

CONTINENTAL RESOURCES, INC
Form 8-K
May 21, 2014

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): May 16, 2014

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.)

20 N. Broadway

Oklahoma City, Oklahoma
(Address of principal executive offices)

73102
(Zip Code)

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

(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.

On May 16, 2014, Continental Resources, Inc. (the Company) as borrower, and its subsidiaries Banner Pipeline Company LLC, and CLR Asset Holdings, LLC as guarantors, entered into an unsecured Revolving Credit Agreement with Union Bank, N.A., as Administrative Agent, Bank of America, N.A., Compass Bank and The Royal Bank of Scotland plc, as Co-Syndication Agents, Citibank, N.A., JPMorgan Chase Bank, N.A., U.S. Bank National Association and Wells Fargo Bank, N.A., as Co-Documentation Agents and the other lenders named therein (the Credit Facility). Under the Credit Facility, the Company has a borrowing capacity of \$1.75 billion and the Credit Facility has a maturity date in May 2019. The amount available under the Credit Facility can be increased by up to an additional \$2.25 billion in the future upon the agreement of the Company and participating lenders. The Credit Facility replaced the Company's \$1.5 billion unsecured senior revolving credit facility that was due to expire in July 2015.

The terms of the Credit Facility include covenants limiting the amount of debt that can be incurred by the Company's subsidiaries that do not guarantee the Credit Facility and that restrict the ability of the Company and its Restricted Subsidiaries (as such term is defined in the Credit Facility) to incur liens and engage in sale and leaseback transactions. The Credit Facility also contains a financial covenant that requires the Company to maintain a debt to capitalization ratio that does not exceed 0.65 to 1.0. The Credit Facility also includes a covenant that restricts the ability of the Company to merge, consolidate or sell all or substantially all of its assets.

The Credit Facility includes events of default relating to customary matters, including, among other things, nonpayment of principal, interest or other amounts; violation of covenants; incorrectness of representations and warranties in any material respect; cross default and cross acceleration with respect to certain non-payments in connection with indebtedness in an aggregate principal amount of \$100 million or more; bankruptcy; judgments involving liability of \$100 million or more that are not paid; and ERISA events. Many events of default are subject to customary notice and cure periods.

Union Bank, N.A. and Merrill Lynch, Pierce, Fenner & Smith Incorporated were joint lead arrangers and joint book runners for the Credit Facility. In addition, certain of the lenders party to the Credit Facility, and their respective affiliates, have performed, and may in the future perform, various commercial banking, investment banking and other financial advisory services for the Company and its subsidiaries for which they have received, and will receive, customary fees and expenses.

The above description of the material terms and conditions of the Credit Facility does not purport to be complete and is qualified in its entirety by reference to the full text of the Credit Facility, which is filed as Exhibit 10.1 hereto.

Item 1.02 Termination of a Material Definitive Agreement.

In connection with the execution and delivery of the Credit Facility described in Item 1.01 above, the Company terminated its then-existing Seventh Amended and Restated Credit Agreement dated June 30, 2010, as amended, among the Company, as borrower, Banner Pipeline Company LLC, and CLR Asset Holdings, LLC as guarantors, Union Bank, N.A., as administrative agent and issuing lender, and the other lenders party thereto (the Prior Credit Agreement), effective as of May 16, 2014. The Company did not pay any prepayment penalties in connection with the termination of the Prior Credit Agreement.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The description of the Credit Facility in Item 1.01 is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

**Exhibit
No.**

Description

| | |
|------|--|
| 10.1 | Revolving Credit Agreement dated May 16, 2014 among Union Bank, N.A., as Administrative Agent, Bank of America, N.A., Compass Bank and The Royal Bank of Scotland plc, as Co-Syndication Agents, Citibank, N.A., JPMorgan Chase Bank, N.A., U.S. Bank National Association and Wells Fargo Bank, N.A., as Co-Documentation Agents and the other lenders named therein. |
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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 thereunto duly authorized.

CONTINENTAL RESOURCES, INC.
(Registrant)

Date: May 21, 2014

By: /s/ John D. Hart

John D. Hart

*Senior Vice President, Chief Financial Officer and
Treasurer*

EXHIBIT INDEX

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