

CONTINENTAL RESOURCES INC  
Form 8-K  
August 14, 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): August 13, 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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**20 N. Broadway**

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

**Registrant's telephone number, including area code: (405) 234-9000**

**73102**  
(Zip Code)

(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 August 13, 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 \$1.2 billion in aggregate principal amount of the Company's 5.0% senior unsecured notes due 2022 (the New Notes), under an indenture dated March 8, 2012 (the Indenture), among the Company, the Initial Guarantor and Wilmington Trust, National Association, as trustee. The New Notes will have substantially identical terms to the notes first issued under the Indenture on March 8, 2012 (the Existing Notes), except that the New Notes will trade under different CUSIP numbers from the Existing Notes until and unless an exchange offer is completed where holders of the New Notes can exchange such notes for notes that have been registered under the Securities Act of 1933, as amended. The initial purchase price of the New Notes will include an amount equal to the interest that would have accrued on the New Notes had such New Notes been purchased and issued on March 8, 2012. The New 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 New 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 New 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**

Certain of the Initial Purchasers and certain of their affiliates have provided, and may in the future provide, various investment banking, commercial banking and other financial services to the Company and the Initial Guarantor, for which services they have received and may in the future receive customary fees. Affiliates of certain of the Initial Purchasers are lenders under the Company's revolving credit facility. The Company intends to use the net proceeds from the offering of the New Notes to repay amounts outstanding under its revolving credit facility and for general corporate purposes and therefor affiliates of certain of the Initial Purchasers will be repaid with a portion of the net proceeds of the offering.

**Item 8.01 Other Events.**

On August 13, 2012, the Company issued a press release announcing the pricing of the New 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 August 13, 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 August 13, 2012 announcing the pricing of the New 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: August 13, 2012

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

**EXHIBIT INDEX**

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