CIMAREX ENERGY CO
Form 424B5
May 22, 2014

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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-183939

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
4.375% Senior Notes due 2024	$750,000,000	$96,600.00
Guarantees of Senior Notes		(2)
Total	$750,000,000	$96,600.00

(1) Equals the aggregate principal amount of notes being registered. Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended.

(2) Pursuant to Rule 457(n), no registration fee is required with respect to the guarantees.

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PROSPECTUS SUPPLEMENT
(To Prospectus dated September 17, 2012)

Cimarex Energy Co.

$750,000,000

4.375% Senior Notes due 2024

Interest payable June 1 and December 1

We are offering $750,000,000 aggregate principal amount of our 4.375% Senior Notes due 2024 (the "notes"). The notes will mature on June 1, 2024. Interest will accrue from June 4, 2014, and will be payable on June 1 and December 1 of each year, beginning December 1, 2014.

We may redeem all or a part of the notes at any time at the applicable redemption prices described under "Description of Notes Optional Redemption." If we experience specific kinds of changes in control accompanied by a specified ratings decline, we must offer to purchase the notes.

The notes will be our general unsecured, senior obligations, will be equal in right of payment with any of our existing and future unsecured senior indebtedness that is not by its terms subordinated to the notes, and will be effectively junior to any future secured indebtedness to the extent of the value of collateral securing that debt. The notes will be guaranteed on a senior unsecured basis by all of our existing and future subsidiaries that guarantee our revolving credit facility or that guarantee certain other indebtedness, subject to certain exceptions. The notes will be structurally subordinated to the indebtedness and other liabilities of any non-guarantor subsidiaries.

You should read this prospectus supplement and the accompanying base prospectus carefully before you invest in our notes. Investing in our notes involves risks. See "Risk Factors" beginning on page S-12 for a discussion of certain risks that you should consider in connection with an investment in the notes.

	Public offering price(1)	Underwriting discounts and commissions	Proceeds, before expenses, to us(1)
Per note	100.0%	1.0%	99.0%
Total	$ 750,000,000	$ 7,500,000	$ 742,500,000

(1) Plus accrued interest, if any, from June 4, 2014

The notes will not be listed on any securities exchange or automated quotation system.

The Issuer expects that delivery of the notes will be made to investors in book-entry form through The Depository Trust Company on or about June 4, 2014.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these notes or passed upon the adequacy or accuracy of this prospectus supplement. Any representation to the contrary is a criminal offense.

Joint book-running managers

Wells Fargo Securities **Deutsche Bank Securities** **J.P. Morgan**

Mitsubishi UFJ Securities **US Bancorp**

Co-managers

BB&T Capital Markets **BBVA** **BOSC, Inc.** **Capital One Securities**

CIBC **Comerica Securities** **Goldman, Sachs & Co.** **ING**

KeyBanc Capital Markets **Santander**

The date of this prospectus supplement is May 20, 2014.

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This prospectus supplement is part of a registration statement that we have filed with the Securities and Exchange Commission, or the "SEC," utilizing a "shelf" registration process. This prospectus supplement relates to the offer and sale of the notes.

In making your investment decision, you should rely only on the information included or incorporated by reference in this prospectus supplement or to which this prospectus supplement refers or that is contained in any free writing prospectus relating to the notes. We and the underwriters have not authorized anyone to provide you with any other information. If you receive any other information, you should not rely on it.

We and the underwriters are offering to sell the notes only in places where offers and sales are permitted.

You should not assume that the information contained or incorporated by reference in this prospectus supplement or the accompanying base prospectus is accurate as of any date other than its date or that the information incorporated by reference in this prospectus supplement is accurate as of any date other than the date of the incorporated document. Neither the delivery of this prospectus supplement nor any sale made hereunder shall under any circumstances imply that the information herein is correct as of any date subsequent to the date on the cover of this prospectus supplement.

It is expected that delivery of the notes will be made against payment therefor on or about June 4, 2014, which is the tenth business day following the date hereof (such settlement cycle being referred to as "T+10"). Pursuant to Rule 15c6-1 under the Securities Exchange Act of 1934, as amended, or the "Exchange Act," trades in the secondary market generally are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the notes on the date of pricing or the next six succeeding business days will be required, by virtue of the fact that the notes initially will settle in T+10, to specify an alternative settlement cycle at the time of any such trade to prevent failed settlement. Purchasers of the notes who wish to trade notes on the date of pricing or the next six succeeding business days should consult their own advisors.

