin assets primarily through acquisitions and development activities.

In addition to our exploration and production segment, we have a well services business segment and a midstream services business segment. Our well services business segment performs services for the oil and natural gas wells operated by our exploration and production segment. Revenues for the well services segment are derived from providing well services, product sales and equipment rentals. Our midstream services business segment owns and operates salt water gathering pipelines, salt water disposal wells, fresh water distribution pipelines and natural gas gathering pipelines, and performs salt water gathering and disposal and other midstream services for our oil and natural gas wells operated by our exploration and production segment. Revenues for the midstream segment are primarily derived from salt water pipeline transport, salt water disposal and fresh water sales.

Corporate Information

Our principal executive offices are located at 1001 Fannin Street, Suite 1500, Houston, Texas 77002, and our telephone number at that address is (281) 404-9500. Our website is located at http://www.oasispetroleum.com. However, the information on our website is not part of this prospectus supplement, and you should rely only on the information contained in this prospectus supplement, the accompanying prospectus, any related free writing prospectus and in the documents incorporated herein by reference when making a decision as to whether to buy the notes in this offering.

Recent Developments

Credit Agreement Amendment

On August 8, 2016, we entered into the sixth amendment to our Credit Agreement (the "Sixth Amendment"), which provides us with more flexibility in raising new capital and refinancing our existing Senior Notes. The Sixth Amendment did not change our current borrowing base and aggregate elected commitment of $1,150.0 million.

Concurrent Tender Offers

Concurrently with this notes offering, we are conducting cash tender offers (the "Tender Offers"), for up to $275.0 million in aggregate purchase price, excluding accrued interest, (the "Maximum Tender Cap") of our outstanding 7.25% Senior Notes due 2019 (the "2019 Notes"), 6.5% Senior Notes due 2021 (the "2021 Notes"), 6.875% Senior Notes due 2022

(the “2022 Notes”) and 6.875% Senior Notes due 2023 (the “2023 Notes” and, together with the 2019 Notes, the 2021 Notes and the 2022 Notes, the “Senior Notes”). The Tender Offers are scheduled to expire at 11:59 p.m., New York City time, on October 11, 2016 (the “Expiration Date”), subject to our right to extend the offers.

The offer for the 2019 Notes is being made on a fixed-price basis, and holders who tender (and do not withdraw) their 2019 Notes prior to 5:00 p.m., New York City time, on September 26, 2016, will be eligible to receive a purchase price of $1,016.25 per $1,000 principal amount, plus accrued and unpaid interest to the purchase date. The purchase price for any 2019 Notes tendered after such time but prior to the Expiration Date will decline by $30. The offer for the 2021 Notes, the 2022 Notes and the 2023 Notes is being conducted on a modified “Dutch auction” basis, and the maximum aggregate amount payable for these notes is equal to the Maximum Tender Cap less the aggregate amount paid for the 2019 Notes in the fixed-price tender offer.

The Tender Offers are being made pursuant to the Offer to Purchase issued in connection with the Tender Offers, and this prospectus is not an offer to purchase any of the Senior Notes. We intend to finance the purchase of the Senior Notes in the Tender Offers with the net proceeds from this offering and borrowings under our Credit Agreement, if needed. The closing of the Tender Offers is conditioned on, among other things, the completion of this offering on terms satisfactory to us. We are permitted, among other things, to increase the Maximum Tender Cap and otherwise to amend or terminate the Tender Offers, and there is no assurance that the Tender Offers will be consummated in accordance with their terms, or at all. We may redeem or repurchase any Senior Notes that are not tendered pursuant to the Tender Offers. RBC Capital Markets, LLC is the sole dealer manager for the Tender Offers. Please read “Use of Proceeds” and “Underwriting” in this prospectus supplement.

THE OFFERING

Issuer	Oasis Petroleum Inc., a Delaware corporation.
Securities	$250,000,000 principal amount of % Convertible Senior Notes due 2023 (plus up to an additional $37,500,000 principal amount, solely to cover over-allotments).
Maturity	September 15, 2023, unless earlier repurchased, redeemed or converted.
Interest	% per year. Interest will accrue from September , 2016 and will be payable semiannually in arrears on March 15 and September 15 of each year, beginning on March 15, 2017. We will pay additional interest, if any, at our election as the sole remedy relating to the failure to comply with our reporting obligations as described under "Description of Notes-Events of Default."
Conversion Rights	Holders may convert all or any portion of their notes, in multiples of $1,000 principal amount, at their option at any time prior to the close of business on the business day immediately preceding March 15, 2023 only under the following circumstances: during any calendar quarter commencing after the calendar quarter ending on September 30, 2016 (and only during such calendar quarter), if the last reported sale price of the common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the applicable conversion price on each applicable trading day; during the five business day period after any five consecutive trading day period (the "measurement period") in which the "trading price" (as defined under "Description of Notes-Conversion rights-Conversion upon satisfaction of trading price condition") per $1,000 principal amount of notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of our common stock and the applicable conversion rate on each such trading day; or upon the occurrence of specified corporate events described under "Description of Notes-Conversion rights-Conversion upon specified corporate events." On or after March 15, 2023 until the close of business on the second scheduled trading day immediately preceding the maturity date, holders may convert all or any portion of their notes, in multiples of $1,000 principal amount, at the option of the holder regardless of the foregoing circumstances. The conversion rate for the notes is initially shares of common stock per $1,000 principal amount of notes (equivalent to an initial conversion price of approximately $ per share of common stock), subject to adjustment as described in this prospectus supplement. Upon conversion, we will pay or deliver, as the case may be, cash, shares of our common stock or a combination of cash and shares of our common stock, at our election. If we satisfy our conversion obligation solely in cash or through payment and delivery, as the case may be, of a combination of cash and shares of our common stock, the amount of cash and shares of common stock, if any, due upon conversion will be based on a daily conversion value (as described herein) calculated on a proportionate basis for each trading day in a 20 trading day observation period (as described herein). See "Description of Notes-Conversion rights-Settlement upon conversion."

	In addition, following certain corporate events that occur prior to the maturity date or a notice of redemption, we will increase the conversion rate for a holder who elects to convert its notes in connection with such a corporate event or redemption in certain circumstances as described under "Description of Notes-Conversion rights-Increase in conversion rate upon conversion upon a make-whole fundamental change or notice of redemption." You will not receive any additional cash payment or additional shares representing accrued and unpaid interest, if any, upon conversion of a note, except in limited circumstances. Instead, interest will be deemed to be paid by the cash, shares of our common stock or a combination of cash and shares of our common stock paid or delivered, as the case may be, to you upon conversion of a note.
Optional redemption	We may not redeem the notes prior to September 15, 2020. On or after September 15, 2020, we may redeem for cash all or part of the notes, if the last reported sale price per share of our common stock for at least 20 trading days (whether or not consecutive) during the period of 30 consecutive trading days ending on and including the trading day immediately preceding the date on which we provide the notice of redemption, including the last trading day for such 30 consecutive trading day period, in each case exceeds 130% of the conversion price for the notes on each applicable trading day. The redemption price will equal 100% of the principal amount of the notes being redeemed, plus accrued and unpaid interest to, but excluding, the redemption date, as described below in "Description of Notes - Optional Redemption on or after September 15, 2020." No sinking fund is provided for the notes.
Fundamental change	If we undergo a "fundamental change" (as defined in this prospectus supplement under "Description of Notes-Fundamental Change Permits Holders to Require Us to Repurchase Notes"), subject to certain conditions, holders may require us to repurchase for cash all or part of their notes in principal amounts of $1,000 or an integral multiple thereof. The fundamental change repurchase price will be equal to 100% of the principal amount of the notes to be repurchased, plus accrued and unpaid interest to, but excluding, the fundamental change repurchase date. See "Description of Notes-Fundamental Change Permits Holders to Require Us to Repurchase Notes."
Ranking	The notes will be our senior unsecured obligations and will rank: senior in right of payment to any of our indebtedness that is expressly subordinated in right of payment to the notes; equal in right of payment to any of our indebtedness that is not so subordinated, including our Senior Notes; effectively junior in right of payment to any of our secured indebtedness (including any indebtedness under the Credit Agreement) to the extent of the value of the assets securing such indebtedness; and structurally junior to all indebtedness and other liabilities (including trade payables) of our non-guarantor subsidiaries. As of June 30, 2016, our total consolidated indebtedness was approximately $2.2 billion, of which $35 million was secured indebtedness under our Credit Agreement and the remainder was unsecured indebtedness. After giving effect to the issuance of the notes (assuming no exercise of the underwriters' over-allotment option, and not reflecting application of the net proceeds as set forth under "Use of Proceeds" in this prospectus supplement, nor any additional borrowings under our Credit Agreement related to the Tender Offers or any repurchases of our Senior Notes), our total consolidated indebtedness would have been $2.4 billion.

