

RANGE RESOURCES CORP

Form S-3MEF

June 09, 2004

As filed with the Securities and Exchange Commission on June __, 2004

Registration No. 333-_____

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

RANGE RESOURCES CORPORATION

(exact name of registrant as specified in its charter)

DELAWARE

(state or jurisdiction of incorporation or organization)

34-1312571

(I.R.S. employer identification no.)

1311

(Primary Standard Industrial Classification Code Number)

**777 Main Street, Suite 800
Fort Worth, Texas 76102
(817) 870-2601**

(Address, including zip code,
and telephone number, including
area code,
of Registrant's principal executive
offices)

**John H. Pinkerton
777 Main Street, Suite 800
Fort Worth, Texas 76102
(817) 870-2601**

(Name, address, including zip
code,
and telephone number, including
area code, of agent for service)

Copy to:

**Barry D. Burgdorf
Vinson & Elkins L.L.P.
2801 Via Fortuna, Suite 100
Austin, Texas 78746
(512) 542-8533**

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest

reinvestment plans, check the following box. x

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. x Filing No. 333-76837

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

If delivery of this prospectus is expected to be made pursuant to Rule 434, please check the following box. o

CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Amount to be registered | Proposed maximum aggregate offering price(1) | Amount of registration fee |
|--|-------------------------|--|----------------------------|
| Common Stock, par value \$0.01 per share | \$24,906,723 | \$24,906,723 | \$ 3,156 |

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o).

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement relates to the registrant's prior registration statement (Registration No. 333-76837) and is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, with respect to the proposed offering of up to \$24,906,723 of securities.

The registrant incorporates by reference into this Registration Statement the contents, including exhibits, of the prior Registration Statement on Form S-3/A (File No. 333-76837), which was filed with the Securities Exchange Commission on September 24, 1999.

Item 16. Exhibits

| Exhibit Number | Description of Exhibit |
|---------------------------|---|
| 5.1 | Opinion of Vinson & Elkins L.L.P. |
| 23.1 | Consent of Ernst & Young LLP (Fort Worth) |
| 23.2 | Consent of Ernst & Young LLP (Pittsburgh) |
| 23.3 | Consent of KPMG LLP |
| 23.4 | Consent of Degolyer and MacNaughton |
| 23.5 | Consent of H.J. Gruy and Associates, Inc. |
| 23.6 | Consent of Wright and Company |
| 23.7 | Consent of Vinson & Elkins LLP (set forth in their opinion filed as Exhibit 5.1) |
| | Power of Attorney (set forth on the signature page of the prior Registration Statement No. 333-76837, filed April 22, 1999) |
| 24.1 | |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Fort Worth, Texas on the 9th day of June 2004.

RANGE RESOURCES CORPORATION

By: /s/ John H. Pinkerton
 John H. Pinkerton
 President and Chief Executive Officer

Pursuant to the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|---|--------------|
| /s/ John H. Pinkerton | President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i> | June 9, 2004 |
| John H. Pinkerton /s/ Roger S. Manny | Chief Financial and Accounting Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i> | June 9, 2004 |
| Roger S. Manny /s/ Robert E. Aikman* | Director | June 9, 2004 |
| Robert E. Aikman /s/ Anthony V. Dub* | Director | June 9, 2004 |
| Anthony V. Dub /s/ Allen Finkelson* | Director | June 9, 2004 |
| Allen Finkelson /s/ Jonathan S. Linker* | Director | June 9, 2004 |
| Jonathan S. Linker | | |

*By: /s/ John H.
 Pinkerton
 John H.
 Pinkerton
 Attorney-in-fact