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Prospectus Supplement

Prospectus

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of the notes we are offering and certain other matters. The second part, the accompanying base prospectus dated September 17, 2012, provides more general information about the various securities that we may offer from time to time, some of which information may not apply to the notes we are offering hereby. Generally when we refer to this "prospectus," we are referring to both this prospectus supplement and the accompanying base prospectus combined. If any of the information in this prospectus supplement is inconsistent with any of the information in the accompanying base prospectus, you should rely on the information in this prospectus supplement.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Throughout this prospectus supplement and the accompanying base prospectus, including the information incorporated by reference herein and therein, we make statements that may be deemed "forward-looking" statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Exchange Act. All statements, other than statements of historical facts, that address activities, events, outcomes and other matters that Cimarex plans, expects, intends, assumes, believes, budgets, predicts, forecasts, projects, estimates or anticipates (and other similar expressions) will, should or may occur in the future are forward-looking statements. These forward-looking statements are based on management's current belief, based on currently available information, as to the outcome and timing of future events. When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements in this prospectus supplement and the accompanying base prospectus and the documents incorporated by reference herein and therein. Forward-looking statements include statements with respect to, among other things:

- Fluctuations in the price we receive for our oil and gas production;
- Timing and amount of future production of oil and natural gas;
- Reductions in the quantity of oil and gas sold due to decreased industry-wide demand and/or curtailments in production from specific properties or areas due to mechanical, transportation, marketing, weather or other problems;
- Amount, nature and timing of capital expenditures;
- Operating costs and other expenses;
- Operating and capital expenditures that are either significantly higher or lower than anticipated because the actual cost of identified projects varied from original estimates and/or from the number of exploration and development opportunities being greater or fewer than currently anticipated;
- Exploration and development opportunities that we pursue may not result in economic, productive oil and gas properties;
- Drilling of wells;
- Reserve estimates;
- Cash flow and anticipated liquidity;

Estimates of proved reserves, exploitation potential or exploration prospect size;

Legislation and regulatory changes;

Increased financing costs due to a significant increase in interest rates; and

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- Access to capital markets.

We caution you that these forward-looking statements are subject to all of the risks and uncertainties, many of which are beyond our control, incident to the exploration for and development, production and sale of oil and gas. These risks include, but are not limited to, commodity price volatility, inflation, lack of availability of goods and services, environmental risks, drilling and other operating risks, regulatory changes, the uncertainty inherent in estimating proved oil and natural gas reserves and in projecting future rates of production and timing of development expenditures and other risks described herein.

Reserve engineering is a subjective process of estimating underground accumulations of oil and natural gas that cannot be measured in an exact way. The accuracy of any reserve estimate depends on the quality of available data and the interpretation of such data by our engineers. As a result, estimates made by different engineers often vary from one another. In addition, the results of drilling, testing and production activities may justify revisions of estimates that were made previously. If significant, such revisions could change the timing of future production and development drilling. Accordingly, reserve estimates are generally different from the quantities of oil and natural gas that are ultimately recovered.

Should one or more of the risks or uncertainties described above or elsewhere in this prospectus supplement or the accompanying base prospectus, including the information incorporated by reference herein or therein, cause our underlying assumptions to be incorrect, our actual results and plans could differ materially from those expressed in any forward-looking statements.

All forward-looking statements, express or implied, included in this prospectus supplement or the accompanying base prospectus, including the information incorporated by reference herein or therein, and attributable to Cimarex are qualified in their entirety by this cautionary statement. This cautionary statement should also be considered in connection with any subsequent written or oral forward-looking statements that Cimarex or persons acting on its behalf may issue. Cimarex does not undertake any obligation to update any forward-looking statements to reflect events or circumstances after the date of this prospectus supplement, except as required by law.

NON-GAAP FINANCIAL MEASURES

We refer to the term EBITDA (as described in "Summary Summary Historical Consolidated Financial Data") in various places in this prospectus supplement. EBITDA is a supplemental financial measure that is not prepared in accordance with generally accepted accounting principles in the United States ("GAAP"). Any analysis of non-GAAP financial measures should be used only in conjunction with results presented in accordance with GAAP.