Guarantees	The notes will be guaranteed initially by all of our material subsidiaries. In the future, other subsidiaries that guarantee our Senior Notes or other debt securities will also be required to guarantee the notes. See "Description of Notes-The Subsidiary Guarantees." The guarantees will be general senior unsecured obligations of the subsidiary guarantors and will rank: senior in right of payment to any of their future indebtedness that is expressly subordinated to the guarantees; equal in right of payment to any of their indebtedness that is not so subordinated, including the guarantees of our Senior Notes; and effectively junior in right of payment to all existing and future secured indebtedness of such subsidiary guarantor (including any indebtedness under the Credit Agreement), to the extent of the value of the assets of such subsidiary guarantor constituting collateral securing that indebtedness. As of June 30, 2016, our subsidiary guarantors had no indebtedness other than the guarantees of our Senior Notes and $35 million of secured indebtedness under our Credit Agreement. The indenture governing the notes does not limit the amount of debt that we or our subsidiaries may incur.
Use of Proceeds	We estimate that the proceeds from this offering will be approximately $ million (or $ million if the underwriters exercise their over-allotment option in full), after deducting fees and estimated expenses. We intend to use the net proceeds from this offering, together with borrowings under our Credit Agreement, if needed, to fund the purchase of Senior Notes in the Tender Offers. This offering is not contingent upon the closing of the Tender Offers. To the extent that the Tender Offers are not completed, we may use a portion of the net proceeds from this offering for general corporate purposes, which may include redemptions or repurchases of the Senior Notes. Please read "-Recent Developments-Concurrent Tender Offers" and "Use of Proceeds" in this prospectus supplement. If the underwriters exercise their over-allotment option, we expect to use the net proceeds from the sale of the additional notes for general corporate purposes, which may include redemptions or repurchases of the Senior Notes RBC Capital Markets, LLC is the sole dealer manager for the Tender Offers. Please read "Use of Proceeds," and "Underwriting" in this prospectus supplement.
Book-entry form	The notes will be issued in book-entry form and will be represented by permanent global certificates deposited with, or on behalf of, The Depository Trust Company ("DTC") and registered in the name of a nominee of DTC. Beneficial interests in any of the notes will be shown on, and transfers will be effected only through, records maintained by DTC or its nominee and any such interest may not be exchanged for certificated securities, except in limited circumstances.
Absence of public market for the notes	The notes are new securities and there is currently no established market for the notes. Accordingly, we cannot assure you as to the development or liquidity of any market for the notes. The underwriters have advised us that they currently intend to make a market in the notes. However, they are not obligated to do so, and they may discontinue any market making with respect to the notes without notice. We do not intend to apply for a listing of the notes on any securities exchange or any automated dealer quotation

system.

U.S. federal income tax consequences	For the U.S. federal income tax consequences of the holding, disposition and conversion of the notes, and the holding and disposition of shares of our common stock, see "Material United States Federal Income Tax Considerations."
New York Stock Exchange symbol for our common stock	Our common stock is listed on The New York Stock Exchange under the symbol "OAS."
Trustee, paying agent and conversion agent	U.S. Bank National Association.

SUMMARY CONSOLIDATED HISTORICAL FINANCIAL INFORMATION

We derived the following summary historical financial data as of December 31, 2015 and 2014 and for the years ended December 31, 2015, 2014, and 2013, from our audited financial statements, which are incorporated by reference into this prospectus supplement and should be read in conjunction with Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and Item 8, “Financial Statements and Supplementary Data” included in our 2015 Form 10-K, which is incorporated by reference herein. The summary historical balance sheet data as of December 31, 2013 has been derived from our audited financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2013 but is not included or incorporated by reference in this prospectus supplement. The financial data for the six months ended June 30, 2016 and 2015, respectively, and as of June 30, 2016 was derived from our unaudited condensed consolidated financial statements included in our Second Quarter 2016 Form 10-Q, which is incorporated by reference into this prospectus supplement. The Consolidated Balance Sheet data as of June 30, 2015 was derived from our unaudited condensed consolidated financial statements included in our Quarterly Report on Form 10-Q for the period ended June 30, 2015, which is not included or incorporated by reference in this prospectus supplement. The following summary historical financial data should be read in conjunction with Part I, Item 2, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and Part I, Item 1, “Financial Statements” of our Second Quarter 2016 Form 10-Q.

	Six Months Ended June 30,		Year ended December 31,		
	2016	2015	2015	2014	2013(1)
	(In thousands, except per share data)				
Statement of operations data:					
Revenues:					
Oil and gas revenues	$276,652	$387,969	$721,672	$1,304,004	$1,084,412
Well services and midstream revenues	32,711	22,464	68,063	86,224	57,587
Total revenues	309,363	410,433	789,735	1,390,228	1,141,999
Operating expenses:					
Lease operating expenses	62,587	76,886	144,481	169,600	94,634
Well services and midstream operating expenses	13,264	9,347	28,031	50,252	30,713
Marketing, transportation and gathering expenses	15,043	14,848	31,610	29,133	25,924
Production taxes	25,120	37,239	69,584	127,648	100,537
Depreciation, depletion and amortization	244,937	237,696	485,322	412,334	307,055
Exploration expenses	703	1,925	2,369	3,064	2,260
Rig termination(2)	—	3,895	3,895	—	—
Impairment(3)	3,585	24,837	46,109	47,238	1,168
General and administrative expenses	46,242	44,832	92,498	92,306	75,310
Total operating expenses	411,481	451,505	903,899	931,575	637,601
Gain (loss) on sale of properties	(1,311)	—	—	186,999	—
Operating income (loss)	(103,429)	(41,072)	(114,164)	645,652	504,398
Other income (expense):					
Net gain (loss) on derivative instruments	(76,471)	7,648	210,376	327,011	(35,432)
Interest expense, net of capitalized interest	(73,718)	(76,189)	(149,648)	(158,390)	(107,165)
Gain on extinguishment of debt	18,658	—	—	—	—
Other income (expense)	447	121	(2,935)	195	1,216
Total other income (expense)	(131,084)	(68,420)	57,793	168,816	(141,381)
Income (loss) before income taxes	(234,513)	(109,492)	(56,371)	814,468	363,017
Income tax benefit (expense)	80,127	38,221	16,123	(307,591)	(135,058)
Net income (loss)	$(154,386)	$(71,271)	$(40,248)	$506,877	$227,959

Earnings (loss) per share:									
Basic	$(0.91	)	$(0.58	)	$(0.31	)	$5.09		$2.45
Diluted	$(0.91	)	$(0.58	)	$(0.31	)	$5.05		$2.44

(1) Our statement of operations data for the year ended December 31, 2013 does not include the effects of our 2013 acquisitions for the full twelve months of 2013. We acquired such interests on September 26, 2013 and October 1, 2013. See Note 6 to our audited consolidated financial statements in our 2015 Form 10-K.

