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UNOCAL CORP  
Form S-4/A  
September 05, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON SEPTEMBER 5, 2002

REGISTRATION NO. 333-99147

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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AMENDMENT NO. 1 TO

FORM S-4  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
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UNOCAL CORPORATION  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other Jurisdiction of  
Incorporation or Organization)

1311  
(Primary Standard Industrial  
Classification Code Number)

95-3825062  
(I.R.S. Emplo  
Identification

2141 ROSECRANS AVENUE, SUITE 4000  
EL SEGUNDO, CALIFORNIA 90245  
(310) 726-7600  
(Address, including zip code, and telephone number, including area code,  
of registrant's principal executive offices)

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BARRY A. L. HOFFMAN, ESQ.  
DEPUTY GENERAL COUNSEL  
UNOCAL CORPORATION  
2141 ROSECRANS AVENUE, SUITE 4000  
EL SEGUNDO, CALIFORNIA 90245  
(310) 726-7600  
(Name, address, including zip code, and telephone number, including  
area code, of agent for service)

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COPY TO:  
DANIEL A. NEFF, ESQ.  
ELLIOTT V. STEIN, ESQ.  
WACHTELL, LIPTON, ROSEN & KATZ  
51 WEST 52ND STREET  
NEW YORK, NEW YORK 10019  
(212) 403-1000

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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As promptly as practicable after this Registration Statement becomes effective and upon consummation of the transactions described herein.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. [ ]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ] -----

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ] -----

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CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROP A OFF
Common Stock, par value \$1.00 per share (including the associated Preferred Stock Purchase Rights).....	15,570,020 shares(1)	Not Applicable	\$553

- (1) Represents 50,353,225 outstanding shares of common stock of Pure Resources, Inc. on August 2, 2002 less 32,709,067 shares owned by Union Oil Company of California plus an additional 6,210,630 shares of Pure Resources, Inc. common stock reserved for issuance upon exercise of outstanding stock options on June 30, 2002, multiplied by the exchange ratio of 0.6527. Information as to the number of outstanding shares and stock options of Pure Resources, Inc. has been obtained from Pure Resources, Inc.'s filings with the S.E.C.
- (2) Reflects the product of (a) \$23.20, the market price of the common stock of Pure Resources, Inc. computed in accordance with Rule 457(c) and 457(f) under the Securities Act, based upon the average of the high and low sale prices of the Pure Resources, Inc. common stock as quoted on the New York Stock Exchange on August 28, 2002 and (b) 23,854,788, the maximum number of shares to be acquired pursuant to the offer. The proposed maximum aggregate offering price is estimated solely to determine the registration fee.
- (3) 0.0092% of the Proposed Maximum Aggregate Offering Price.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OR UNTIL THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SECTION 8(a), MAY DETERMINE.

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This Amendment No. 1 to the Registration Statement on Form S-4 amends and supplements the Registration Statement on Form S-4 filed by the Registrant with the Securities and Exchange Commission on September 4, 2002, as provided below. All of the offering materials sent to Pure stockholders reflected the amended information provided below.

ITEM 4. TERMS OF THE TRANSACTION.

Under the title "Selected Historical Financial Data of Unocal and Pure -- Unocal Selected Historical Consolidated Financial Data" appearing on page 5 of the prospectus, the information under the title "Consolidated Income Statement Data: Earnings from continuing operations before minority interests, interest expense and income taxes" is amended and replaced in its entirety as follows:

UNOCAL SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA

AS OF AND FOR THE SIX MONTHS ENDED JUNE 30,		AS OF AND FOR THE YEAR ENDED DECEMBER 31				
2002	2001	2001	2000	1999	1998	1997

(DOLLARS IN MILLIONS, EXCEPT PER SHARE AMOUNTS)

CONSOLIDATED INCOME STATEMENT DATA:

	2002	2001	2001	2000	1999	1998	1997
Earnings from continuing operations before minority interests, interest expense and income taxes.....	368	1,024	1,284	1,446	449	445	445

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in El Segundo, California, as of September 5, 2002.

UNOCAL CORPORATION

By: /s/ TERRY G. DALLAS

Terry G. Dallas  
Executive Vice President and  
Chief Financial Officer

The undersigned directors and executive officers of Unocal Corporation

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appoint Timothy H. Ling, Joe D. Cecil and Darrell D. Chesum and each of them severally our true and lawful attorney with power to sign for us this registration statement and any and all amendments to this registration statement, and generally do all such things in our names and in our capacities as directors to enable Unocal Corporation to comply with the provisions of the Securities Act of 1933 and all requirements of the Securities and Exchange Commission in connection with this offering.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below as of September 5, 2002 by the following persons in the capacities indicated:

SIGNATURE -----	TITLE -----
/s/ CHARLES R. WILLIAMSON -----	* Chief Executive Officer and Director (Principal Executive Officer)
/s/ TIMOTHY H. LING** -----	Chief Operating Officer and Director
/s/ JOE D. CECIL** -----	Vice President and Comptroller (Principal Accounting Officer)
/s/ JOHN W. AMERMAN** -----	Director*
/s/ JOHN W. CREIGHTON, JR.** -----	Director*
/s/ JAMES W. CROWNOVER** -----	Director*
/s/ FRANK C. HERRINGER** -----	Director*
/s/ DONALD B. RICE** -----	Director*

-----  
\* A majority of the board of directors

\*\* By Joe D. Cecil, Attorney-In-Fact