

EOG RESOURCES INC  
Form 424B5  
March 12, 2015

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Filed pursuant to Rule 424(b)(5)  
Registration No. 333-185655

**The information in this preliminary prospectus supplement and the accompanying prospectus is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.**

**SUBJECT TO COMPLETION, DATED MARCH 12, 2015**

**Preliminary Prospectus Supplement  
(To Prospectus dated December 21, 2012)**

## **EOG RESOURCES, INC.**

**\$**                      **% Senior Notes due 20**  
**\$**                      **% Senior Notes due 20**

We are offering \$                      of our                      % Senior Notes due 20                      and \$                      of our                      % Senior Notes due 20                      . In this prospectus supplement, we refer to the                      % Senior Notes due 20                      as the "20                      notes", the                      % Senior Notes due 20                      as the "20                      notes" and the 20                      notes and the 20                      notes together as the "notes."

Interest on the notes is payable semi-annually in arrears on                      and                      of each year, beginning on                      , 2015. The 20                      notes will mature on                      , 20                      , and the 20                      notes will mature on                      , 20                      . We may redeem some or all of the notes at any time and from time to time prior to their maturity. The redemption prices are discussed under the heading "Description of Notes - Optional Redemption" in this prospectus supplement.

The notes will be our senior unsecured obligations and will rank equally in right of payment with all of our other unsecured and unsubordinated indebtedness from time to time outstanding. The notes will be effectively subordinated to any of our secured indebtedness, to the extent of the value of the assets securing such indebtedness, unless the notes become equally and ratably secured by those assets. The notes will also be structurally subordinated to the indebtedness and all other obligations of our subsidiaries.

The notes are new issues of securities for which there are currently no established trading markets. We do not intend to apply for the listing of the notes on any securities exchange or for the quotation of the notes on any automated dealer quotation system.

**Neither the United States Securities and Exchange Commission nor any other regulatory body has approved or disapproved of the notes or determined that this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

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Investing in the notes involves risks. Please read "Risk Factors" beginning on page S-6 of this prospectus supplement and page 5 of the accompanying prospectus.

	Public Offering Price(1)	Underwriting Discount	Proceeds to Us (Before Expenses)(1)
	\$	\$	\$
	%	%	%
Per 20 note			
Total	\$	\$	\$
Per 20 note	%	%	%
Total	\$	\$	\$

(1) Plus accrued interest, if any, from March , 2015.

The underwriters expect that delivery of the notes will be made to investors in book-entry form only through the facilities of The Depository Trust Company and its participants, including Clearstream Banking, société anonyme, and Euroclear Bank S.A./N.V., on or about March , 2015.

*Joint Book-Running Managers*

**Barclays      Citigroup      J.P. Morgan      UBS Investment Bank      Wells Fargo  
Securities**

The date of this prospectus supplement is March , 2015.

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You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus and in any free writing prospectus with respect to this offering filed by us with the United States Securities and Exchange Commission, or "SEC." We have not, and the underwriters have not, authorized anyone to provide you with different information. We are not, and the underwriters are not, offering to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained in this prospectus supplement, the accompanying prospectus, any free writing prospectus with respect to this offering or the documents incorporated by reference in this prospectus supplement or the accompanying prospectus is accurate as of any date other than the date on the front covers of those documents. Our business, financial condition, results of operations and prospects may have changed since those respective dates.

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Unless the context requires otherwise, the terms "EOG," "we," "us," "our" and "the Company" refer to EOG Resources, Inc., a Delaware corporation, and its subsidiaries.

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This document consists of two parts. The first part is this prospectus supplement, which describes the terms of this notes offering. The second part, the accompanying prospectus dated December 21, 2012, contains more general information, some of which may not apply to this offering.

This prospectus supplement may add to, update or change the information in the accompanying prospectus. If information in this prospectus supplement is inconsistent with information in the accompanying prospectus, the information in this prospectus supplement will apply and will supersede that information in the accompanying prospectus.

It is important for you to read and consider all information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus in making your investment decision. You should also read and consider the information in the documents to which we have referred you in "Where You Can Find Additional Information" in the accompanying prospectus.

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**PROSPECTUS SUPPLEMENT SUMMARY**

*This summary highlights selected information about us and this offering contained elsewhere in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus. It does not contain all of the information that may be important to you in deciding whether to purchase the notes offered hereby. We encourage you to carefully read this entire prospectus supplement, the accompanying prospectus, any free writing prospectus with respect to this offering and the documents that we have filed with the SEC that are incorporated by reference in this prospectus supplement and the accompanying prospectus prior to deciding whether to purchase the notes offered hereby.*

**Our Company**

We are one of the largest independent (non-integrated) crude oil and natural gas companies in the United States with proved reserves in the United States, Canada, Trinidad, the United Kingdom and China. Our business strategy is to maximize the rate of return on investment of capital by controlling operating and capital costs and maximizing reserve recoveries. This strategy is intended to enhance the generation of cash flow and earnings from each unit of production on a cost-effective basis. We are focused on cost-effective utilization of advanced technology associated with three-dimensional seismic and microseismic data, the development of reservoir simulation models, the use of improved drill bits, mud motors and mud additives for horizontal drilling, formation evaluation and horizontal completion methods. These advanced technologies are used, as appropriate, throughout our company to reduce the risks associated with all aspects of oil and gas exploration, development and exploitation.

We implement our strategy by emphasizing the drilling of internally generated prospects in order to find and develop low-cost reserves. Maintaining the lowest possible operating cost structure that is consistent with prudent and safe operations is also an important goal in the implementation of our strategy.

At December 31, 2014, our total estimated net proved reserves were 2,497 million barrels of oil equivalent (MMBoe), of which 1,140 million barrels (MMBbl) were crude oil and condensate reserves, 467 MMBbl were natural gas liquids (NGL) reserves and 5,343 billion cubic feet, or 890 MMBoe, were natural gas reserves. At such date, approximately 97% of our net proved reserves (on a crude oil equivalent basis) were located in the United States and 3% in Trinidad. Crude oil equivalent volumes are determined using the ratio of 1.0 barrel of crude oil and condensate or NGL to 6.0 thousand cubic feet (Mcf) of natural gas.

**Offices**

We are a Delaware corporation organized in 1985. Our principal executive offices are located at 1111 Bagby, Sky Lobby 2, Houston, Texas 77002, and our telephone number at that address is (713) 651-7000.