(2) During the year ended December 31, 2015, we elected to early terminate certain drilling rig contracts and recorded a rig termination expense of $3.9 million.

(3) For the six months ended June 30, 2016 and the years ended December 31, 2015 and 2014, impairment includes $1.2 million, $9.4 million and $40.0 million, respectively, related to our proved properties. See Note 4 to our unaudited consolidated financial statements in our quarterly report on From 10-Q for the six months ended June 30, 2016 and Note 3 to our audited consolidated financial statements in our 2015 Form 10-K.

	At Six Months Ended June 30,		At December 31,		
	2016	2015	2015	2014	2013
	(In thousands)				
Balance sheet data:					
Cash and cash equivalents	$6,475	$ 13,684	$9,730	$ 45,811	$ 91,901
Net property, plant and equipment	5,186,734	5,356,657	5,218,245	5,186,786	4,079,750
Total assets(1)	5,435,539	5,783,932	5,649,375	5,909,076	4,678,041
Long-term debt(1)	2,127,361	2,355,000	2,302,584	2,670,664	2,501,687
Total stockholders' equity	2,360,155	2,276,932	2,319,341	2,872,301	1,348,549

(1) Prior to 2015, we presented deferred financing costs related to our senior unsecured notes in other assets on our Consolidated Balance Sheet. Upon the adoption of new accounting guidance in 2015, such costs are presented as a deduction from the carrying value of long-term debt. As of June 30, 2016 and December 31, 2015, deferred financing costs related to our senior unsecured notes totaling $31.0 million and $35.4 million, respectively, were included in long-term debt on our Consolidated Balance Sheet. Prior periods have been adjusted retrospectively to reflect the period-specific effects of applying the new guidance. Reclassified amounts total $29.3 million and $33.9 million for the years ended December 31, 2014 and 2013, respectively.

	Six Months Ended June 30,		Year Ended December 31,		
	2016	2015	2015	2014	2013
	(In thousands)				
Other financial					

data:					
Net cash provided by operating activities	$91,401	$229,886	$359,815	$ 872,516	$ 697,856
Net cash used in investing activities	(115,413)	(374,500)	(479,148)	(1,077,452)	(2,445,076)
Net cash provided by financing activities	20,757	112,487	83,252	158,846	1,625,674

Non-GAAP Financial Measure

We define Adjusted EBITDA as earnings before interest expense, income taxes, DD&A, exploration expenses and other similar non-cash or non-recurring charges. Adjusted EBITDA is not a measure of net income or cash flows as determined by GAAP. Management believes that the presentation of Adjusted EBITDA provides useful additional information to investors and analysts for assessing our results of operations and our ability to incur and service debt and to fund capital expenditures.

The following table presents reconciliations of the GAAP financial measures of net income (loss) and net cash provided by operating activities to the non-GAAP financial measure of Adjusted EBITDA for the periods presented:

	Six Months Ended June 30,		Year Ended December 31,		
	2016	2015	2015	2014	2013
	(In thousands)				
Net income (loss)	$(154,386)	$(71,271)	$(40,248)	$506,877	$227,959
Gain (loss) on sale of properties	1,311	—	—	(186,999)	—
Gain on extinguishment of debt	(18,658)	—	—	—	—
Net (gain) loss on derivative instruments	76,471	(7,648)	(210,376)	(327,011)	35,432
Derivative settlements(1)	103,790	213,336	370,410	6,774	(8,133)
Interest expense, net of capitalized interest	73,718	76,189	149,648	158,390	107,165
Depreciation, depletion and amortization	244,937	237,696	485,322	412,334	307,055
Impairment	3,585	24,837	46,109	47,238	1,168
Exploration expenses	703	1,925	2,369	3,064	2,260
Rig termination	—	3,895	3,895	—	—
Stock-based compensation expenses	12,979	13,663	25,272	21,302	11,982
Income tax (benefit) expense	(80,127)	(38,221)	(16,123)	307,591	135,058
Other non-cash adjustments	723	(101)	3,956	3,284	1,910
Adjusted EBITDA	$265,046	$454,300	$820,234	$952,844	$821,856
Net cash provided by operating activities	$91,401	$229,886	$359,815	$872,516	$697,856
Derivative settlements(1)	103,790	213,336	370,410	6,774	(8,133)
Interest expense, net of capitalized interest	73,718	76,189	149,648	158,390	107,165
Exploration expenses	703	1,925	2,369	3,064	2,260
Rig termination	—	3,895	3,895	—	—
Deferred financing costs amortization and other	(6,552)	(5,059)	(12,299)	(11,028)	(4,248)
Current tax (benefit) expense	—	—	(9)	134	475
Changes in working capital	1,263	(65,771)	(57,551)	(80,290)	24,571
Other non-cash adjustments	723	(101)	3,956	3,284	1,910
Adjusted EBITDA	$265,046	$454,300	$820,234	$952,844	$821,856

(1) Cash settlements represent the cumulative gains and losses on our derivative instruments for the periods presented and do not include a recovery of costs that were paid to acquire or modify the derivative instruments that were settled.

SUMMARY RESERVE, PRODUCTION AND OPERATING DATA

Oil and Gas Reserves

The table below summarizes our estimated net proved reserves and related PV-10 at December 31, 2015, 2014 and 2013 based on reports prepared by DeGolyer and MacNaughton, our independent reserve engineers. In preparing its reports, DeGolyer and MacNaughton evaluated 100% of the reserves and discounted values at December 31, 2015, 2014 and 2013 in accordance with the rules and regulations of the SEC applicable to companies involved in oil and natural gas producing activities. Our estimated net proved reserves and related future net revenues, PV-10 and Standardized Measure do not include probable or possible reserves and were determined using the preceding twelve months' unweighted arithmetic average of the first-day-of-the-month index prices for oil and natural gas, which were held constant throughout the life of the properties. The unweighted arithmetic average first-day-of-the-month prices for the prior twelve months were \$50.16/Bbl for oil and \$2.63/MMBtu for natural gas, \$95.28/Bbl for oil and \$4.35/MMBtu for natural gas and \$96.96/Bbl for oil and \$3.66/MMBtu for natural gas for the years ended December 31, 2015, 2014 and 2013, respectively. These prices were adjusted by lease for quality, transportation fees, geographical differentials, marketing bonuses or deductions and other factors affecting the price received at the wellhead. The information in the following table does not give any effect to or reflect our commodity derivatives. Future operating costs, production taxes and capital costs were based on current costs as of each year-end.

	At December 31,		
	2015	2014	2013
Reserves Data:			
Estimated proved reserves:			
Oil (MMBbls)	184.9	235.4	198.6
Natural gas (Bcf)	199.8	220.1	176.0
Total estimated proved reserves (MMBoe)	218.2	272.1	227.9
Percent oil	85%	87%	87%
Estimated proved developed reserves:			
Oil (MMBbls)	127.4	127.3	106.8
Natural gas (Bcf)	120.8	114.0	92.2
Total estimated proved developed reserves (MMBoe)	147.6	146.3	122.1
Percent proved developed	68%	54%	54%
Estimated proved undeveloped reserves:			
Oil (MMBbls)	57.5	108.1	91.8
Natural gas (Bcf)	79.0	106.1	83.8
Total estimated proved undeveloped reserves (MMBoe)	70.7	125.7	105.8
PV-10 (in millions)(1)	\$2,022.7	\$5,481.4	\$5,486.9
Standardized Measure (in millions)(2)	\$1,914.3	\$3,981.7	\$3,727.6

(1) PV-10 is a non-GAAP financial measure and generally differs from Standardized Measure, the most directly comparable financial measure under accounting principles generally accepted in the United States of America ("GAAP"), because it does not include the effect of income taxes on discounted future net cash flows. Neither PV-10 nor Standardized Measure represents an estimate of the fair market value of our oil and natural gas reserves. The oil and gas industry uses PV-10 as a measure to compare the relative size and value of proved reserves held by companies without regard to the specific tax characteristics of such entities.