The SEC has adopted rules to regulate the use in filings with the SEC and in public disclosures and press releases of "non-GAAP financial measures," such as EBITDA and the ratios related thereto. This measure is derived on the basis of methodologies other than in accordance with GAAP. These rules govern the manner in which non-GAAP financial measures are publicly presented and require, among other things:

- a presentation with equal or greater prominence of the most comparable financial measure or measures calculated and presented in accordance with GAAP; and

- a statement disclosing the purposes for which the registrant's management uses the non-GAAP financial measure.

Our measurement of EBITDA may not be comparable to those of other companies. Please see "Summary Summary Historical Consolidated Financial Data" for a discussion of our use of EBITDA in this prospectus supplement, including the reasons that we believe this information is useful to management and to investors and a reconciliation of EBITDA to the most closely comparable financial measures calculated in accordance with GAAP.

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GLOSSARY OF OIL AND GAS TERMS

In this prospectus, the following terms have the meanings specified below.

Bbl/d Barrels (of oil or natural gas liquids) per day

Bbls Barrels (of oil or natural gas liquids)

Bcf Billion cubic feet

Bcfe Billion cubic feet equivalent

Btu British thermal unit

MBbls Thousand barrels

Mcf Thousand cubic feet (of natural gas)

Mcfe Thousand cubic feet equivalent

MMBbl/MMBbls Million barrels

MMBtu Million British thermal units

MMcf Million cubic feet

MMcf/d Million cubic feet per day

MMcfe Million cubic feet equivalent

MMcfe/d Million cubic feet equivalent per day

Net Acres Gross acreage multiplied by working interest percentage

Net Production Gross production multiplied by net revenue interest

NGL or NGLs Natural gas liquids

Tcf Trillion cubic feet

Tcfe Trillion cubic feet equivalent

Energy equivalent is determined using the ratio of one Bbl of crude oil, condensate or natural gas liquids to six Mcf of natural gas.

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SUMMARY

This summary highlights selected information contained elsewhere in this prospectus supplement, the accompanying base prospectus and the documents we incorporate by reference. It does not contain all of the information you should consider before making an investment decision. You should read the entire prospectus supplement, the accompanying base 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" commencing on page S-12 of this prospectus supplement and additional information contained in our Annual Report on Form 10-K for the year ended December 31, 2013 and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, which are incorporated by reference in this prospectus supplement, for financial and other important information you should consider before investing in the notes.

In this prospectus supplement, unless otherwise indicated or the context otherwise requires, the terms "Cimarex," "our Company," "us," "we" and "our" refer to Cimarex Energy Co. and its consolidated subsidiaries. References to "underwriters" refer to the firms listed on the cover page of this prospectus supplement.

Our Business

We are an independent oil and gas exploration and production company. Our operations are mainly located in Oklahoma, Texas, and New Mexico. Our corporate headquarters are in Denver, Colorado. Our main operating offices are in Tulsa, Oklahoma and Midland, Texas.

Proved reserves at December 31, 2013 totaled 2.5 Tcfe, consisting of 1.3 Tcf of natural gas, 108.5 million barrels of crude oil and 92.0 million barrels of natural gas liquids. Of total proved reserves, 80% are classified as proved developed and 52% are gas.

Our production during the first quarter of 2014 averaged 740 MMcfe per day. Average daily production was comprised of 355 MMcf of gas (48%), 39,168 barrels of crude oil (32%) and 25,028 barrels of natural gas liquids (20%). At December 31, 2013, the wells we operate accounted for approximately 77% of our production and 75% of our total proved reserves.

Our operations are organized into two main core areas. Our Permian Basin assets are principally located in southeast New Mexico and west Texas. Our Mid-Continent assets are principally located in Oklahoma, the Texas Panhandle and southwest Kansas. We also have minor operations along the U.S. Gulf Coast, principally in southeast Texas, and in certain other areas. The following table provides a summary of reserve and acreage information for each of our regional operations as of December 31, 2013 and production information for the three months ending March 31, 2014.

	As of December 31, 2013				Three months ended March 31, 2014
Region	**Proved reserves (Bcfe)**	**Proved developed as % of total proved reserves**	**Gross acreage**	**Net acreage**	**Average daily production (MMcfe/d)**
Permian Basin	1,006	80%	617,751	463,270	347
Mid-Continent	1,461	79%	1,043,855	652,689	371
Other	30	100%	6,158,465	5,660,548	22
	2,497	**80%**	**7,820,071**	**6,776,507**	**740**

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Business Strengths

Robust organic growth opportunities. During 2013, we added 727 Bcfe of proved reserves from extensions and discoveries, replacing 288% of production. To do so, we drilled and completed 365 gross (185 net) wells, investing $1.565 billion on exploration and development activities. Of total expenditures, 65% was invested in Permian Basin projects and 31% was directed to Mid-Continent area projects. We have a large inventory of drilling opportunities, limited lease expirations and few service commitments. Our exploration and development teams continue to generate projects on our existing acreage inventory and also seek to identify new areas for exploration and development.