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**The Offering**

Issuer	EOG Resources, Inc.
Notes Offered	\$            aggregate principal amount of notes, consisting of:
	\$            principal amount of            % senior notes due 20    .
	\$            principal amount of            % senior notes due 20    .
Maturity	20 notes            , 20    . 20 notes            , 20    .
Interest Rate	20 notes            % per annum. 20 notes            % per annum.
Interest Payment Dates	Interest will be paid semi-annually in arrears on            and            of each year, beginning on            , 2015. Interest on the notes will accrue from March    , 2015.
Use of Proceeds	We estimate that we will receive aggregate net proceeds from this offering of approximately \$            , after deducting the underwriting discount and estimated offering expenses payable by us. We will use the aggregate net proceeds from this offering for general corporate purposes, including funding of future capital expenditures. See "Use of Proceeds" in this prospectus supplement.
Ranking	The notes will be our senior, unsecured obligations and will rank equally in right of payment with all of our other unsecured and unsubordinated indebtedness from time to time outstanding. The notes will be effectively subordinated to any of our secured indebtedness, to the extent of the value of the assets securing such indebtedness, unless the notes become equally and ratably secured by those assets. The indenture contains restrictions on our ability to incur secured debt unless the same security is also provided for the benefit of holders of the notes. See "Description of Debt Securities Limitations on Liens" in the accompanying prospectus. The notes will also be structurally subordinated to the indebtedness and all other obligations of our subsidiaries. As of December 31, 2014, we had \$5,890 million total principal amount of unsecured indebtedness (excluding capital lease obligations) and no secured indebtedness.

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Optional Redemption	<p>At any time and from time to time prior to _____, 20____ (the date that is _____ months prior to the maturity date of the 20____ notes), we may redeem some or all of the 20____ notes, at our option, at a make-whole redemption price, plus accrued and unpaid interest to, but not including, the redemption date. At any time on or after _____, 20____ (the date that is _____ months prior to the maturity date of the 20____ notes), we may also redeem some or all of the 20____ notes, at our option, at a redemption price equal to 100% of the principal amount of the 20____ notes to be redeemed, plus accrued and unpaid interest to, but not including, the redemption date.</p> <p>At any time and from time to time prior to _____, 20____ (the date that is _____ months prior to the maturity date of the 20____ notes), we may redeem some or all of the 20____ notes, at our option, at a make-whole redemption price, plus accrued and unpaid interest to, but not including, the redemption date. At any time on or after _____, 20____ (the date that is _____ months prior to the maturity date of the 20____ notes), we may also redeem some or all of the 20____ notes, at our option, at a redemption price equal to 100% of the principal amount of the 20____ notes to be redeemed, plus accrued and unpaid interest to, but not including, the redemption date.</p>
Covenants	<p>See "Description of Notes - Optional Redemption" in this prospectus supplement.</p> <p>The notes will be issued as two separate series under an indenture with Wells Fargo Bank, National Association, as trustee. The indenture contains various covenants, including limitations on securing indebtedness by liens on principal properties.</p> <p>These covenants are subject to important exceptions and qualifications described under the heading "Description of Debt Securities" in the accompanying prospectus.</p>
Additional Issuances	<p>We may, at any time and from time to time in the future, without notice to or the consent of the holders of either series of notes, issue and sell additional notes of either series having the same terms as, and ranking equally and ratably with, the notes of the applicable series being offered hereby in all respects (except for the public offering price, issue date and, if applicable, the first payment of interest thereon), as described under the heading "Description of Notes - Principal, Maturity and Interest" in this prospectus supplement.</p>
Trustee	<p>Wells Fargo Bank, National Association.</p>
Governing Law	<p>The notes and the indenture relating to the notes will be governed by Texas law.</p>

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Risk Factors

You should carefully consider the information under the headings "Risk Factors" and "Information Regarding Forward-Looking Statements" and all other information in this prospectus supplement and the accompanying prospectus, including the information incorporated by reference herein and therein, before deciding to invest in the notes.

For additional information regarding the notes, please read "Description of Notes" in this prospectus supplement and "Description of Debt Securities" in the accompanying prospectus.



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The table shown below presents our summary consolidated financial information as of the dates and for the periods indicated. The summary consolidated financial information as of and for each of the years ended December 31, 2014, 2013 and 2012 have been derived from our audited consolidated financial statements and related notes. You should read the information set forth below in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and the related notes to those financial statements appearing in our Annual Report on Form 10-K for the year ended December 31, 2014 which is incorporated by reference in this prospectus supplement and the accompanying prospectus.

(In thousands)	Year Ended December 31,		
	2014	2013	2012
<b>Income Statement Data:</b>			
Net operating revenues	\$ 18,035,340	\$ 14,487,118	\$ 11,682,636
Operating expenses	12,793,517	10,811,907	10,202,839
Operating income	5,241,823	3,675,211	1,479,797
Other income (expense), net	(45,050)	(2,865)	14,495
Net income	2,915,487	2,197,109	570,279
<b>Balance Sheet Data (as of end of specified period):</b>			
Total assets	34,762,687	30,574,238	27,336,578
Current and long-term debt	5,909,933	5,913,221	6,312,181
Total stockholders' equity	17,712,582	15,418,459	13,284,764

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**RISK FACTORS**

*You should carefully consider the following risk factors, in addition to the other information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. Specifically, please see "Risk Factors" included in our Annual Report on Form 10-K for the year ended December 31, 2014 for a discussion of risks that may affect our business, financial condition, results of operations or cash flows. Realization of any of those risks or the following risks or adverse results from any matter listed under the heading "Information Regarding Forward-Looking Statements" in the accompanying prospectus or in our reports filed with the SEC under the Securities Exchange Act of 1934, as amended, could have a material adverse effect on our business, financial condition, cash flows and results of operations. As a result, you could lose all or part of your investment in, and expected return on, the notes.*

**Risks Related to the Notes**

*The notes will be unsecured and, therefore, will be effectively subordinated to any of our secured debt, to the extent of the value of the assets securing such debt, and will be structurally subordinated to the obligations of our subsidiaries.*

The notes will not be secured by any of our assets. As a result, the notes are effectively subordinated to any secured debt we may incur to the extent of the value of the assets securing such debt. In any liquidation, dissolution, bankruptcy or other similar proceeding, the holders of any of our secured debt may assert rights against the secured assets in order to receive full payment of their debt before the assets may be used to pay the holders of the notes. In addition, the notes will be structurally subordinated to the indebtedness and all other obligations of our subsidiaries. None of our subsidiaries are guarantors of the notes, and some of our subsidiaries had outstanding indebtedness in the past and may incur indebtedness in the future. As of December 31, 2014, we had \$5,890 million total principal amount of unsecured indebtedness (excluding capital lease obligations) and no secured indebtedness. See "Capitalization" in this prospectus supplement.

