

PIONEER NATURAL RESOURCES CO  
Form 8-K  
June 25, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 21, 2012

**PIONEER NATURAL RESOURCES COMPANY**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**1-13245**  
(Commission

File Number)

**75-2702753**  
(I.R.S. Employer

Identification Number)

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**5205 N. O Connor Blvd. Suite 200**

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

**Registrant's telephone number, including area code: (972) 444-9001**

**75039**  
(Zip code)

**Not applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement**

On June 21, 2012, Pioneer Natural Resources Company (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Citigroup Global Markets Inc. and Deutsche Bank Securities Inc., as representatives of the several underwriters party thereto (together, the Underwriters), relating to the sale to the Underwriters of \$600 million aggregate principal amount of the Company's 3.95% senior notes due 2022 (the Notes). The Underwriting Agreement contains customary representations, conditions, indemnities and rights to terminate the agreement.

The Company offered the Notes pursuant to the Prospectus Supplement dated June 21, 2012, to the Prospectus dated May 20, 2011 (together, the Prospectus), which forms a part of the Company's shelf registration statement on Form S-3 (Registration No. 333-174402) filed with the SEC on May 20, 2011.

The Underwriting Agreement is filed as Exhibit 1.1 hereto, and the terms and conditions thereof are incorporated herein by reference. The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to such exhibit.

Certain of the Underwriters and their affiliates have in the past provided, and may in the future provide, investment banking, commercial banking, derivative transactions and financial advisory services to the Company and its affiliates in the ordinary course of business. In addition, in the ordinary course of their business activities, the Underwriters and their affiliates may make or hold a broad array of investments, including serving as counterparties to certain derivative and hedging arrangements, and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve the Company or its affiliate's securities and/or instruments.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

1.1 Underwriting Agreement, dated June 21, 2012, by and among Pioneer Natural Resources Company and Citigroup Global Markets Inc. and Deutsche Bank Securities Inc., as representatives of the several underwriters party thereto

12.1 Computation of Ratio of Earnings to Fixed Charges

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PIONEER NATURAL RESOURCES COMPANY**

By: /s/ Mark H. Kleinman  
Mark H. Kleinman  
Vice President, Corporate Secretary and Chief  
Compliance Officer

Dated: June 25, 2012

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit Title</b>
1.1	Underwriting Agreement, dated June 21, 2012, by and among Pioneer Natural Resources Company and Citigroup Global Markets Inc. and Deutsche Bank Securities Inc., as representatives of the several underwriters party thereto
12.1	Computation of Ratio of Earnings to Fixed Charges