(2) Standardized Measure represents the present value of estimated future net cash flows from proved oil and natural gas reserves, less estimated future development, production, plugging and abandonment costs and income tax expenses, discounted at 10% per annum to reflect timing of future cash flows.

The following table provides a reconciliation of PV-10 to the Standardized Measure of discounted future net cash flows at December 31, 2015, 2014 and 2013:

	At December 31,		
	2015	2014	2013
	(In millions)		
PV-10	$2,022.7	$5,481.4	$5,486.9
Present value of future income taxes discounted at 10%	108.4	1,499.7	1,759.3
Standardized Measure of discounted future net cash flows	$1,914.3	$3,981.7	$3,727.6

Oil and Gas Production, Realized Prices and Production Costs

The following table sets forth information regarding our oil and natural gas production, realized prices and production costs for the periods indicated.

	Six Months Ended June 30,		Year Ended December 31,		
	2016	2015	2015	2014	2013
	(In thousands)				
Net production volumes:					
Oil (MBbls)	7,617	8,030	16,091	14,883	11,133
Natural gas (MMcf)	8,802	6,502	14,002	10,691	7,450
Oil equivalents (MBoe)	9,084	9,114	18,424	16,664	12,375
Average daily production (Boe per day)	49,911	50,353	50,477	45,656	33,904
Average sales prices:					
Oil, without derivative settlements (per Bbl)(1)	$34.67	$46.37	$43.04	$82.73	$92.34
Oil, with derivative settlements (per Bbl)(1)(2)	48.30	72.94	66.06	83.19	91.61
Natural gas (per Mcf)(3)	1.43	2.40	2.08	6.81	6.78
Costs and expenses (per Boe of production):					
Lease operating expenses	$6.89	$8.44	$7.84	$10.18	$7.65
Marketing, transportation and gathering expenses	1.66	1.63	1.72	1.75	2.09
Production taxes	2.77	4.09	3.78	7.66	8.12
Depreciation, depletion and amortization	26.96	26.08	26.34	24.74	24.81
General and administrative expenses	5.09	4.92	5.02	5.54	6.09

(1) For the year ended December 31, 2013, average sales prices for oil is calculated using total oil revenues, excluding bulk oil sales of $5.8 million, divided by oil production.

(2) Realized prices include gains or losses on cash settlements for our commodity derivatives, which do not qualify for and were not designated as hedging instruments for accounting purposes. Cash settlements represent the cumulative gains and losses on our derivative instruments for the periods presented and do not include a recovery of costs that were paid to acquire or modify the derivative instruments that were settled.

(3) Natural gas prices include the value for natural gas and natural gas liquids.

RISK FACTORS

An investment in the notes involves significant risks. Prior to making a decision about investing in the notes, and in consultation with your own financial and legal advisors, you should carefully consider, among other matters, the following risk factors, as well as those incorporated by reference in this prospectus supplement and the accompanying prospectus from our 2015 Form 10 K under the headings "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations", and other filings we may make from time to time with the SEC, together with all of the other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus, including the financial statements and related notes. If any of the following risks actually occur, our business, financial condition or results of operations may suffer. As a result, we might be unable to repay the principal of and interest on the notes, and you could lose all or part of your investment.

Risks Related to the Notes

Payment of principal and interest on the notes will be effectively subordinated to our senior secured debt to the extent of the value of the assets securing that debt and structurally subordinated to the liabilities of any of our subsidiaries that do not guarantee the notes.

The notes are not secured. Therefore, the notes will be effectively subordinated to claims of our secured creditors, and the subsidiary guarantees will be effectively subordinated to the claims of the secured creditors of our subsidiary guarantors. As of June 30, 2016, we and our subsidiary guarantors had $35 million of indebtedness under our Credit Agreement and $14.2 million of outstanding issued letters of credit under our Credit Agreement. Holders of our secured obligations, including obligations under the Credit Agreement, will have claims that are prior to claims of the holders of the notes with respect to the assets securing those obligations. For more information on our Credit Agreement, please read "Description of Other Indebtedness." In the event of a liquidation, dissolution, reorganization, bankruptcy or any similar proceeding, our assets and those of our subsidiaries will be available to pay obligations on the notes and the guarantees only after holders of our senior secured debt have been paid the value of the assets securing such debt. Although all of our material subsidiaries will initially guarantee the notes, in the future, under certain circumstances, the guarantees are subject to release and we may have subsidiaries that are not guarantors. In that case, the notes would be structurally subordinated to the claims of all creditors, including trade creditors and tort claimants, of our subsidiaries that are not guarantors. In the event of the liquidation, dissolution, reorganization, bankruptcy or similar proceeding of the business of a subsidiary that is not a guarantor, creditors of that subsidiary would generally have the right to be paid in full before any distribution is made to us or the holders of the notes. Accordingly, there may not be sufficient funds remaining to pay amounts due on all or any of the notes.

Our level of indebtedness may increase and reduce our financial flexibility.

As of June 30, 2016, we had $35 million of outstanding borrowings and had $14.2 million of outstanding letters of credit under our Credit Agreement, approximately $1.1 billion available for future secured borrowings under our Credit Agreement and approximately $2.1 billion of Senior Notes outstanding. In the future, we may incur significant indebtedness in order to make future acquisitions or to develop our properties.

Our level of indebtedness could affect our operations in several ways, including the following:

- a significant portion of our cash flows could be used to service our indebtedness;
- a high level of debt would increase our vulnerability to general adverse economic and industry conditions;
- the covenants contained in the agreements governing our outstanding indebtedness limit our ability to borrow additional funds, dispose of assets, pay dividends and make certain investments;
- our debt covenants may also affect our flexibility in planning for, and reacting to, changes in the economy and in our industry;

- a high level of debt may place us at a competitive disadvantage compared to our competitors that are less leveraged and therefore, may be able to take advantage of opportunities that our indebtedness would prevent us from pursuing;
- a high level of debt may make it more likely that a reduction in our borrowing base following a periodic redetermination could require us to repay a portion of our then-outstanding bank borrowings; and
- a high level of debt may impair our ability to obtain additional financing in the future for working capital, capital expenditures, acquisitions, general corporate or other purposes.

A high level of indebtedness increases the risk that we may default on our debt obligations. Our ability to meet our debt obligations and to reduce our level of indebtedness depends on our future performance. General economic conditions, oil and natural gas prices and financial, business and other factors affect our operations and our future performance. Many of these factors are beyond our control. If oil and natural gas prices remain at their current level for an extended period of time or continue to decline, we may not be able to generate sufficient cash flows to pay the interest on our debt and future working capital, and borrowings or equity financing may not be available to pay or refinance such debt. Factors that will affect our ability to raise cash through an offering of our capital stock or a refinancing of our debt include financial market conditions, the value of our assets and our performance at the time we need capital.

In addition, our bank borrowing base is subject to periodic redeterminations. We could be forced to repay a portion of our bank borrowings due to redeterminations of our borrowing base. If we are forced to do so, we may not have sufficient funds to make such repayments. If we do not have sufficient funds and are otherwise unable to negotiate renewals of our borrowings or arrange new financing, we may have to sell significant assets. Any such sale could have a material adverse effect on our business and financial results.

Failure to comply with covenants in our existing or future financing agreements could result in cross-defaults under some of our financing agreements, which could jeopardize our ability to pay the notes.

