

RANGE RESOURCES CORP  
Form 8-K  
June 13, 2014

**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 11, 2014**

**RANGE RESOURCES CORPORATION**

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

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

**001-12209**  
**(Commission**  
  
**File Number)**

**34-1312571**  
**(IRS Employer**  
  
**Identification No.)**

**100 Throckmorton Street, Suite 1200**  
**Fort Worth, Texas**  
**(Address of principal executive offices)**

**76102**  
**(Zip Code)**

**Registrant's telephone number, including area code: (817) 870-2601**

**(Former name or former address, if changed since last report): Not applicable**

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 (see General Instruction A.2. below):

- .. 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<sup>©</sup>)

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

On June 11, 2014, Range Resources Corporation (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC, as underwriters party thereto (the Underwriters), in connection with an underwritten public offering (the Offering) of 4,560,000 shares of common stock (the Common Shares). Pursuant to the Underwriting Agreement, the Company granted the Underwriters a 30-day option to purchase up to an additional 684,000 shares of common stock. The Offering is expected to close on June 17, 2014, subject to customary closing conditions.

The issuance and sale of the Common Shares has been registered under the Securities Act of 1933 (the Securities Act) pursuant to an automatic shelf Registration Statement on Form S-3 (Registration No. 333-196122) of the Company, filed with and deemed automatically effective by the Securities and Exchange Commission on May 21, 2014, and the prospectus supplement dated June 12, 2014 and filed with the Securities and Exchange Commission on June 13, 2014.

In connection with the Offering, Vinson & Elkins L.L.P. issued an opinion as to the legality of the Common Shares to be sold in the Offering, which opinion is filed as Exhibit 5.1 to this Current Report.

The Underwriting Agreement contains customary representations, warranties and agreements by the Company and customary conditions to closing, obligations of the parties and termination provisions. Additionally, the Company has agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the Underwriters may be required to make because of any of those liabilities. Furthermore, the Company has agreed with the Underwriters not to offer or sell any shares of its common stock (or securities convertible into or exchangeable for common stock), subject to customary exceptions, for a period of 45 days after the date of the Underwriting Agreement without the prior written consent of the Underwriters.

The Underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. Certain of the underwriters or their affiliates may perform various financial advisory, investment banking and commercial banking services from time to time for the Company and its affiliates under the Company's revolving credit facility.

The foregoing description of the Underwriting Agreement is not complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, a copy of which is filed herewith as Exhibit 1.1 and is incorporated in this Item 1.01 by reference.

**Item 7.01 Regulation FD Disclosure.**

On June 12, 2014, the Company announced that it had priced the Offering described in Item 1.01 of this Current Report on Form 8-K. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K under this heading, including Exhibit 99.1, shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act except as shall be expressly set forth in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 1.1                       | Underwriting Agreement dated June 11, 2014, by and among Range Resources Corporation and Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC, as underwriters thereto. |
| 5.1                       | Opinion of Vinson & Elkins L.L.P.  |
| 23.1                      | Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1).   |
| 99.1                      | Press Release dated June 12, 2014, announcing pricing of common stock offering.  |

**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.

RANGE RESOURCES CORPORATION

By: /s/ DAVID P. POOLE

**David P. Poole**

*Senior Vice President General Counsel  
and Corporate Secretary*

Date: June 13, 2014

**EXHIBIT INDEX**

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