Control over drilling inventory. We will continue to seek to exercise control over the majority of our properties and investment decisions. At December 31, 2013, we operated the wells that accounted for approximately 75% of our total proved reserves and 77% of our production. We believe our ability to control our drilling inventory will continue to allow us to more effectively control operating costs, timing of development activities and technological enhancements, marketing of production and allocation of our capital budget.

Strong balance sheet with a conservative capital structure. Conservative use of leverage has long been a part of our financial strategy. We believe that maintaining a strong balance sheet mitigates financial risk and positions us to be able to withstand commodity price volatility. At March 31, 2014, we had $1.025 billion of long-term debt and our long-term debt to total capitalization ratio was 20%. Based on expected cash flow provided by operating activities and available liquidity under our revolving credit facility, we believe we are well positioned to fund our identified future drilling opportunities.

Experienced management and operational teams. Our financial and operations executives are led by Thomas E. Jorden (President, CEO and Chairman of the Board of Directors), Joseph R. Albi (Executive Vice President and Chief Operating Officer), Paul Korus (Chief Financial Officer), and John Lambuth (Vice President Exploration), who each have over 25 years of experience in the oil and gas industry. Our executive management team is supported by technical and operating managers who also have substantial industry experience and expertise within the basins in which we operate.

Business Strategy

Profitably grow proved reserves and production. Our strategy centers on maximizing cash flow from our producing properties and profitably reinvesting that cash flow in exploration and development drilling. During 2013, our cash flow from operating activities totaled $1.3 billion. Our total 2013 capital investment was $1.6 billion, including $1.565 billion on exploration and development. We funded our capital program primarily with cash flow from operations and our revolving credit facility. Total proved reserves and production each grew by 11% during 2013.

Focus on a blended, diversified portfolio. We are currently focused in two main operating areas: the Permian Basin and the Mid-Continent region. As of December 31, 2013, the Permian Basin and Mid-Continent comprised 40% and 59% of our total proved reserves, respectively. We believe that crude oil and liquids-rich gas plays in these two areas offer long-term growth potential. During 2013, 32% of our total production volumes were comprised of crude oil and 18% were comprised of natural gas liquids ("NGLs"), with the remainder attributable to gas. Revenues from oil and NGL sales totaled $1.5 billion in 2013, or 74% of total revenues.

Employ a disciplined approach to capital investment decision making. Each drilling decision we make is based on its risk-adjusted discounted cash flow rate of return on investment. Our detailed analysis includes estimates of potential reserve size, geologic and mechanical risks, expected costs, future production profiles and future oil and gas prices. Our integrated teams of geoscientists, landmen and petroleum engineers continually generate new prospects to maintain a rolling portfolio of drilling opportunities in different basins with varying geologic characteristics. We have a centralized exploration management system that measures actual results and provides feedback to the originating exploration team in order to help them improve and refine future investment decisions. We believe that our detailed technical analysis and disciplined capital investment process mitigates risk and positions us to achieve increases in proved reserves and production.

Maintain ability to pursue new opportunities. While our primary focus is drilling, we occasionally consider acquisition opportunities that allow us to either enhance our competitive position in existing core areas or add new areas such as the recently announced Cana-Woodford Acquisition described below.

Recent Events

Amendment to revolving credit facility

Effective May 1, 2014, we entered into the second amendment to our revolving credit facility with our existing lenders. The amendment increased our borrowing base to $2.5 billion with an aggregate commitment of $1 billion. The interest rate for borrowings and the commitment fee for unused borrowings were also reduced by the amendment.

