

WHITING PETROLEUM CORP

Form 8-K

June 24, 2013

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 22, 2013

Whiting Petroleum Corporation

(Exact name of registrant as specified in its charter)

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Delaware
(State or other jurisdiction
of incorporation)

1-31899
(Commission

20-0098515
(IRS Employer

File Number)
1700 Broadway, Suite 2300, Denver, Colorado 80290-2300

Identification No.)

(Address of principal executive offices, including ZIP code)

(303) 837-1661

(Registrant's telephone number, including area code)

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 C.F.R. §230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 C.F.R. §240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 C.F.R. §240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 C.F.R. §240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement.

On June 22, 2013, Whiting Oil and Gas Corporation (WOGC), a subsidiary of Whiting Petroleum Corporation (Whiting), and BreitBurn Operating L.P., a subsidiary of Breitburn Energy Partners L.P., entered into a Purchase and Sale Agreement (the Agreement) to sell certain producing oil and gas properties located in the Postle and NE Hardesty Fields, Texas County, Oklahoma, including the related gathering and Dry Trail plant processing facilities, oil delivery pipeline, 60% interest in the 120-mile Transpetco-operated CO₂ transportation pipeline, CO₂ supply contracts, certain crude oil swaps, and other related assets and liabilities. The Agreement provides the transaction will be effective April 1, 2013, for a cash purchase price of \$859.8 million, subject to certain post-closing adjustments. The transaction is expected to close in July 2013, subject to customary conditions, including compliance with the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act.

A copy of the Agreement is filed as Exhibit 10.1 to this report and is incorporated by reference herein. The foregoing description of the Agreement and the transactions contemplated therein are qualified in their entirety by reference to such exhibit. There are representations and warranties contained in the Agreement, which were made by the parties to each other as of specific dates. The assertions embodied in these representations and warranties were made solely for purposes of the Agreement and may be subject to important qualifications and limitations agreed to by the parties in connection with negotiating their terms. Moreover, certain representations and warranties may not be accurate or complete as of any specified date because they are subject to a contractual standard of materiality that is different from certain standards generally applicable to stockholders or were used for the purpose of allocating risk between the parties rather than establishing matters as facts. Based upon the foregoing reasons, investors should not rely on the representations and warranties as statements of factual information.

Item 7.01. Regulation FD Disclosure.

On June 24, 2013, Whiting issued a press release announcing the Agreement and adjusting Whiting's outlook for the second quarter and full year 2013. A copy of the press release is furnished as Exhibit 99.1 to this report and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits:

(10.1) Purchase and Sale Agreement, dated June 22, 2013, by and between Whiting Oil and Gas Corporation and BreitBurn Operating L.P., effective as of April 1, 2013.

(99.1) Press Release of Whiting Petroleum Corporation dated June 24, 2013.

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.

WHITING PETROLEUM CORPORATION

Date: June 24, 2013

By: /s/ James J. Volker
James J. Volker
Chairman and Chief Executive Officer

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EXHIBIT INDEX

Exhibit

Number

Description

- | | |
|--------|---|
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