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KERR MCGEE HOLDCO INC
Form 8-K
August 01, 2001

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SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report August 1, 2001

Commission file number 1-16619

KERR-McGEE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

73-1612389

(IRS Employer
Identification No.)

123 Robert S. Kerr Ave. Oklahoma City, Oklahoma

(Address of principal executive offices)

73102

(Zip Code)

Registrant's telephone number, including area code (405) 270-1313

Kerr-McGee Holdco, Inc.

(Former Name or Former Address, if Changed Since Last Report)

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Item 2. Acquisition or Disposition of Assets.

Effective August 1, 2001, pursuant to the Agreement and Plan of Merger, dated as of May 13, 2001, as amended as of June 27, 2001 (the "Merger Agreement"), among Kerr-McGee Corporation, formerly known as Kerr-McGee Holdco, Inc. ("Kerr-McGee"), HS Resources, Inc., ("HS Resources"), Kerr-McGee Operating Corporation, formerly known as Kerr-McGee Corporation ("KM Operating Corporation") and two acquisition subsidiaries of Kerr-McGee, KM Operating Corporation and HS Resources combined their businesses by merging with the acquisition subsidiaries of Kerr-McGee (the "Merger"). Under the terms of the merger agreement, HS Resources stockholders will receive forms in the mail that will allow them to choose to receive either \$66 in cash or .9404 shares of Kerr-McGee common stock for each share of HS Resources common stock that they hold, subject to proration. The aggregate merger consideration consists of approximately 70% cash and 30% Kerr-McGee common stock. A copy of the press release announcing the completion of the merger is filed as an exhibit hereto and incorporated by reference herein.

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The issuance of Kerr-McGee common stock under the Merger Agreement was registered under the Securities Act of 1933 pursuant to Kerr-McGee's registration statement on Form S-4 (File No. 333-61898) (the Registration Statement") filed with the Securities and Exchange Commission (the "SEC") and declared effective on June 28, 2001. The proxy statement-prospectus filed with the Registration Statement contains additional information about this transaction. Pursuant to Rule 12g-3(c) under the Securities Exchange Act of 1934 (the "Exchange Act"), the Kerr-McGee common stock is deemed to be registered under Section 12(b) of the Exchange Act. The Kerr-McGee common stock has been approved for listing on the New York Stock Exchange ("NYSE") and will trade under the ticker symbol "KMG". The description of Kerr-McGee common stock contained under the caption "Description of the New Holding Company's Capital Stock Following the Merger" in the proxy statement-prospectus is incorporated by reference herein.

KM Operating Corporation common stock and HS Resources' common stock were both registered pursuant to Section 12(b) of the Exchange Act and listed on the NYSE. Each of KM Operating Corporation and HS Resources is filing a Form 15 with the SEC to terminate the registration under the Exchange Act of its common stock and HS Resources is delisting its common stock with the NYSE. Kerr-McGee's fiscal year will end on the 31st day of December in each year.

Item 5. Other Events

Guarantees of Public Debt

In connection with the Merger, Kerr-McGee has irrevocably and unconditionally guaranteed the publicly held debt securities of HS Resources and KM Operating Corporation.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(a) Exhibits

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The following exhibits are filed with this report.

Exhibit Number	Description
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2.1	Agreement and Plan of Merger, dated as of May 13, 2001, as amended June 27, 2001, incorporated by reference to Annex A to the Proxy Statement - Prospectus in Kerr-McGee's Registration Statement on Form S-4 filed on June 28, 2001 (File No. 333-61898).
2.2	Amendment No. 1 dated as of June 27, 2001 to the Agreement and Plan of Merger, dated as of May 13, 2001, incorporated by reference to Exhibit 2.2 to Kerr-McGee's Registration Statement on Form S-4 filed on June 28, 2001 (File No. 333-61898).
4.1	Form of Amended and Restated

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Certificate of Incorporation of Kerr-McGee, incorporated by reference to Exhibit 4.1 to Kerr-McGee's Registration Statement on Form S-4 filed on June 28, 2001 (File No. 333-61898).

4.2 Form of Amended and Restated By-laws of Kerr-McGee, incorporated by reference to Exhibit 4.2 to Kerr-McGee's Registration Statement on Form S-4 filed on June 28, 2001 (File No. 333-61898).

99.1 Press Release

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SIGNATURE

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.

KERR-McGEE CORPORATION
(Registrant)

/s/ GREGORY F. PILCHER

Date August 1, 2001

By: _____
Name: Gregory F. Pilcher
Title: Senior Vice President,
General Counsel and
Secretary

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EXHIBIT INDEX

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Kerr-McGee, incorporated by reference to Exhibit 4.2 to Kerr-McGee's Registration Statement on Form S-4 filed on June 28, 2001 (File No. 333-61898).

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Press Release