Acquisition of Cana-Woodford acreage

On May 6, 2014, we entered into a purchase and sale agreement to acquire oil and gas assets primarily in the Cana-Woodford shale play in Western Oklahoma (the "Additional Cana-Woodford Assets") for $497.4 million in cash. Simultaneously, we entered into an agreement to sell at closing a 50% interest in the Additional Cana-Woodford Assets to Devon Energy Corp. for $248.7 million (such acquisition and simultaneous sale, the "Cana-Woodford Acquisition"). Our share of the Additional Cana-Woodford Assets includes our estimate of proved developed reserves of approximately 140 billion cubic feet equivalent (64% gas) at January 1, 2014, current production of approximately 35 million cubic feet equivalent per day (63% gas) and 50,000 net acres, including 30,000 net acres in the Cana-Woodford area and oil-rich East Cana area. Approximately 65% of the proved developed reserves are associated with properties in which we already own a working interest. The Cana-Woodford Acquisition is expected to close during the second quarter of 2014 and is subject to customary conditions and purchase price adjustments. A portion of the proceeds of this offering will be used to pay all amounts outstanding under our revolving credit facility, and the revolving credit facility will then be utilized to fund the purchase of our share of the Additional Cana-Woodford Assets.

2014 Exploration and development plans

Our 2014 exploration and development plans currently anticipate expenditures of $1.9 billion. We expect nearly all the 2014 capital will be directed towards crude oil drilling or liquids-rich gas drilling in the Permian and Mid-Continent regions.

Corporate Information

We are a Delaware corporation formed in February 2002. Our principal executive offices are located at 1700 Lincoln Street, Suite 1800, Denver, Colorado 80203. Our common stock is listed on the New York Stock Exchange under the symbol "XEC." We maintain a website at *www.cimarex.com*. However, our website and the information on our website is not part of this prospectus supplement or the accompanying base prospectus, and you should rely only on the information contained in this prospectus supplement and the accompanying base prospectus and in the documents incorporated by reference herein and therein when making a decision as to whether to buy the notes in this offering.

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The Offering

The following summary contains basic information about the notes and is not intended to be complete. For a more complete understanding of the notes and the note guarantees, please refer to the section entitled "Description of Notes" in this prospectus supplement and "Description of debt securities" in the accompanying base prospectus. For purposes of the description of notes included in this prospectus, references to the "Company," "issuer," "us," "we" and "our" refer to Cimarex Energy Co. and do not include our subsidiaries.

Issuer	Cimarex Energy Co.
Securities Offered	$750,000,000 aggregate principal amount of 4.375% Senior Notes due 2024.
Maturity Date	June 1, 2024.
Interest Rate	4.375% per year.
Interest Payment Dates	June 1 and December 1, commencing December 1, 2014. Interest will accrue from June 4, 2014.
Optional Redemption	At any time prior to March 1, 2024, we may redeem all or a part of the notes at a make-whole redemption price calculated as described herein, together with accrued and unpaid interest to, but excluding, the redemption date. At any time on or after March 1, 2024, we may redeem all or part of the notes at a price equal to 100% of the principal amount thereof plus accrued and unpaid interest to, but excluding, the redemption date. See "Description of Notes Optional Redemption."
Change of Control Offer	Upon the occurrence of specific kinds of changes of control accompanied by a specified ratings decline, you will have the right, as a holder of the notes, to cause us to repurchase some or all of your notes at 101% of their face amount, plus accrued and unpaid interest to, but not including, the repurchase date. See "Description of Notes Change of Control Triggering Event" in this prospectus supplement.
Note Guarantees	The notes will be guaranteed on a senior unsecured basis by all of our existing and future subsidiaries that guarantee our revolving credit facility or that guarantee certain other indebtedness. Under certain circumstances, subsidiary guarantors may be released from their note guarantees without the consent of the holders of notes. See "Description of Notes Subsidiary Guarantees" and "Description of Notes Certain Covenants Future Subsidiary Guarantees" in this prospectus supplement. As of and for the quarter ended March 31, 2014, our non-guarantor subsidiaries had limited operations and no assets, liabilities or obligations, excluding inter-company amounts.

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Ranking

The notes and the note guarantees will be our and the subsidiary guarantors' senior unsecured obligations and will:

rank senior in right of payment to all of our and the subsidiary guarantors' existing and future subordinated indebtedness;

rank equally in right of payment with all of our and the subsidiary guarantors' existing and future senior indebtedness;

be effectively junior to any of our and the subsidiary guarantors' existing and future secured debt, to the extent of the value of the collateral securing such debt; and

be structurally subordinated to all of the existing and future liabilities (including trade payables) of each of our subsidiaries that do not guarantee the notes.