*An actual or anticipated downgrade in any of our credit ratings could adversely affect the trading price and liquidity of the notes.*

Our credit ratings are an assessment by rating agencies of our ability to pay our debts when due. Consequently, an actual or anticipated downgrade in any of our credit ratings could adversely affect the trading price of, and your ability to resell, the notes. A credit rating reflects only the views of the rating agency at the time the rating is assigned, is not a recommendation to buy, sell or hold any security, and may be revised or withdrawn at any time by the rating agency in its sole discretion. Neither we, the trustee nor any underwriter undertakes any obligation to maintain the ratings or to advise holders of the notes of any change in ratings. In addition, the indenture contains no protective provisions for holders of the notes in the event of a ratings downgrade.

*The indenture does not limit the amount of indebtedness that we may incur.*

The indenture does not limit our ability to incur additional indebtedness or contain provisions that would afford holders of the notes protection in the event of a sudden and significant decline in our credit quality or a take-over, recapitalization or highly leveraged or similar transaction. Accordingly, we could, in the future, enter into transactions that could increase the amount of indebtedness outstanding at that time or otherwise adversely affect our capital structure or credit rating.

*If an active trading market does not develop for the notes, you may be unable to sell your notes or to sell your notes at a price that you deem sufficient.*

Each series of notes is a new issue of securities for which there is currently no established trading market. We do not intend to apply for the listing of the notes on any securities exchange or for the

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quotation of the notes on any automated dealer quotation system. While the underwriters of the notes have advised us that they intend to make a market in the notes, the underwriters will not be obligated to do so and may discontinue any market making activities at any time in their sole discretion and without notice. No assurance can be given:

that a trading market for the notes will develop or continue;

as to the liquidity of any market that does develop; or

as to your ability to sell any notes you may own or the price at which you may be able to sell your notes.

If an active trading market for the notes does not develop, the market price and liquidity of the notes may be adversely affected.

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We estimate that the aggregate net proceeds received from this offering, after deducting the underwriting discount and estimated offering expenses payable by us, will be approximately \$ . We will use the aggregate net proceeds from this offering for general corporate purposes, including funding of future capital expenditures.

**RATIO OF EARNINGS TO FIXED CHARGES**

The following table sets forth our consolidated ratio of earnings to fixed charges for the periods indicated.

	<b>Year Ended December 31,</b>				
	<b>2014</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>
Ratio of Earnings to Fixed Charges	15.62	10.72	4.80	6.87	2.40

In calculating the ratio of earnings to fixed charges, earnings represents the sum of net income, income tax provision and fixed charges, less capitalized interest. Fixed charges represents interest (including capitalized interest), amortization of debt costs and the portion of rental expense representing the interest factor.

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The following table sets forth our consolidated cash and cash equivalents and capitalization as of December 31, 2014, and our consolidated cash and cash equivalents and capitalization as of December 31, 2014 on an as-adjusted basis giving effect to (1) the issuance of the notes in this offering and (2) the application of the net proceeds of this offering as described under the heading "Use of Proceeds" in this prospectus supplement. You should read this table in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and the related notes to those financial statements appearing in our Annual Report on Form 10-K for the year ended December 31, 2014, which is incorporated by reference into this prospectus supplement and the accompanying prospectus.

(Dollars in thousands, except per share amounts)	As of December 31, 2014	
	Actual	As Adjusted
Cash and cash equivalents	\$ 2,087,213	\$
Long-term debt:		
Commercial paper borrowings	\$	\$
2.95% senior notes due 2015	500,000	500,000
2.500% senior notes due 2016	400,000	400,000
5.875% senior notes due 2017	600,000	600,000
6.875% senior notes due 2018	350,000	350,000
5.625% senior notes due 2019	900,000	900,000
4.40% senior notes due 2020	500,000	500,000
2.45% senior notes due 2020	500,000	500,000
4.100% senior notes due 2021	750,000	750,000
2.625% senior notes due 2023	1,250,000	1,250,000
6.65% senior notes due 2028	140,000	140,000
% senior notes due 20 offered hereby		
% senior notes due 20 offered hereby		
Total long-term debt(1)	5,890,000	
Stockholders' equity:		
Common stock (par value \$0.01 per share)	205,492	205,492
Additional paid in capital	2,837,150	2,837,150
Accumulated other comprehensive loss	(23,056)	(23,056)
Retained earnings	14,763,098	14,763,098
Common stock held in treasury	(70,102)	(70,102)
Total stockholders' equity	17,712,582	17,712,582
Total capitalization	\$ 23,602,582	\$

(1) Amount does not include capital lease obligations of \$51.2 million at December 31, 2014, unamortized debt discount of \$31.3 million at December 31, 2014 or the unamortized debt discount of the notes offered hereby.

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**DESCRIPTION OF NOTES**

**General**

The 20 notes and the 20 notes will each constitute a new series of debt securities under an indenture, dated as of May 18, 2009, by and between EOG Resources, Inc., as issuer, and Wells Fargo Bank, National Association, as trustee. We will issue the notes under such indenture pursuant to resolutions of our board of directors and an officers' certificate setting forth the specific terms applicable to such notes. References to the "indenture" in this description mean such indenture as so supplemented by such certificate.

This description, together with the description of the general terms and provisions of our debt securities set forth in the accompanying prospectus under the heading "Description of Debt Securities," is intended to be an overview of the material provisions of the notes and the indenture. This summary is not complete and is qualified in its entirety by reference to the indenture. We urge you to read the indenture because it, and not this description, defines your rights as a holder of the notes. A copy of the indenture is included as an exhibit to our Registration Statement on Form S-3 filed with the SEC on May 18, 2009. This summary supplements and, to the extent inconsistent therewith, replaces the description of the general terms and provisions of our debt securities set forth in the accompanying prospectus. Capitalized terms defined in the accompanying prospectus or in the indenture have the same meanings when used in this prospectus supplement unless updated herein. In this description, all references to "we," "us" or "our" are to EOG Resources, Inc. only, and do not include its subsidiaries, unless otherwise indicated. The notes are "Indenture Securities," as that term is used in the accompanying prospectus and will be issued in book-entry form only. Since only the registered holder of a note will be treated as the owner of it for all purposes and only registered holders have rights under the indenture, references in this section and in "Description of Debt Securities" in the accompanying prospectus to holders mean only registered holders of notes.

**Principal, Maturity and Interest**

We will issue the 20 notes in an aggregate principal amount of \$ and the 20 notes in an aggregate principal amount of \$ . The 20 notes will mature on , 20 , and the 20 notes will mature on , 20 , in each case unless redeemed sooner as described below. The notes will not be entitled to the benefit of a sinking fund.

