

CONTINENTAL RESOURCES INC  
Form 8-K  
March 06, 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): March 5, 2012

**CONTINENTAL RESOURCES, INC.**

(Exact name of registrant as specified in its charter)

Oklahoma  
(State or other jurisdiction of  
incorporation or organization)

001-32886  
(Commission  
File Number)

73-0767549  
(I.R.S. Employer  
Identification No.)

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**302 N. Independence, Suite 1500**

**Enid, Oklahoma**  
(Address of principal executive offices)

**73701**  
(Zip Code)

**Registrant's telephone number, including area code: (580) 233-8955**

**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 (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(c))

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

**Purchase Agreement**

On March 5, 2012, Continental Resources, Inc. (the Company) and Banner Pipeline Company, L.L.C. (the Initial Guarantor) entered into a Purchase Agreement (the Purchase Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated as the representative of the several initial purchasers (collectively, the Initial Purchasers), relating to the issuance and sale of \$800,000,000 in aggregate principal amount of the Company's 5.0% senior unsecured notes due 2022 (the Notes). The Notes were offered and will be sold in a transaction exempt from the registration requirements of the Securities Act of 1933, as amended (the Securities Act). The Notes will be resold to qualified institutional buyers in reliance on Rule 144A of the Securities Act.

The Purchase Agreement contains customary representations and warranties of the parties and indemnification and contribution provisions under which the Company and the Initial Guarantor, on one hand, and the Initial Purchasers, on the other, have agreed to indemnify each other against certain liabilities, including liabilities under the Securities Act. The Company and the Initial Guarantor also agreed to enter into a registration rights agreement with holders of the Notes. A copy of the Purchase Agreement is filed as Exhibit 10.1 to this Current Report on Form 8-K (Form 8-K) and is incorporated herein by reference. The description of the Purchase Agreement in this report is a summary and is qualified in its entirety by the terms of the Purchase Agreement.

**Relationships**

The Initial Purchasers and certain of their affiliates have provided and may in the future provide financial advisory, investment banking, commodity trading and commercial banking services in the ordinary course of business to the Company and the Initial Guarantor, for which they receive customary fees and expense reimbursement. Affiliates of certain of the Initial Purchasers are lenders under the Company's revolving credit facility. The Company intends to use a portion of the net proceeds from the offering of the Notes to repay a portion of the amounts outstanding under its revolving credit facility.

**Item 8.01 Other Events.**

On March 5, 2012, the Company issued a press release announcing the pricing of the Notes. A copy of the Company's press release is filed as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

The press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state in which the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

No.	Description
10.1	Purchase Agreement dated as of March 5, 2012 among Continental Resources, Inc., Banner Pipeline Company, L.L.C. and Merrill Lynch, Pierce, Fenner & Smith Incorporated as the representative of the several initial purchasers.
99.1	Press release dated March 5, 2012 announcing the pricing of the Notes.

**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 thereunto duly authorized.

**CONTINENTAL RESOURCES, INC.**

(Registrant)

Date: March 6, 2012

By: /s/ John D. Hart  
*John D. Hart*  
*Senior Vice President, Chief Financial Officer and Treasurer*

**EXHIBIT INDEX**

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