Various risks, uncertainties and events beyond our control could affect our ability to comply with the covenants and maintain the financial tests and ratios required by the agreements governing our financing arrangements. Failure to comply with any of the covenants in our existing or future financing agreements could result in a default under those agreements and under other agreements containing cross-default provisions. A default would permit lenders to cease to make further extensions of credit, accelerate the maturity of the debt under these agreements and foreclose upon any collateral securing that debt. Under these circumstances, we might not have sufficient funds or other resources to satisfy all of our obligations, including our obligations under the notes. In addition, the limitations imposed by financing agreements on our ability to incur additional debt and to take other actions might significantly impair our ability to obtain other financing. We also may amend the provisions and limitations of our Credit Agreement from time to time and will not be required to obtain the consent of the holders of the notes to do so.

Our debt agreements contain prepayment and acceleration rights at the election of the holders or lenders, as applicable, upon a covenant default or change in control, which rights, if exercised, could constitute an event of default under the notes. In addition, certain lenders under our Credit Agreement are also counterparties under our hedge agreements, which contain provisions whereby the lender group may declare a default under certain circumstances that could constitute an event of default under the Credit Agreement. It is possible that we would be unable to fulfill all of these obligations and make payments on the notes simultaneously.

Recent and future regulatory actions and other events may adversely affect the trading price and liquidity of the notes.

We expect that many investors in, and potential purchasers of, the notes will employ, or seek to employ, a convertible arbitrage strategy with respect to the notes. Investors would typically implement such a strategy by selling short the common stock underlying the notes and dynamically adjusting their short position while continuing to hold the notes. Investors may also implement this type of strategy by entering into swaps on our common stock in lieu of or in addition to short selling the common stock.

The SEC and other regulatory and self-regulatory authorities have implemented various rules and taken certain actions, and may in the future adopt additional rules and take other actions, that may impact those engaging in short selling activity involving equity securities (including our common stock). Such rules and actions include Rule 201 of SEC Regulation SHO, the adoption by the Financial Industry Regulatory Authority, Inc. and the national securities exchanges of a "Limit Up-Limit Down" program, the imposition of market-wide circuit breakers that halt trading of securities for certain periods following specific market declines, and the implementation of certain regulatory reforms required by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010. Any governmental or regulatory action that restricts the ability of investors in, or potential purchasers of, the notes to effect short sales of our common stock, borrow our common stock or enter into swaps on our common stock could adversely affect the trading price and the liquidity of the notes.

Volatility in the market price and trading volume of our common stock could adversely impact the trading price of the notes.

The stock market in recent years has experienced significant price and volume fluctuations that have often been unrelated to the operating performance of companies. The market price of our common stock could fluctuate significantly for many reasons, including in response to the risks described in this section, elsewhere in this prospectus supplement or the documents we have incorporated by reference in this prospectus supplement or for reasons unrelated to our operations, such as reports by industry analysts, investor perceptions or negative announcements by our customers, competitors or suppliers regarding their own performance, as well as industry conditions and general financial, economic and political instability. A decrease in the market price of our common stock would likely adversely impact the trading price of the notes. The market price of our common stock could also be affected by possible sales of our common stock by investors who view the notes as a more attractive means of equity participation in us and by hedging or arbitrage trading activity that we expect to develop involving our common stock. This trading activity could, in turn, affect the trading price of the notes.

We may not have the ability to raise the funds necessary to settle conversions of the notes or to repurchase the notes upon a fundamental change, and our future debt may contain limitations on our ability to pay cash upon conversion or repurchase of the notes.

Holders of the notes will have the right to require us to repurchase their notes upon the occurrence of a fundamental change at a fundamental change repurchase price equal to 100% of the principal amount of the notes to be repurchased, plus accrued and unpaid interest, if any, as described under "Description of Notes—Fundamental Change Permits Holders to Require Us to Repurchase Notes." In addition, upon conversion of the notes, unless we elect to deliver solely shares of our common stock to settle such conversion (other than paying cash in lieu of delivering any fractional share), we will be required to make cash payments in respect of the notes being converted as described under "Description of Notes—Conversion rights—Settlement upon conversion." However, we may not have enough available cash or be able to obtain financing at the time we are required to make repurchases of notes surrendered therefor or notes being converted. Our failure to repurchase notes at a time when the repurchase is required by the indenture or to pay any cash payable on future conversions of the notes as required by the indenture would constitute a default under the indenture. A default under the indenture or the fundamental change itself could also lead to a default under agreements governing our current and future indebtedness, including our Senior Notes and our Credit Agreement. If the repayment of the related indebtedness were to be accelerated after any applicable notice or grace periods, we may not have sufficient funds to repay the indebtedness and repurchase the notes or make cash payments upon conversions thereof.

The contingent conversion feature of the notes, if triggered, may adversely affect our financial condition and operating results.

In the event the contingent conversion feature of the notes is triggered, holders of notes will be entitled to convert the notes at any time during specified periods at their option. See "Description of Notes—Conversion rights." If one or more holders elect to convert their notes, unless we elect to satisfy our conversion obligation by delivering solely shares of our common stock (other than paying cash in lieu of delivering any fractional share), we would be required to settle a portion or all of our conversion obligation through the payment of cash, which could adversely affect our liquidity. In addition, even if holders do not elect to convert their notes, we could be required

under applicable accounting rules to reclassify all or a portion of the outstanding principal of the notes as a current rather than long-term liability, which would result in a material reduction of our net working capital.

The accounting method for convertible debt securities that may be settled in cash, such as the notes, could have a material effect on our reported financial results.

In May 2008, the Financial Accounting Standards Board (the "FASB") issued FASB Staff Position No. APB 14 1, Accounting for Convertible Debt Instruments That May Be Settled in Cash Upon Conversion (Including Partial Cash Settlement), which has subsequently been codified as Accounting Standards Codification 470 20, Debt with Conversion and Other Options, which we refer to as ASC 470 20. Under ASC 470 20, an entity must separately account for the liability and equity components of the convertible debt instruments (such as the notes) that may be settled entirely or partially in cash upon conversion in a manner that reflects the issuer's economic interest cost. The effect of ASC 470 20 on the accounting for the notes is that the equity component is required to be included in the additional paid in capital section of stockholders' equity on our consolidated balance sheet, and the value of the equity component would be treated as original issue discount for purposes of accounting for the debt component of the notes. As a result, we will be required to record a greater amount of non-cash interest expense in current periods presented as a result of the amortization of the discounted carrying value of the notes to their face amount over the term of the notes. We will report lower net income in our financial results because ASC 470 20 will require interest to include both the current period's amortization of the debt discount and the instrument's coupon interest, which could adversely affect our reported or future financial results, the trading price of our common stock and the trading price of the notes.

In addition, under certain circumstances, convertible debt instruments (such as the notes) that may be settled entirely or partly in cash are currently accounted for utilizing the treasury stock method, the effect of which is that the shares issuable upon conversion of the notes are not included in the calculation of diluted earnings per share except to the extent that the conversion value of the notes exceeds their principal amount. Under the treasury stock method, for diluted earnings per share purposes, the transaction is accounted for as if the number of shares of common stock that would be necessary to settle such excess, if we elected to settle such excess in shares, are issued. We cannot be sure that the accounting standards in the future will continue to permit the use of the treasury stock method. If we are unable to use the treasury stock method in accounting for the shares issuable upon conversion of the notes, then our diluted earnings per share would be adversely affected.

Holders of notes will not be entitled to any rights with respect to our common stock, but they will be subject to all changes made with respect to the common stock to the extent our conversion obligation includes shares of our common stock.

Holders of notes will not be entitled to any rights with respect to our common stock (including, without limitation, voting rights and rights to receive any dividends or other distributions on our common stock) prior to the conversion date relating to such notes (if we have elected to settle the relevant conversion by delivering solely shares of our common stock (other than paying cash in lieu of delivering any fractional share)) or the last trading day of the relevant observation period (if we elect to pay and deliver, as the case may be, a combination of cash and shares of our common stock in respect of the relevant conversion), but holders of notes will be subject to all changes affecting our common stock. For example, if an amendment is proposed to our certificate of incorporation or bylaws requiring stockholder approval and the record date for determining the stockholders of record entitled to vote on the amendment occurs prior to the conversion date related to a holder's conversion of its notes (if we have elected to settle the relevant conversion by delivering solely shares of our common stock (other than paying cash in lieu of delivering any fractional share)) or the last trading day of the relevant observation period (if we elect to pay and deliver, as the case may be, a combination of cash and shares of our common stock in respect of the relevant conversion), such holder will not be entitled to vote on the amendment, although such holder will nevertheless be subject to any changes affecting our common stock.