Interest on the 20 notes will accrue at the rate of % per year. Interest on the 20 notes will accrue at the rate of % per year. Interest on the 20 notes and the 20 notes will be payable semi-annually in arrears on and of each year, beginning on , 2015. We will make each interest payment to the person in whose name the notes are registered at the close of business on the immediately preceding and , as the case may be, whether or not such date is a business day. Interest on the notes will accrue from March , 2015 and will be computed on the basis of a 360-day year comprised of twelve 30-day months. If any interest payment date, maturity date or redemption date falls on a day that is not a business day, the payment will be made on the next business day and will not include interest accrued for the period from and after such interest payment date, maturity date or redemption date. The 20 notes and the 20 notes will each be issued in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof in book-entry form only.

Although only \$ aggregate principal amount of the 20 notes and \$ aggregate principal amount of the 20 notes are initially offered hereby, we may, at any time and from time to time in the future, without notice to or the consent of the holders of either series of notes, issue and sell additional notes of either series having the same terms as, and ranking equally and ratably with, the notes of the applicable series being offered hereby in all respects (except for the public offering price, issue date and, if applicable, the first payment of interest thereon). Any additional notes of a series, together with

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the notes of such series offered hereby, will trade interchangeably and constitute a single series of notes under the indenture.

**Ranking**

The notes will be our senior, unsecured obligations and will rank equally in right of payment with all of our other unsecured and unsubordinated indebtedness from time to time outstanding. Under the circumstances described under the heading "Description of Debt Securities Limitations on Liens" in the accompanying prospectus, we may be required to secure the notes equally and ratably with other secured debt.

The notes will be effectively subordinated to any of our secured indebtedness, to the extent of the value of the assets securing such indebtedness, unless the notes become equally and ratably secured by those assets. The indenture contains restrictions on our ability to incur secured debt unless the same security is also provided for the benefit of holders of the notes. See "Description of Debt Securities Limitations on Liens" in the accompanying prospectus. The notes will also be structurally subordinated to the indebtedness and all other obligations of our subsidiaries. None of our subsidiaries are guarantors of the notes, and some of our subsidiaries had outstanding indebtedness in the past and may incur indebtedness in the future.

**Optional Redemption**

At any time prior to \_\_\_\_\_, 20 (\_\_\_\_ months before the maturity date of the 20 notes) in the case of the 20 notes, and \_\_\_\_\_, 20 (\_\_\_\_ months before the maturity date of the 20 notes) in the case of the 20 notes, we may redeem some or all of the notes of the applicable series, at our option, at a redemption price equal to the greater of:

100% of the principal amount of the notes of the series then outstanding to be redeemed; or

the sum of the present values of the remaining scheduled payments of principal and interest on the notes of the series to be redeemed (not including any portion of such payments of interest accrued to the date of redemption) discounted to the date of redemption on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the applicable treasury rate plus \_\_\_\_\_ basis points, in the case of the 20 notes, and \_\_\_\_\_ basis points, in the case of the 20 notes;

plus, in each case, accrued and unpaid interest on the principal amount being redeemed to, but not including, the redemption date.

At any time on or after \_\_\_\_\_, 20 (the date that is \_\_\_\_\_ months prior to the maturity date of the 20 notes), we also may redeem some or all of the 20 notes, at our option, at a redemption price equal to 100% of the principal amount of the 20 notes to be redeemed, plus accrued and unpaid interest to, but not including, the redemption date.

At any time on or after \_\_\_\_\_, 20 (the date that is \_\_\_\_\_ months prior to the maturity date of the 20 notes), we also may redeem some or all of the 20 notes, at our option, at a redemption price equal to 100% of the principal amount of the 20 notes to be redeemed, plus accrued and unpaid interest to, but not including, the redemption date.

The term "treasury rate" means, with respect to any redemption date:

the rate per annum equal to the yield, under the heading that represents the average for the immediately preceding week, appearing in the most recently published statistical release designated "H.15(519)" or any successor publication which is published weekly by the Board of Governors of the Federal Reserve System and that establishes yields on actively traded U.S. Treasury securities adjusted to constant maturity under the caption "Treasury Constant

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Maturities," for the maturity corresponding to the comparable treasury issue (if no maturity is within three months before or after the remaining life (as defined below), yields for the two published maturities most closely corresponding to the comparable treasury issue will be determined and the treasury rate will be interpolated or extrapolated from such yields on a straight line basis, rounding to the nearer month); or

if such release (or any successor release) is not published during the week preceding the calculation date or does not contain such yields, the rate per annum equal to the semiannual equivalent yield to maturity of the comparable treasury issue, calculated using a price for the comparable treasury issue (expressed as a percentage of its principal amount) equal to the comparable treasury price for such redemption date.

The treasury rate will be calculated on the third business day preceding the date fixed for redemption.

The term "comparable treasury issue" means the U.S. Treasury security selected by an independent investment banker as having a maturity comparable to the remaining term ("remaining life") of the notes to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of such notes.

The term "comparable treasury price" means (1) the average of six reference treasury dealer quotations for such redemption date, after excluding the highest and lowest reference treasury dealer quotations, or (2) if the independent investment banker obtains fewer than six reference treasury dealer quotations, the average of all such quotations.

The term "independent investment banker" means one of the reference treasury dealers that we appoint to act as the independent investment banker from time to time.

The term "reference treasury dealer" means each of (1) Barclays Capital Inc., Citigroup Global Markets Inc., J.P. Morgan Securities LLC, UBS Securities LLC and Wells Fargo Securities, LLC, and their respective successors; provided, however, that if any of the foregoing shall cease to be a primary U.S. government securities dealer in the United States (a "primary treasury dealer"), we will substitute therefor another primary treasury dealer and (2) one other primary treasury dealer selected by us after consultation with the independent investment banker.

The term "reference treasury dealer quotations" means, with respect to each reference treasury dealer and any redemption date, the average, as determined by the independent investment banker, of the bid and asked prices for the comparable treasury issue (expressed in each case as a percentage of its principal amount) quoted in writing to the independent investment banker at 5:00 p.m., New York City time, on the third business day preceding such redemption date.

Notice of any redemption will be mailed first-class, postage-prepaid at least 30 days but not more than 60 days before the redemption date to each holder of the notes of the series to be redeemed. Unless we default in payment of the redemption price, on and after the redemption date, interest will cease to accrue on the notes or portions thereof called for redemption. If less than all of the notes of a series are to be redeemed, the notes of such series to be redeemed shall be selected by lot by the trustee or by such other method as the trustee deems to be fair and appropriate. If any note is to be redeemed in part only, the notice of redemption that relates to the note will state the portion of the principal amount of the note to be redeemed. A new note in a principal amount equal to the unredeemed portion of the note will be issued in the name of the holder of the note upon surrender for cancellation of the original note.



