

PATTERSON UTI ENERGY INC

Form 8-K

February 12, 2004

**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): **February 11, 2004**

**Patterson-UTI Energy, Inc.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>0-22664</b> (Commission File Number)	<b>75-2504748</b> (I.R.S. Employer Identification No.)
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<b>4510 Lamesa Highway</b> <b>Snyder, Texas</b> (Address of principal executive offices)	<b>79549</b> (Zip Code)
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**Registrant's telephone number, including area code: (325) 574-6300**

N/A  
(Former name or former address, if changed since last report)

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Agreement and Plan of Merger dated 5/26/2003

Press Release dated February 12, 2004

**Item 5. Other Events and Regulation FD Disclosure.**

Effective February 11, 2004, pursuant to the Agreement and Plan of Merger dated as of May 26, 2003 (the "Original Merger Agreement"), among Patterson-UTI Energy, Inc. ("Patterson-UTI"), Patterson-UTI Acquisition, LLC, a wholly-owned subsidiary of Patterson-UTI ("Acquisition Sub"), and TMBR/Sharp Drilling, Inc. ("TMBR/Sharp"), as amended by Amendment No. 1 to Agreement and Plan of Merger dated December 30, 2003, among the same parties ("Amendment No. 1 to Merger Agreement, and together with the Original Merger Agreement, the "Merger Agreement"), TMBR/Sharp merged with and into Acquisition Sub with Acquisition Sub continuing as the surviving entity and a wholly owned subsidiary of Patterson-UTI (the "Merger").

Pursuant to the Merger Agreement, as a result of the Merger, each share of TMBR/Sharp common stock outstanding at the effective time of the Merger (except for shares owned directly or indirectly by Patterson-UTI or TMBR/Sharp) was converted into the right to receive 0.312166 of a share of Patterson-UTI common stock and \$9.09 as the cash portion of the Merger consideration. A copy of the Original Merger Agreement is attached as Exhibit 2.1 to this Current Report on Form 8-K and a copy of Amendment No. 1 to Merger Agreement is attached as Exhibit 2.1 to Patterson-UTI's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 31, 2003, and each is incorporated herein by reference.

On February 12, 2004, Patterson-UTI issued a press release announcing the approval of the Merger Agreement by the shareholders of TMBR/Sharp and the completion of the Merger. The press release is filed as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 7. Financial Statements and Exhibits.**

(c) Exhibits.

2.1 Agreement and Plan of Merger dated May 26, 2003, by and among TMBR/Sharp Drilling, Inc., Patterson-UTI Energy, Inc. and Patterson-UTI Acquisition, LLC, a wholly owned subsidiary of Patterson-UTI Energy, Inc.

2.2. Amendment No. 1 to Agreement and Plan of Merger, dated as of December 30, 2003, by and among TMBR/Sharp Drilling, Inc., Patterson-UTI Energy, Inc. and Patterson-UTI Acquisition, LLC, a wholly owned subsidiary of Patterson-UTI Energy, Inc. (previously filed with the Securities and Exchange Commission on December 31, 2003 as Exhibit 2.1 to the Current Report on Form 8-K of Patterson-UTI Energy, Inc. and incorporated herein by reference).

99.1 Press Release dated February 12, 2004, relating to the approval of the Merger Agreement by the shareholders of TMBR/Sharp Drilling, Inc. and the completion of the Merger.

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**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.

**PATTERSON-UTI ENERGY, INC.**

Dated: February 12, 2004

By: /s/ Jonathan D. Nelson

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Jonathan D. Nelson  
Vice President, Chief Financial Officer,  
Secretary and Treasurer

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**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>
2.1	Agreement and Plan of Merger dated May 26, 2003, by and among TMBR/Sharp Drilling, Inc., Patterson-UTI Energy, Inc. and Patterson-UTI Acquisition, LLC, a wholly owned subsidiary of Patterson-UTI Energy, Inc.
2.2	Amendment No. 1 to Agreement and Plan of Merger, dated as of December 30, 2003, by and among TMBR/Sharp Drilling, Inc., Patterson-UTI Energy, Inc. and Patterson-UTI Acquisition, LLC, a wholly owned subsidiary of Patterson-UTI Energy, Inc. (previously filed with the Securities and Exchange Commission on December 31, 2003 as Exhibit 2.1 to the Current Report on Form 8-K of Patterson-UTI Energy, Inc. and incorporated herein by reference)
99.1	Press Release dated February 12, 2004, relating to the completion of the merger between Patterson-UTI Acquisition, LLC, a subsidiary of Patterson-UTI Energy, Inc., and TMBR/Sharp Drilling, Inc.