The contingent conversion feature of the notes could result in your receiving less than the value of our common stock into which the notes would otherwise be convertible.

Prior to the close of business on the business day immediately preceding March 15, 2023, you may convert your notes only if specified conditions are met. If the specific conditions for conversion are not met, you will not be able to convert your notes, and you may not be able to receive the value of the cash, common stock or a combination of cash and common stock, as applicable, into which the notes would otherwise be convertible.

Upon conversion of the notes, you may receive less valuable consideration than expected because the value of our common stock may decline after you exercise your conversion right but before we settle our conversion obligation.

Under the notes, a converting holder will be exposed to fluctuations in the value of our common stock during the period from the date such holder surrenders notes for conversion until the date we settle our conversion obligation. Upon conversion of the notes, we have the option to pay or deliver, as the case may be, cash, shares of our common stock, or a combination of cash and shares of our common stock. If we elect to satisfy our conversion obligation in cash or a combination of cash and shares of our common stock, the amount of consideration that you will receive upon conversion of your notes will be determined by reference to the volume-weighted average price of our common stock for each trading day in a 20 trading day observation period. Accordingly, if the price of our common stock decreases during this period, the amount and/or value of consideration you receive will be adversely affected. In addition, if the market price of our common stock at the end of such period is below the average volume-weighted average price of our common stock during such period, the value of any shares of our common stock that you will receive in satisfaction of our conversion obligation will be less than the value used to determine the number of shares that you will receive.

If we elect to satisfy our conversion obligation solely in shares of our common stock upon conversion of the notes, we will be required to deliver the shares of our common stock, together with cash for any fractional share, on the third business day following the relevant conversion date; provided, that for any notes converted after the close of business on the regular record date immediately preceding the maturity date, we will be required to deliver the shares of our common stock, together with cash for any fractional share, on the maturity date. Accordingly, if the price of our common stock decreases during this period, the value of the shares that you receive will be adversely affected and would be less than the conversion value of the notes on the conversion date.

The notes are not protected by restrictive covenants.

The indenture governing the notes does not contain any financial or operating covenants or restrictions on the payments of dividends, the incurrence of indebtedness or the issuance or repurchase of securities by us or any of our subsidiaries. The indenture contains no covenants or other provisions to afford protection to holders of the notes in the event of a fundamental change or other corporate transaction involving us except to the extent described under "Description of Notes—Fundamental Change Permits Holders to Require Us to Repurchase Notes," "Description of Notes—Conversion rights—Increase in conversion rate upon conversion upon a make-whole fundamental change or notice of redemption" and "Description of Notes—Consolidation, Merger and Sale of Assets."

The increase in the conversion rate for notes converted in connection with a make-whole fundamental change or notice of redemption may not adequately compensate you for any lost value of your notes as a result of such event.

If a make-whole fundamental change occurs prior to the maturity date or we give a notice of redemption of the notes, under certain circumstances, we will increase the conversion rate by a number of additional shares of our common stock for notes converted in connection with such make-whole fundamental change or notice of redemption. The increase in the conversion rate will be determined based on the date on which the specified corporate transaction becomes effective or notice of redemption occurs, as the case may be, and a specified stock price determined in connection with such transaction, as described below under "Description of Notes—Conversion rights—Increase in conversion rate upon conversion upon a make-whole fundamental change or notice of redemption." The increase in the conversion rate for notes converted in connection with a make-whole fundamental change or notice of redemption may not adequately compensate you for any lost value of your notes as a result of such event. In addition, if the price of our common stock in the transaction is greater than $ per share or less than $ per share (in each case, subject to adjustment), no additional shares will be added to the conversion rate. Moreover, in no event will the conversion rate per $1,000 principal amount of notes as a result of this adjustment exceed shares of common stock, subject to adjustment in the same manner as the conversion rate as set forth under "Description of Notes-Conversion rights-Conversion rate adjustments."

Our obligation to increase the conversion rate for notes converted in connection with a make-whole fundamental change or notice of redemption could be considered a penalty, in which case the enforceability thereof would be subject to general principles of reasonableness and equitable remedies.

The conversion rate of the notes may not be adjusted for all dilutive events.

The conversion rate of the notes is subject to adjustment for certain events, including, but not limited to, the issuance of certain stock dividends on our common stock, the issuance of certain rights or warrants, subdivisions, combinations, distributions of capital stock, indebtedness, or assets, cash dividends and certain issuer tender or exchange offers as described under "Description of Notes-Conversion rights-Conversion rate adjustments." However, the conversion rate will not be adjusted for other events, such as a third-party tender or exchange offer or an issuance of common stock for cash, that may adversely affect the trading price of the notes or our common stock. An event that adversely affects the value of the notes may occur, and that event may not result in an adjustment to the conversion rate.

Some significant restructuring transactions and significant changes in the composition of our board may not constitute a fundamental change, in which case we would not be obligated to offer to repurchase the notes.

Upon the occurrence of a fundamental change, you have the right to require us to repurchase your notes. However, the fundamental change provisions will not afford protection to holders of notes in the event of other transactions that could adversely affect the notes. For example, transactions such as leveraged recapitalizations, refinancings, restructurings, or acquisitions initiated by us may not constitute a fundamental change requiring us to repurchase the notes. In the event of any such transaction, the holders would not have the right to require us to repurchase the notes, even though each of these transactions could increase the amount of our indebtedness, or otherwise adversely affect our capital structure or any credit ratings, thereby adversely affecting the holders of notes.

We cannot assure you that an active trading market will develop for the notes.

Prior to this offering, there has been no trading market for the notes, and we do not intend to apply to list the notes on any securities exchange or to arrange for quotation on any automated dealer quotation system. We have been informed by the underwriters that they intend to make a market in the notes after the offering is completed. However, the underwriters may cease their market-making at any time without notice. In addition, the liquidity of the trading market in the notes, and the market price quoted for the notes, may be adversely affected by changes in the overall market for this type of security and by changes in our financial performance or prospects or in the prospects for companies in our industry generally. As a result, we cannot assure you that an active trading market will develop for the notes. If an active trading market does not develop or is not maintained, the market price and liquidity of the notes may be adversely affected. In that case you may not be able to sell your notes at a particular time or you may not be able to sell your notes at a favorable price.

Federal and state fraudulent transfer laws may permit a court to void any of the subsidiary guarantees, subordinate claims in respect of any of the subsidiary guarantees and require holders to return payments received and, if that occurs, you may not receive any payments on the notes.

Federal and state fraudulent transfer and conveyance statutes may apply to the incurrence of any guarantees of the notes, as set forth under the heading "Description of Notes-The Subsidiary Guarantees." Under federal bankruptcy law and comparable provisions of state fraudulent transfer or conveyance laws, which may vary from state to state, any subsidiary guarantees could be voided as a fraudulent transfer or conveyance if (1) any of the subsidiary guarantors incurred the subsidiary guarantees with the intent of hindering, delaying or defrauding creditors or (2) any of the subsidiary guarantors received less than reasonably equivalent value or fair consideration in return for incurring the subsidiary guarantees and, in the case of (2) only, at least one of the following was also true at the time thereof:

- any of the subsidiary guarantors were insolvent on the date of the incurrence of the subsidiary guarantees or rendered insolvent by reason of the incurrence of the subsidiary guarantees;
- the incurrence of the subsidiary guarantees left any of the subsidiary guarantors with an unreasonably small amount of capital to carry on their business; or
- any of the subsidiary guarantors intended to, or believed that such subsidiary guarantor would, incur debts beyond such subsidiary guarantor's ability to pay such debts as they mature.