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**Certain Book-Entry Procedures**

Each series of the notes initially will be issued in the form of one or more global notes in fully registered, book-entry form, which we refer to as "global notes." Each global note will be deposited with, or on behalf of, The Depository Trust Company ("DTC") or its nominee. Please see "Book-Entry Issuance" in the accompanying prospectus. All interests in the global notes will be subject to the operations and procedures of DTC, Euroclear Bank S.A./N.V., as operator of the Euroclear System ("Euroclear"), and Clearstream Banking, société anonyme ("Clearstream"). The descriptions of the operations and procedures of Euroclear and Clearstream set forth below and of DTC set forth under "Book-Entry Issuance" in the accompanying prospectus are provided solely as a matter of convenience. These operations and procedures are solely within the control of the respective settlement systems and are subject to change by them from time to time. Neither we, the trustee nor the underwriters take any responsibility for the accuracy of any of this information, and investors are urged to contact the relevant system or its participants directly to discuss these matters.

***Clearstream***

Clearstream is a limited liability company organized under Luxembourg law. Clearstream holds securities for its participating organizations ("Clearstream Participants"), and facilitates the clearance and settlement of securities transactions between Clearstream Participants through electronic book-entry changes in accounts of Clearstream Participants, thereby eliminating the need for physical movement of certificates.

Clearstream provides Clearstream Participants with, among other things, services for safekeeping, administration, clearance and establishment of internationally traded securities and securities lending and borrowing. Clearstream interfaces with domestic markets in several countries. Clearstream is registered as a bank in Luxembourg and as such is subject to regulation by the Commission de Surveillance du Secteur Financier. Clearstream Participants are recognized financial institutions around the world, including underwriters, securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations, and may include the underwriters. Indirect access to Clearstream also is available to other institutions that clear through or maintain a custodial relationship with a Clearstream Participant, either directly or indirectly.

Distributions with respect to notes held beneficially through Clearstream will be credited to cash accounts of Clearstream Participants in accordance with its rules and procedures to the extent received by the U.S. depository for Clearstream.

***Euroclear***

Euroclear was created in 1968 to hold securities for participants of Euroclear ("Euroclear Participants"), and to clear and settle transactions between Euroclear Participants through simultaneous electronic book-entry delivery against payment, thereby eliminating the need for physical movement of certificates and any risk from lack of simultaneous transfers of securities and cash. Euroclear provides various other services, including securities lending and borrowing and interfaces with domestic markets in several countries. Euroclear is operated by Euroclear Bank S.A./N.V. (the "Euroclear Operator"), under contract with Euroclear Clearance Systems S.C., a Belgian cooperative corporation (the "Cooperative"). All operations are conducted by the Euroclear Operator, and all Euroclear securities clearance accounts and Euroclear cash accounts are accounts with the Euroclear Operator, not the Cooperative. The Cooperative establishes policy for Euroclear on behalf of Euroclear Participants. Euroclear Participants include banks (including central banks), securities brokers and dealers and other professional financial intermediaries and may include the underwriters. Indirect access to Euroclear is also available to other firms that clear through or maintain a custodial relationship with a Euroclear Participant, either directly or indirectly.

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The Euroclear Operator is regulated and examined by the Belgian Banking and Finance Commission. Securities clearance accounts and cash accounts with the Euroclear Operator are governed by the Terms and Conditions Governing Use of Euroclear and the related Operating Procedures of the Euroclear System, and applicable Belgian law. These Terms and Conditions govern transfer of securities and cash within Euroclear, withdrawals of securities and cash from Euroclear, and receipts of payments with respect to securities in Euroclear. All securities in Euroclear are held on a fungible basis without attribution of specific certificates to specific securities clearance accounts. The Euroclear Operator acts under the Terms and Conditions only on behalf of the Euroclear Participants, and has no record of or relationship with persons holding through Euroclear Participants. Distributions of principal, premium, if any, and interest with respect to notes held through Euroclear will be credited to the cash accounts of Euroclear Participants in accordance with the relevant system's rules and procedures, to the extent received by the U.S. depository for Euroclear.

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**MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS**

The following is a summary of the material U.S. federal income tax considerations, as of the date of this prospectus supplement, relevant to U.S. Holders and Non-U.S. Holders (both as defined below) relating to the purchase, ownership and disposition of the notes offered in this offering. This summary is based upon current provisions of the Internal Revenue Code of 1986, as amended, referred to in this prospectus supplement as the "Code," its legislative history, existing and proposed Treasury Regulations promulgated thereunder, rulings, pronouncements, judicial decisions and administrative interpretations of the Internal Revenue Service, or "IRS," all as in effect on the date hereof and all of which are subject to change, possibly on a retroactive basis, at any time by legislative, judicial or administrative action. Persons considering the purchase of notes are urged to consult their tax advisors with regard to the application of the U.S. federal income or other tax laws (including estate and gift tax laws and the NIIT (as defined below)) to their particular situations as well as any tax consequences arising under the laws of any state, local or foreign taxing jurisdiction. We cannot assure you that the IRS will not challenge the conclusions stated below, and no ruling from the IRS or an opinion of counsel has been, or will be, sought on any of the matters discussed below.

The following summary does not purport to be a complete analysis of all the potential U.S. federal income tax considerations relating to the purchase, ownership and disposition of the notes. Without limiting the generality of the foregoing, this summary does not address the effect of any special rules applicable to certain types of beneficial owners, including, without limitation, dealers in securities or currencies, insurance companies, financial institutions, thrifts, regulated investment companies, real estate investment trusts, tax-exempt entities, U.S. Holders whose functional currency is not the U.S. dollar, U.S. expatriates, persons subject to the alternative minimum tax, persons who hold notes as part of a straddle, hedge, conversion transaction or other risk reduction or integrated investment transaction, investors in securities that elect to use a mark-to-market method of accounting for their securities holdings, individual retirement accounts or qualified pension plans, controlled foreign corporations, passive foreign investment companies or investors in pass through entities, including partnerships, or other entities classified as partnerships for U.S. federal income tax purposes, and Subchapter S corporations. In addition, this summary is limited to holders who are the initial purchasers of the notes at their original issue price, which will equal the first price to the public (not including sales to bond houses, brokers or similar persons or organizations acting in the capacity of underwriters, placement agents or wholesalers) at which a substantial amount of the notes is sold for money, and who hold the notes as capital assets for U.S. federal income tax purposes (generally property held for investment). This summary does not address the effect of any U.S. state or local income or other tax laws, any U.S. federal estate and gift tax laws or any foreign tax laws.

If a partnership or other entity classified as a partnership for U.S. federal income tax purposes holds notes, the tax treatment of a partner of such partnership will generally depend on the tax status of the partner and on the activities of the partnership. A partner of a partnership holding notes should consult its tax advisors as to the particular U.S. federal income tax consequences of the purchase, ownership and disposition of the notes.