As of March 31, 2014, after giving effect to our amended revolving credit facility, this offering and our use of the net proceeds therefrom as described under "Use of Proceeds":

we would have had approximately $1.5 billion of total indebtedness, consisting of the notes and our 5.875% Senior Notes due 2022 in the principal amount of $750 million, which we refer to herein as our "existing notes";

we would not have had any secured indebtedness or subordinated indebtedness;

we would have had commitments available to be borrowed under our revolving credit facility of approximately $1.0 billion, all of which, if borrowed, would rank equally in right of payment to the notes; and

our non-guarantor subsidiaries would have had limited operations and would not have had any obligations or liabilities (other than inter-company obligations and liabilities).

Covenants

We will issue the notes under an indenture with U.S. Bank National Association as trustee. The indenture will, among other things, limit our ability and the ability of our subsidiaries to:

incur liens securing indebtedness; and

consolidate, merge or sell all or substantially all of our assets.

These covenants will be subject to a number of important exceptions and qualifications. For more details, see "Description of Notes" in this prospectus supplement.

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Absence of Public Market for the Notes	The notes are a new issue of securities, and there is currently no established trading market for the notes. We do not intend to apply for a listing of the notes on any securities exchange or an automated dealer quotation system. Accordingly, there can be no assurance 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 any market making with respect to the notes may be discontinued without notice.
Use of Proceeds	We intend to use the net proceeds of this offering to repay borrowings under our revolving credit facility and for general corporate purposes. Affiliates of certain of the underwriters are lenders to us under our revolving credit facility. See "Use of Proceeds" in this prospectus supplement. We intend to use our revolving credit facility to fund the purchase of our share of the Additional Cana-Woodford Assets, which transaction is subject to customary closing conditions and purchase price adjustments and is expected to close during the second quarter of 2014. This offering is not conditioned on the closing of the Cana-Woodford Acquisition.

Risk Factors

In evaluating an investment in the notes, prospective investors should carefully consider, along with the other information contained or incorporated in this prospectus, the specific factors set forth under "Risk Factors" in this prospectus supplement for risks involved with an investment in the notes.

Conflicts of Interest

Affiliates of each of the underwriters except for Goldman, Sachs & Co. are lenders under our revolving credit facility, and accordingly, will receive a portion of the proceeds from this offering in the form of the repayment of borrowings under such facility. Because more than 5% of the net proceeds, not including underwriting compensation, is expected to be paid to affiliates of members of the Financial Industry Regulatory Authority, Inc. ("FINRA") participating in the offering, the offering will be conducted in accordance with FINRA Rule 5121. Pursuant to such rule, Goldman, Sachs & Co. acted as the qualified independent underwriter in pricing this offering and conducting due diligence. We have agreed to indemnify Goldman, Sachs & Co. against liabilities incurred in connection with acting as a qualified independent underwriter, including liabilities under the Securities Act. See "Underwriting (Conflicts of Interest)."

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Summary Historical Consolidated Financial Data

The following table shows our summary historical consolidated financial data as of and for the periods indicated. Our consolidated statement of operations and cash flows data for the fiscal years ended December 31, 2013, 2012 and 2011 and the consolidated balance sheet data as of December 31, 2013 and 2012 have been derived from our audited financial statements incorporated by reference in this prospectus supplement. The consolidated balance sheet data as of December 31, 2011 have been derived from our consolidated financial statements that are not incorporated by reference in this prospectus supplement. The consolidated financial data for the three months ended and as of March 31, 2014 and 2013 have been derived from our unaudited financial statements incorporated by reference in this prospectus supplement.

You should read the summary historical consolidated financial data below in conjunction with our consolidated financial statements and the accompanying notes and "Management's Discussion and Analysis of Results of Operations and Financial Condition" included in our Annual Report on Form 10-K for the year ended December 31, 2013 and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, which are incorporated by reference in this prospectus supplement.