We cannot be certain as to the standards a court would use to determine whether or not the subsidiary guarantors were solvent at the relevant time or, regardless of the standard that a court uses, that the incurrence of the subsidiary guarantees would not be subordinated to our or any of the subsidiary guarantors' other debt. Generally, however, an entity would be considered insolvent if, at the time it incurred indebtedness:

- the sum of its debts, including contingent liabilities, was greater than the fair saleable value of all its assets; or
- it could not pay its debts as they become due.

If a court were to find that the incurrence of a subsidiary guarantee was a fraudulent transfer or conveyance, the court could void the payment obligations under such subsidiary guarantee or subordinate such subsidiary guarantee to presently existing and future indebtedness of the related subsidiary guarantor, or require the holders of the notes to repay any amounts received with respect to such subsidiary guarantee. In the event of a finding that a fraudulent transfer or conveyance occurred, you may not receive any repayment on the notes. Further, the voidance of the subsidiary guarantee could result in an event of default with respect to our and our subsidiaries' other debt that could result in acceleration of such debt.

You may be subject to tax if we make or fail to make certain adjustments to the conversion rate of the notes even though you do not receive a corresponding cash distribution.

The conversion rate of the notes will be adjusted in certain circumstances, as described under "Description of Notes-Conversion rights." Adjustments (or failures to make adjustments) that have the effect of increasing your proportionate interest in our assets or earnings may in some circumstances result in a deemed distribution to you for U.S. federal income tax purposes. Adjustments to the conversion rate made pursuant to a bona fide reasonable adjustment formula that have the effect of preventing the dilution of the interest of the holders of the notes, however, will generally not be considered to result in a deemed distribution to you. Certain of the possible conversion rate adjustments provided in the notes (including, without limitation, adjustments in respect of taxable dividends to holders of our common stock and adjustments to the conversion rate upon a make-whole fundamental change or notice of redemption) may not qualify as being pursuant to a bona fide reasonable adjustment formula. If such an adjustment is made and does not so qualify, you generally will be deemed to have received a distribution, which may be taxed as a dividend, even if you do not receive any cash or property as a result of such adjustment. If you are a non-United States holder (as defined in "Material United States Federal Income Tax Considerations"), any deemed dividend generally would be subject to U.S. federal withholding tax at a 30% rate, or such lower rate as may be specified by an applicable treaty as to which you have appropriately claimed the benefit. The amount of any such withholding tax may be withheld from subsequent payments or distributions otherwise payable on the notes (or the issuance of shares of common stock upon a conversion of the notes). See "Material United States Federal Income Tax Considerations."

Non-United States holders, in certain situations, could be subject to U.S. federal income tax upon a sale, exchange or other taxable disposition of the notes or common stock.

We believe that we currently are, and we expect to continue to be for the foreseeable future, a United States real property holding corporation for U.S. federal income tax purposes. As a result, "non-United States holders" (as defined in "Material United States Federal Income Tax Considerations") whose ownership of the notes or common stock exceeds certain thresholds would be subject to U.S. federal income tax on gain from the sale, exchange or other disposition of the notes or common stock and also would be required to file a U.S. federal income tax return with respect to such gain. In addition, in certain circumstances, the gross proceeds from a disposition may be subject to withholding at a rate of 15%. See "Material United States Federal Income Tax Considerations."

Risks Related to our Common Stock

Further declines, or extended current low commodity prices in oil and, to a lesser extent, natural gas prices may adversely affect our business, financial condition or results of operations and our ability to meet our capital expenditure obligations and financial commitments.

The price we receive for our oil and, to a lesser extent, natural gas, heavily influences our revenue, profitability, access to capital and future rate of growth. Oil and natural gas are commodities and, therefore, their prices are subject to wide fluctuations in response to relatively minor changes in supply and demand. For example, average daily prices for WTI crude oil ranged from a high of $51.23 per barrel to a low of $26.19 per barrel during 2016. Average daily prices for NYMEX Henry Hub natural gas ranged from a high of $2.97 per MMBtu to a low of $1.49 per MMBtu during 2016. Historically, the markets for oil and natural gas have been volatile. These markets will likely continue to be volatile in the future. The prices we receive for our production, and the levels of our production, depend on numerous factors beyond our control. These factors include the following:

- worldwide and regional economic conditions impacting the global supply and demand for oil and natural gas;
- the actions of OPEC;
- the price and quantity of imports of foreign oil and natural gas;
- political conditions in or affecting other oil-producing and natural gas-producing countries, including the current conflicts in the Middle East and conditions in South America, China, India and Russia;
- the level of global oil and natural gas exploration and production;
- the level of global oil and natural gas inventories;
- localized supply and demand fundamentals and regional, domestic and international transportation availability;
- weather conditions and natural disasters;
- domestic and foreign governmental regulations;
- speculation as to the future price of oil and the speculative trading of oil and natural gas futures contracts;
- price and availability of competitors' supplies of oil and natural gas;
- technological advances affecting energy consumption; and
- the price and availability of alternative fuels.

Substantially all of our production is sold to purchasers under short-term (less than twelve-month) contracts at market-based prices. Low oil and natural gas prices will reduce our cash flows, borrowing ability, the present value of our reserves and our ability to develop future reserves. Low oil and natural gas prices may also reduce the amount of oil and natural gas that we can produce economically and may affect our proved reserves.

The market price of our common stock has fluctuated substantially in the past and is likely to fluctuate in the future as a result of a number of factors.

The market price of our common stock has historically experienced and may continue to experience volatility. For example, since January 1, 2015, the market price of our common stock has ranged between $3.40 and $19.63. Such fluctuations may continue because of numerous factors, including:

- domestic and worldwide supply of and demand for oil, natural gas and NGL and corresponding fluctuations in the price of oil, natural gas and NGLs;
- quarterly fluctuations in our operating results and those of our competitors;
- changes in stock market analysts' estimates of our future performance and the future performance of our competitors;
- sales of a high volume of shares of our common stock by our stockholders;
- events affecting other companies that the market deems comparable to us;
- general conditions in the industries in which we operate; and
- general economic conditions in the United States and other areas.

Our financial position, our cash flows, our results of operations and our stock price could be materially adversely affected if commodity prices do not improve or decline further. In addition, in recent years the stock market has experienced extreme price and volume fluctuations. This volatility has had a significant effect on the market prices of securities issued by many companies for reasons unrelated to their operating performance. Our stock price may experience extreme volatility due to uncertainty regarding commodity prices. These market fluctuations, regardless of the cause, may materially and adversely affect our stock price, regardless of our operating results.

Our amended and restated certificate of incorporation and amended and restated bylaws, as well as Delaware law, contain provisions that could discourage acquisition bids or merger proposals, which may adversely affect the market price of our common stock.

Our amended and restated certificate of incorporation, as amended, authorizes our Board of Directors to issue preferred stock without stockholder approval. If our Board of Directors elects to issue preferred stock, it could be more difficult for a third party to acquire us. In addition, some provisions of our amended and restated certificate of incorporation and amended and restated bylaws could make it more difficult for a third party to acquire control of us, even if the change of control would be beneficial to our stockholders, including:

- a classified Board of Directors, so that only approximately one-third of our directors are elected each year;
- limitations on the removal of directors; and
- limitations on the ability of our stockholders to call special meetings and establish advance notice provisions for stockholder proposals and nominations for elections to the Board of Directors to be acted upon at meetings of stockholders.