THIS SUMMARY IS OF A GENERAL NATURE AND IS INCLUDED HEREIN SOLELY FOR INFORMATION PURPOSES. THIS SUMMARY IS NOT INTENDED TO BE, AND SHOULD NOT BE, CONSTRUED TO BE LEGAL OR TAX ADVICE. NO REPRESENTATION WITH RESPECT TO THE CONSEQUENCES OF THE PURCHASE, OWNERSHIP AND DISPOSITION OF THE NOTES TO ANY PARTICULAR PURCHASER OF THE NOTES IS MADE, INCLUDING THE APPLICABILITY OF ANY U.S. FEDERAL TAX LAWS OR ANY STATE, LOCAL OR FOREIGN TAX LAWS. PROSPECTIVE PURCHASERS SHOULD CONSULT THEIR OWN TAX ADVISORS WITH RESPECT TO THEIR PARTICULAR CIRCUMSTANCES.

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**Classification of the Notes**

If a debt instrument provides for one or more contingent payments, the debt instrument may be subject to special tax treatment under the Treasury Regulations applicable to "contingent payment debt instruments," referred to in this prospectus supplement as the "contingent payment debt regulations."

In certain circumstances described under "Description of Notes - Optional Redemption" we may be obligated to make payments on the notes in excess of stated interest and principal. We intend to take the position that the notes should not be treated as contingent payment debt instruments because of these additional payments. Assuming such position is respected, a holder of notes would be required to include in income the amount of any such additional payment at the time such payments are received or accrued in accordance with the holder's method of accounting for U.S. federal income tax purposes. Our determination is binding on a holder, unless the holder explicitly discloses a contrary position to the IRS in the manner prescribed by applicable Treasury Regulations. Our determination is not binding on the IRS. If the IRS successfully challenged our position, and the notes were treated as contingent payment debt instruments, a holder of notes could be required to accrue interest income at a rate higher than the stated interest rate on the notes and to treat as ordinary income, rather than capital gain, any gain recognized on a sale, exchange or redemption of a note. Holders are urged to consult their own tax advisors regarding the potential application to the notes of the contingent payment debt regulations and the consequences thereof. The remainder of this discussion assumes that the notes are not treated as contingent payment debt instruments.

**U.S. Holders**

The following summarizes certain U.S. federal income tax considerations to U.S. Holders of the purchase, ownership and disposition of the notes. As used herein, the term "U.S. Holder" means a beneficial owner of a note who or that is for U.S. federal income tax purposes:

an individual who is a citizen of the United States or who is a resident of the United States;

a corporation, or other entity taxable as a corporation, created or organized in or under the laws of the United States, any state thereof or the District of Columbia;

an estate, the income of which is subject to U.S. federal income taxation regardless of its source; or

a trust (1) if a court within the United States is able to exercise primary supervision over the administration of the trust and one or more United States persons (as defined in the Code) have the authority to control all substantial decisions of the trust or (2) if a valid election is in effect under applicable Treasury Regulations to be treated as a United States person.

*Taxation of Interest* A U.S. Holder will be required to recognize as ordinary income all stated interest paid or accrued on the notes in accordance with such U.S. Holder's regular method of accounting for U.S. federal income tax purposes.

*Sale, Exchange, Redemption, Retirement or Other Disposition of a Note* A U.S. Holder will generally recognize capital gain or loss on a sale, exchange, redemption, retirement or other taxable disposition of a note measured by the difference, if any, between:

the amount of cash and the fair market value of any property received, except to the extent that the cash or other property received in respect of a note is attributable to accrued but unpaid interest on the note not previously included in income (which amount will be taxable as ordinary interest income); and

the U.S. Holder's adjusted tax basis in the note.

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Such capital gain or loss will be treated as a long-term capital gain or loss if, at the time of the sale or exchange, the note has been held by the U.S. Holder for more than one year. Individuals may be subject to lower U.S. federal income tax rates on long-term capital gains than those rates applicable to ordinary income. The deductibility of capital losses is subject to certain limitations. U.S. Holders of the notes should consult their tax advisors regarding the treatment of capital gains and losses.

*Information Reporting and Backup Withholding* Information reporting requirements may apply to certain payments of principal and interest on the notes and to proceeds received from the sale or other disposition of a note. A U.S. Holder will be subject to U.S. backup withholding tax on these payments if the U.S. Holder fails to furnish its taxpayer identification number and comply with certification procedures or to otherwise establish an exemption from U.S. backup withholding. Any amounts of backup withholding tax withheld may be refunded or credited against the U.S. Holder's U.S. federal income tax liability, if any, provided such holder timely furnishes the required information to the IRS.

*Additional Tax Relating to Net Investment Income* An additional 3.8% net investment income tax, or the "NIIT," is imposed on the "net investment income" of certain U.S. Holders who are individuals and on the undistributed "net investment income" of certain estates and trusts, to the extent the sum of "net investment income" and other modified adjusted gross income exceeds specified dollar amounts. Among other items, "net investment income" would generally include interest income and net gain from the disposition of property, such as the notes, less certain deductions. U.S. Holders should consult their tax advisors with respect to the tax consequences of the NIIT.

**Non-U.S. Holders**

The following summarizes certain material U.S. federal income tax considerations to Non-U.S. Holders of the purchase, ownership and disposition of the notes. For purposes of this discussion, a "Non-U.S. Holder" is a beneficial owner of a note who is not classified for U.S. federal income tax purposes as a partnership and who is not a U.S. Holder.

*Taxation of Interest* Subject to the discussion below concerning backup withholding and FATCA withholding, payments of interest on a note to any Non-U.S. Holder will generally not be subject to U.S. federal income or withholding tax, provided that:

the Non-U.S. Holder is not an actual or constructive owner of 10% or more of the total combined voting power of all of our voting stock;

the Non-U.S. Holder is not a "controlled foreign corporation" related, directly or indirectly, to us through stock ownership;

the Non-U.S. Holder is not a bank that acquired the notes in consideration for an extension of credit made pursuant to a loan agreement entered into in the ordinary course of its trade or business;

such interest payments are not effectively connected with the Non-U.S. Holder's conduct of a trade or business in the United States; and

1) the Non-U.S. Holder provides its name and address and certifies, under penalties of perjury, that it is not a United States person as defined under the Code (which certification may be made on an IRS Form W-8BEN or W-8BEN-E (or other applicable form)), (2) the Non-U.S. Holder holds its notes through certain foreign intermediaries and it satisfies the certification requirements of applicable Treasury Regulations or (3) a securities clearing organization, bank or other financial institution that holds customers' securities in the ordinary course of its trade or business holds the notes on behalf of the Non-U.S. Holder and such securities clearing organization, bank or other financial institution satisfies the certification requirements of applicable Treasury Regulations.