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(Dollars in thousands)	Three months ended March 31, 2014	2013	Year ended December 31, 2013	2012	2011
	(unaudited)				
Statement of operations data:					
Revenues:					
Gas sales	$ 170,097	$ 101,121	$ 471,045	$ 340,744	$ 530,334
Oil sales	325,071	257,532	1,250,212	1,027,757	909,344
NGL sales	89,957	56,875	231,248	213,149	263,842
Gas gathering and other	12,464	10,727	45,441	43,042	53,640
Gas marketing, net of related costs of $78,068, $35,506, $187,772, $86,813 and $119,725, respectively	1,627	101	105	(754)	729
Total revenue	$ 599,216	$ 426,356	$ 1,998,051	$ 1,623,938	$ 1,757,889
Costs and expenses:					
Depreciation, depletion and amortization	173,931	136,438	615,874	513,916	390,461
Asset retirement obligation	3,218	2,399	7,989	13,019	11,451
Production	75,141	69,386	286,742	258,584	247,048
Transportation, processing, and other operating	44,248	18,634	93,580	57,354	56,711
Gas gathering and other	8,784	6,156	25,876	21,965	23,327
Taxes other than income	33,621	25,128	112,732	86,994	126,468
General and administrative	20,712	15,577	77,466	54,428	45,256
Stock compensation	3,724	3,605	14,279	21,919	18,949
(Gain)/loss on derivative instruments, net	15,735	1,603	209	(245)	(10,322)
Other operating (income) and expense	103	2,932	(132,334)	24,961	10,263
Total costs	$ 379,217	$ 281,858	$ 1,102,413	$ 1,052,895	$ 919,612
Operating Income	$ 219,999	$ 144,498	$ 895,638	$ 571,043	$ 838,277
Other (income) and expense:					
Interest expense	14,042	13,206	54,973	49,317	35,611
Capitalized interest	(7,290)	(9,195)	(31,517)	(35,174)	(29,057)
Loss on early extinguishment of debt				16,214	
Other, net	(6,955)	(2,616)	(21,518)	(19,864)	(9,758)
Income before income tax	$ 220,202	$ 143,103	$ 893,700	$ 560,550	$ 841,481
Income tax expense	81,745	53,176	329,011	206,727	311,549
Net income	$ 138,457	$ 89,927	$ 564,689	$ 353,823	$ 529,932
Balance sheet data (as of period end):					
Cash and cash equivalents	$ 4,530	$ 18,532	$ 4,531	$ 69,538	$ 2,406
Net oil and gas properties	6,274,614	5,285,753	5,965,637	5,004,769	4,126,208
Total assets	7,618,635	6,569,949	7,253,135	6,305,152	5,357,377
Long-term debt	1,025,000	870,000	924,000	750,000	405,000
Stockholders' equity	4,147,737	3,554,593	4,022,208	3,474,736	3,130,613
Cash flows data:					
Net cash flow provided by (used in):					

Operating activities	$ 348,024	$ 247,078	$ 1,324,348	$ 1,192,764	$ 1,292,275
Investing activities	(439,790)	(409,217)	(1,531,037)	(1,415,072)	(1,429,446)
Financing activities	91,765	111,133	141,682	289,440	25,451
Other financial data:					
EBITDA(1)	$ 404,103	$ 285,951	$ 1,541,019	$ 1,101,628	$ 1,249,947
Total interest(2)	14,042	13,206	54,973	49,317	35,611
Oil and gas expenditures(3)	420,040	390,669	1,572,288	1,662,707	1,562,159
Ratio of long-term debt to EBITDA	2.54x	3.04x	0.60x	0.68x	0.32x
Ratio of EBITDA to total interest(4)	28.8x	21.7x	28.0x	22.3x	35.1x
Ratio of earnings to fixed charges(5)	15.0x	10.6x	15.5x	11.3x	22.7x

(1)

EBITDA represents net earnings before income taxes, interest expense and depreciation, depletion and amortization. EBITDA is a measure that is not calculated in accordance with GAAP. EBITDA should not be considered as an alternative to net income, income before taxes, net cash flow provided by operating activities or any other measure of financial performance presented in accordance with GAAP. We believe that EBITDA is a widely accepted financial indicator of a company's ability to incur and service debt and to fund capital expenditures. Because EBITDA is commonly used in the oil and gas industry, we believe it is useful in evaluating our ability to meet our interest obligations in connection with this offering. EBITDA calculations may vary among entities, so our computation of EBITDA may not be comparable to EBITDA or similar measures of other entities. In evaluating EBITDA, we believe

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that investors should consider, among other things, the amount by which EBITDA exceeds interest costs, how EBITDA compares to principal payments on debt and how EBITDA compares to capital expenditures for each period.

The following table provides a reconciliation of net income to EBITDA.