In addition, we are subject to Section 203 of the Delaware General Corporation Law, which regulates corporate takeovers. As a result, we are prohibited from engaging in any business combination with any "interested stockholder," meaning generally that a stockholder who beneficially owns more than 15% of our stock cannot acquire us for a period of three years from the date this person became an interested stockholder, unless various conditions are met, such as approval of the transaction by our Board of Directors.

We do not intend to pay, and we are currently prohibited from paying, cash dividends on our common stock and, consequently, our stockholders' only opportunity to achieve a return on their investment is if the price of our stock appreciates.

We do not plan to declare dividends on shares of our common stock in the foreseeable future. Additionally, we are currently prohibited from making any cash dividends pursuant to the terms of our Credit Agreement and the indentures governing our Senior Notes. Consequently, our stockholders' only opportunity to achieve a return on their investment in us will be if the market price of our common stock appreciates, which may not occur, and the stockholder sells their shares at a profit. There is no guarantee that the price of our common stock will ever exceed the price that the stockholder paid.

We expect our future capital expenditures, together with other expenses (including debt expense) will require us to incur future borrowings under our Credit Agreement or obtain financing from other sources.

Our exploration and development activities are capital intensive. Our capital expenditure budget for 2016 is approximately $400 million, which includes $340 million for exploration and development capital expenditures and $60 million for non-exploration and development capital expenditures. We expect that our future capital expenditures will require us to incur future borrowings under our Credit Agreement or obtain financing from other sources, and that our operating cash flows alone will be insufficient to cover all of our expenses for 2016 and future periods.

For additional information regarding our capital expenditures, debt expense, financing and related impacts of commodity prices, please also read the Risk Factors in our Form 10-K for the year ended December 31, 2015 under "Our exploration, development and exploitation projects require substantial capital expenditures. We may be unable to obtain needed capital or financing on satisfactory terms, which could lead to expiration of our leases or a decline in our estimated net oil and natural gas reserves," "We may not be able to generate enough cash flow to meet our debt obligations" and "A substantial or extended decline in oil and, to a lesser extent, natural gas prices may adversely affect our business, financial condition or results of operations and our ability to meet our capital expenditure obligations and financial commitments."

USE OF PROCEEDS

We estimate that the net proceeds from this offering, after deducting estimated fees and expenses (including underwriters' discounts and commissions), will be approximately $ (or $ if the underwriters exercise their over-allotment option to purchase additional notes in full).

We intend to use the net proceeds from this offering, together with borrowings under our Credit Agreement, if needed, to fund the purchase of Senior Notes tendered and accepted by us for purchase pursuant to the Tender Offers. If the Tender Offers are fully subscribed, the purchase price of such Senior Notes would be an aggregate of $275.0 million, plus accrued interest. This offering is not contingent on the completion of the Tender Offers or the tender of any minimum amount of Senior Notes in the Tender Offers. To the extent that the Tender Offers are not completed, or are less than fully subscribed, we may use a portion of the net proceeds from this offering for general corporate purposes, which may include redemptions or repurchases of the Senior Notes.

As of September 1, 2016, we had $399.0 million in principal amount of outstanding 2019 Notes, $397.7 million in principal amount of outstanding 2021 Notes, $940.5 million in principal amount of outstanding 2022 Notes and $378.2 million in principal amount of outstanding 2023 Notes, which bear interest at a rate of 7.25% per year, 6.5% per year, 6.875% per year and 6.875% per year, respectively. RBC Capital Markets, LLC is the sole dealer manager for the Tender Offers. Please read "Underwriting".

CAPITALIZATION

The following table sets forth our unaudited capitalization at June 30, 2016:

- on an actual basis; and
- as adjusted to give effect to the issuance and sale of our notes offered hereby (assuming no exercise of the underwriters' over-allotment option to purchase additional notes).

The "as adjusted" column does not reflect any reduction in the principal amount of the Senior Notes as a result of the Tender Offers, nor any additional borrowings under our Credit Agreement related to the Tender Offers or any repurchases, as the specific amounts of such notes tendered or repurchased will be determined following the consummation of this offering. Please read "Use of Proceeds" in this prospectus supplement for a description of our planned uses of proceeds from this offering.

You should read this table in conjunction with our consolidated unaudited financial statements and the related notes incorporated by reference in this prospectus supplement and the accompanying prospectus.

	As of June 30, 2016	
	Historical	As Adjusted
	(In thousands, except shares and par value)	
Cash and cash equivalents	$6,475	$
Long-term debt(1):		
Credit Agreement(2)	35,000	35,000
7.25% Senior Notes due 2019	399,000	399,000
6.5% Senior Notes due 2021	397,697	397,697
6.875% Senior Notes due 2022	940,500	940,500
6.875% Senior Notes due 2023(3)	386,200	386,200
% Convertible Notes due 2023(4)	—	
Long-term debt	2,158,397	
Stockholders' equity:		
Common stock, $0.01 par value; 450,000,000 shares authorized at June 30, 2016; 181,200,581 shares issued and 180,399,060 outstanding at June 30, 2016	1,777	1,777
Treasury stock, at cost, 801,521 shares at June 30, 2016	(15,140)	(15,140)
Additional paid-in-capital(4)	1,693,583	
Retained earnings	680,135	680,135
Total stockholders' equity	2,360,355	
Total capitalization	$4,518,752	$

(1) Amounts exclude unamortized deferred financing costs.

(2) As of September 1, 2016, we had $99.0 million of borrowings outstanding under our Credit Agreement and had $11.3 million of outstanding letters of credit issued under our Credit Agreement.

(3) During August 2016, we repurchased $8.0 million in principal amount of our 2023 Notes for $7.5 million in cash. As of September 1, 2016, we had $378.2 million in principal amount outstanding of our 2023 Notes.

(4) In accordance with ASC 470 20, convertible debt that may be wholly or partially settled in cash is required to be separated into a liability and an equity component, such that interest expense reflects the issuer's nonconvertible debt interest rate. Upon issuance, a debt discount is recognized as a decrease in debt and an increase in equity. The debt component accretes up to the principal amount over the expected term of the debt. ASC 470 20 (additional paid-in capital) does not affect the actual amount that we are required to repay. The amounts presented herein are not separated into a liability and an equity component and are not adjusted for any debt discount.

RATIO OF EARNINGS TO FIXED CHARGES

For purposes of computing the ratio of earnings to fixed charges, “earnings” consists of pre-tax income from continuing operations before fixed charges. “Fixed charges” consists of interest expense, amortized capital expenses related to indebtedness and an estimate of interest within rental expense. The following table sets forth our ratios of consolidated earnings to fixed charges for the periods presented:

	Six Months Ended June 30, 2016	Year Ended December 31,				
		2015	2014	2013	2012	2011
Ratio of earnings to fixed charges(1)(2)	—	—	5.81	4.20	4.29	4.74

(1) The Company had no preferred stock outstanding for any period presented, and accordingly, the ratio of earnings to combined fixed charges and preferred stock dividends is the same as the ratio of earnings to fixed charges.

(2) Due to the Company’s net pre-tax losses for the year ended December 31, 2015 and the six months ended June 30, 2016, the ratio coverage was less than 1:1. The Company would have needed additional earnings of $71.6 million and $241.3 million for the year ended December 31, 2015 and the six months ended June 30, 2016, respectively, to achieve a coverage of 1:1.

PRICE RANGE OF COMMON STOCK

Our common stock is listed on the NYSE under the symbol “OAS.” The following table shows, for the periods indicated, the high and low reported sales prices for our common stock, as reported on the NYSE.

	Sales Price	
	High	Low
2014:		
First quarter	$47.28	$38.68
Second quarter	$56.38	$41.01
Third quarter	$58.09	$40.85
Fourth quarter	$41.90	$10.64
2015:		
First quarter	$19.63	$12.05
Second quarter	$18.86	$14.23
Third quarter	$15.85	$8.04
Fourth quarter	$14.15	$6.34
2016:		
First quarter	$8.78	