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If the payments of interest on a note are effectively connected with the conduct by a Non-U.S. Holder of a trade or business in the United States (and, in the event that an income tax treaty is applicable, if the payments of interest are attributable to a U.S. permanent establishment maintained by the Non-U.S. Holder), such payments will be subject to U.S. federal income tax on a net income basis generally in the same manner as if it were a U.S. Holder, subject to any modification provided under an applicable income tax treaty. In addition, if the Non-U.S. Holder is a foreign corporation for U.S. federal income tax purposes, such payments of interest may also be subject to a branch profits tax at the rate of 30%, or lower applicable treaty rate. If interest is subject to U.S. federal income tax on a net basis in accordance with the rules described in the preceding sentences, payments of such interest will not be subject to 30% withholding tax if the Non-U.S. Holder provides us, our paying agent or the person who would otherwise be required to withhold tax with a properly completed IRS Form W-8ECI (or other applicable form).

A Non-U.S. Holder that does not qualify for an exemption from U.S. federal withholding tax described above will generally be subject to U.S. federal withholding tax at the rate of 30% on payments of interest on the notes that are not effectively connected with the conduct by the Non-U.S. Holder of a trade or business in the United States. However, a Non-U.S. Holder will not be subject to the 30% withholding tax if such Non-U.S. Holder provides us, our paying agent or the person who would otherwise be required to withhold tax with a properly executed IRS Form W-8BEN or W-8BEN-E (or other applicable form) claiming an exemption from or reduction in withholding tax under the benefit of an applicable income tax treaty. Non-U.S. Holders should consult their tax advisors regarding any applicable income tax treaties, which may provide for a lower rate of withholding tax, exemption from or reduction of branch profits tax or other rules different from those described above.

*Sale, Exchange, Redemption, Retirement or Other Disposition of a Note* Subject to the discussion below concerning backup withholding and FATCA withholding, any gain realized by a Non-U.S. Holder on the sale, exchange, redemption, retirement or other disposition of a note will generally not be subject to U.S. federal income or withholding tax unless:

such gain is effectively connected with the conduct by such Non-U.S. Holder of a trade or business in the United States (and, in the event that an income tax treaty is applicable, such gain is attributable to a permanent establishment maintained by the Non-U.S. Holder within the United States);

in the case of an amount which is attributable to interest, the Non-U.S. Holder does not meet the conditions for exemption from U.S. federal income or withholding tax, as described above; or

the Non-U.S. Holder is an individual who is present in the United States for 183 days or more in the taxable year of the disposition and certain other conditions are satisfied.

If a Non-U.S. Holder is an individual deemed to be present in the United States for 183 days or more during the taxable year of the disposition of a note and certain other requirements are met, such Non-U.S. Holder will generally be subject to U.S. federal income tax at a flat rate of 30% (unless a lower applicable income tax treaty rate applies) on any such gain.

If a Non-U.S. Holder is engaged in a trade or business in the United States and gain on the note is effectively connected with the conduct of such trade or business (and, if an income tax treaty applies, such gain is attributable to a permanent establishment or fixed base maintained by the Non-U.S. Holder within the United States), the Non-U.S. Holder will be subject to U.S. federal income tax on such gain on a net income basis generally in the same manner as if it were a U.S. Holder, subject to any modification provided under an applicable income tax treaty. In addition, if the Non-U.S. Holder is

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a foreign corporation for U.S. federal income tax purposes, such gain may also be subject to a branch profits tax at the rate of 30%, or lower applicable treaty rate.

**Information Reporting and Backup Withholding**

Information reporting requirements may apply to certain payments of principal and interest on the notes and to proceeds received from the sale or other disposition of a note. In addition, copies of these information returns may also be made available under the provisions of a specific treaty or other agreement to tax authorities of the country in which the Non-U.S. Holder resides.

A Non-U.S. Holder will generally not be subject to U.S. backup withholding tax on these payments provided that the Non-U.S. Holder certifies as to its foreign status (and the payor does not have actual knowledge or reason to know that such Non-U.S. Holder is a United States person as defined in the Code) or otherwise establishes an exemption.

U.S. backup withholding tax is not an additional tax. Any amounts of backup withholding tax withheld may be refunded or credited against the Non-U.S. Holder's U.S. federal income tax liability, if any, provided such holder timely furnishes the required information to the IRS.

Non-U.S. Holders should consult their own tax advisors regarding the application of backup withholding tax and information reporting.

**Foreign Account Tax Compliance Act**

Pursuant to the Foreign Account Tax Compliance Act (commonly known as "FATCA"), the relevant withholding agent is currently required to withhold 30% on interest income paid on the notes and will, on or after January 1, 2017, be required to withhold on the gross proceeds from a disposition of notes paid on or after such date to (i) a foreign financial institution unless such foreign financial institution agrees to verify, report and disclose its U.S. account holders and meets certain other specified requirements or (ii) a non-financial foreign entity that is the beneficial owner of the payment unless such entity certifies that it does not have any substantial U.S. owners or provides the name, address and taxpayer identification number of each substantial U.S. owner and such entity meets certain other specified requirements. An intergovernmental agreement between the United States and an applicable foreign country, or future Treasury Regulations or other guidance, may modify these requirements.

Holders should consult their own tax advisors regarding FATCA and whether it may be relevant to their acquisition, ownership and disposition of the notes.

**THE PRECEDING SUMMARY OF THE MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS RELATED TO THE PURCHASE, OWNERSHIP AND DISPOSITION OF THE NOTES IS FOR GENERAL INFORMATION ONLY AND IS NOT LEGAL OR TAX ADVICE. ACCORDINGLY, PROSPECTIVE PURCHASERS SHOULD CONSULT THEIR OWN TAX ADVISORS REGARDING THE U.S. FEDERAL, STATE AND LOCAL AND FOREIGN TAX CONSEQUENCES OF THEIR PURCHASE, OWNERSHIP AND DISPOSITION OF THE NOTES AND REGARDING THE CONSEQUENCES OF ANY CHANGES IN APPLICABLE LAW.**

Table of Contents**UNDERWRITING**

Barclays Capital Inc., Citigroup Global Markets Inc., J.P. Morgan Securities LLC, UBS Securities LLC and Wells Fargo Securities, LLC are acting as representatives of each of the underwriters set forth below. Subject to the terms and conditions contained in an underwriting agreement, dated the date of this prospectus supplement, among us and the underwriters, we have agreed to sell to the underwriters, and each of the underwriters has agreed, severally and not jointly, to purchase from us, the principal amount of the notes listed opposite its name below:

Underwriters	Principal Amount of 20 Notes	Principal Amount of 20 Notes
Barclays Capital Inc.	\$	\$
Citigroup Global Markets Inc.		
J.P. Morgan Securities LLC		
UBS Securities LLC		
Wells Fargo Securities, LLC		
Total	\$	\$

The underwriters have agreed to purchase all of the notes sold pursuant to the underwriting agreement if any of the notes are purchased.