(Dollars in thousands)	Three months ended March 31, 2014	Three months ended March 31, 2013	Year ended December 31, 2013	Year ended December 31, 2012	Year ended December 31, 2011
	(unaudited)				
Net income	$ 138,457	$ 89,927	$ 564,689	$ 353,823	$ 529,932
Income tax expense	81,745	53,176	329,011	206,727	311,549
Interest expense, net of capitalized interest	6,752	4,011	23,456	14,143	6,554
Depreciation, depletion and amortization(6)	177,149	138,837	623,863	526,935	401,912
EBITDA	**$ 404,103**	**$ 285,951**	**$ 1,541,019**	**$ 1,101,628**	**$ 1,249,947**

(2)

Includes capitalized interest of $7,290, $9,195, $31,517, $35,174 and $29,057 for the three months ended March 31, 2014 and 2013 and the years ended December 31, 2013, 2012 and 2011, respectively.

(3)

As presented on our consolidated Statements of Cash Flows included in our Annual Report on Form 10-K for the year ended December 31, 2013 and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 and incorporated by reference herein.

(4)

Represents EBITDA divided by total interest. The ratio of net income to total interest for the three months ended March 31, 2014 and 2013 and the years ended December 31, 2013, 2012 and 2011 were 9.86x, 6.81x, 10.27x, 7.17x, and 14.88x, respectively.

(5)

The ratio of earnings to fixed charges was computed by dividing earnings by fixed charges. Earnings consist of income from continuing operations before income taxes and cumulative change in accounting principle plus distributions received from equity investments and fixed charges, minus income from equity investees and capitalized interest. Fixed charges consist of interest expensed, which includes amortization of the discount and premium related to indebtedness, an estimated interest component in net rental expense, and interest capitalized. The pro forma effect of using $275 million of proceeds from the notes to pay down $275 million of bank debt outstanding at March 31, 2014 results in our pro forma ratio of earnings to fixed charges to change by greater than 10% primarily from using a higher pro forma rate of interest than was actually incurred during those periods. The pro forma ratio of earnings to fixed charges for the three months ended March 31, 2014 and the year ended December 31, 2013 would have been 13.4x and 13.9x, respectively.

(6)

Includes asset retirement obligations.

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Summary Reserve, Production and Operating Data

Proved oil and gas reserve quantities are based on estimates prepared by Cimarex in accordance with the SEC's modernized rules for reporting oil and gas reserves. DeGolyer and MacNaughton, an independent petroleum engineering consulting firm, reviewed our reserve estimates for properties that comprised at least 80% of the discounted future net cash flows before income taxes, using a 10% discount rate, attributable to the total interests owned by Cimarex as of December 31, 2013, 2012 and 2011. All information included or incorporated by reference in this prospectus supplement relating to oil and gas reserves is net to our interest unless stated otherwise. The following table sets forth the present value and estimated volume of our oil and gas proved reserves:

	As of December 31,		
	2013	**2012**	**2011**
Total proved reserves:			
Gas (MMcf)	1,293,500	1,251,863	1,216,441
Oil (MBbls)	108,533	77,921	72,322
NGL (MBbls)	92,044	89,909	65,815
Equivalent (MMcfe)	2,496,964	2,258,844	2,045,265
% gas	52%	55%	59%
% proved developed	80%	80%	82%
Standardized measure of discounted future net cash flow after-tax, discounted at 10% (in millions)	$ 3,598.9	$ 2,908.7	$ 3,139.8
Average price used in calculation of future net cash flow:			
Gas ($/Mcf)	$ 3.01	$ 2.27	$ 3.79
Oil ($/Bbl)	$ 92.74	$ 88.91	$ 89.64
NGL ($/Bbl)	$ 28.42	$ 29.12	$ 41.70

The following table sets forth certain information regarding our production volumes and the average oil and gas prices received and operating expenses per Mcfe of production:

	Three months ended March 31,		Years ended December 31,		
	2014	**2013**	**2013**	**2012**	**2011**
Production volumes:					
Gas (MMcf)	31,973	29,952	125,248	118,495	120,113
Oil (MBbls)	3,525	2,984	13,380	11,516	9,778
NGL (MBbls)	2,252	1,941	7,876	6,952	6,236
Equivalent (MMcfe)	66,639	59,499	252,787	229,300	216,198
Net average daily volumes:					
Gas (MMcf)	355.3	332.8	343.1	323.8	329.1
Oil (MBbls)	39.2	33.2	36.7	31.5	26.8
NGL (MBbls)	25.0	21.6	21.6	19.0	17.1
Equivalent (MMcfe)	740.4	661.1	692.6	626.5	592.3
Average sales price:					
Gas ($/Mcf)	$ 5.32				