The underwriters are offering the notes, subject to prior sale, when, as and if issued to and accepted by them, subject to approval of legal matters by their counsel, including the validity of the notes and other conditions contained in the underwriting agreement, such as the receipt by the underwriters of officer's certificates and legal opinions. The underwriters reserve the right to withdraw, cancel or modify offers to the public and to reject orders in whole or in part. The underwriting agreement also provides that if an underwriter defaults, the purchase commitments of the non-defaulting underwriters may be increased or the offering may be terminated.

**Underwriting Discount and Expenses**

The underwriters have advised us that they propose initially to offer the notes to the public at the applicable public offering price on the cover page of this prospectus supplement and may offer the notes to dealers at such price less a concession not in excess of % of the principal amount of the 20 notes and % of the principal amount of the 20 notes. The underwriters may allow, and the dealers may re-allow, a discount not in excess of % of the principal amount of the 20 notes and % of the principal amount of the 20 notes to other dealers. After the initial public offering, the public offering price, concession and discount may be changed.

The following table summarizes the compensation to be paid by us to the underwriters.

	Underwriting Discount	
Per Note due 20		%
Total	\$	
Per Note due 20		%
Total	\$	

The expenses of the offering, not including the underwriting discount, are estimated to be \$ and are payable by us.



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**New Issue of Notes; Trading Market**

The 20 notes and the 20 notes each are a new issue of securities for which there are currently no established trading markets. We do not intend to apply for the listing of the notes on any securities exchange or for the quotation of the notes on any automated dealer quotation system. While the underwriters of the notes have advised us that they intend to make a market in the notes, the underwriters will not be obligated to do so and may discontinue any market making activities at any time at their sole discretion and without notice. No assurance can be given (1) that a trading market for the notes will develop or continue; (2) as to the liquidity of any market that does develop; or (3) as to your ability to sell any notes you may own or the price at which you may be able to sell your notes. If an active trading market for the notes does not develop, the market price and liquidity of the notes may be adversely affected.

**Price Stabilization and Short Positions**

In connection with the offering, the underwriters are permitted to engage in transactions that stabilize the market price of the notes. Such transactions consist of bids or purchases to peg, fix or maintain the price of the notes. If the underwriters create a short position in the notes in connection with the offering, i.e., if they sell more notes than are on the cover page of this prospectus supplement, the underwriters may reduce that short position by purchasing notes in the open market. Purchases of a security to stabilize the price or to reduce a short position could cause the price of the security to be higher than it might be in the absence of such purchases.

We do not, nor do any of the underwriters, make any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of the notes. In addition, neither we nor any of the underwriters makes any representation that the underwriters will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice.

**Indemnification**

We have agreed to indemnify the underwriters against certain liabilities in connection with this offering, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments the underwriters may be required to make in respect of those liabilities.

**Other Relationships**

Some of the underwriters and their affiliates have engaged in, and may in the future engage in, investment banking, commercial banking and other commercial dealings with us in the ordinary course of business for which they received, or will receive, customary fees and expense reimbursement.

Wells Fargo Securities, LLC is an affiliate of Wells Fargo Bank, National Association, the trustee under the indenture that will govern the notes offered hereby.

In addition, in the ordinary course of their business activities, the underwriters and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of ours or our affiliates. If any of the underwriters or their affiliates has a lending relationship with us, certain of those underwriters or their affiliates may routinely hedge, and certain other of those underwriters or their affiliates may hedge, their credit exposure to us consistent with their customary risk management policies. Typically, these underwriters and their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in our securities, including potentially the notes offered hereby. Any

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such credit default swaps or short positions could adversely affect future trading prices of the notes offered hereby. The underwriters and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

**Notice to Prospective Investors in the European Economic Area**

In relation to each member state of the European Economic Area which has implemented the Prospectus Directive (each, a "Relevant Member State"), each underwriter has represented and agreed that, with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the "Relevant Implementation Date") it has not made and will not make an offer of notes which are the subject to the offering contemplated by this prospectus supplement to the public in that Relevant Member State at any time other than:

- A. to any legal entity which is a "qualified investor" as defined in the Prospectus Directive;
- B. to fewer than 150 natural or legal persons (other than "qualified investors" as defined in the Prospectus Directive), subject to obtaining the prior consent of the representatives for any such offer; or
- C. in any other circumstances falling within Article 3(2) of the Prospectus Directive;

provided that no such offer of notes shall result in a requirement for the publication of a prospectus pursuant to Article 3 of the Prospectus Directive or of a supplement to a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purpose of the above provisions, the expression "an offer to the public" in relation to any notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer of any notes to be offered so as to enable an investor to decide to purchase any notes, as the same may be varied in the Relevant Member State by any measure implementing the Prospectus Directive in the Relevant Member State and the expression "Prospectus Directive" means Directive 2003/71/EC (as amended, including by Directive 2010/73/EU) and includes any relevant implementing measure in each Relevant Member State.

This prospectus supplement has been prepared on the basis that any offer of notes in any Relevant Member State will be made pursuant to an exemption under the Prospectus Directive from the requirement to publish a prospectus for offers of notes. Accordingly any person making or intending to make an offer in that Relevant Member State of notes which are the subject of the offering contemplated in this prospectus supplement may only do so in circumstances in which no obligation arises for the Company or any of the underwriters to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Company nor the underwriters have authorized, nor do they authorize, the making of any offer of notes in circumstances in which an obligation arises for the Company or the underwriters to publish or supplement a prospectus for such offer.

**Notice to Prospective Investors in the United Kingdom**

Each underwriter has represented and agreed that:

- (a)
  - (i) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business and
  - (ii) it has not offered or sold and will not offer or sell the notes other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or as agent) for the purposes of their businesses or who it is reasonable to expect

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will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the notes would otherwise constitute a contravention of Section 19 of the FSMA by the Company;

(b)

it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of the notes in circumstances in which Section 21(1) of the FSMA does not apply to the Company; and

(c)

it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the notes in, from or otherwise involving the United Kingdom.

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**LEGAL MATTERS**

The validity of the notes we are offering will be passed upon for us by Akin Gump Strauss Hauer & Feld LLP, Houston, Texas. Certain legal matters with respect to the notes offered hereby will be passed upon for the underwriters by Bracewell & Giuliani LLP, Houston, Texas. Bracewell & Giuliani LLP performs legal services for us from time to time on matters unrelated to the offering of the notes.

**EXPERTS**

The consolidated financial statements and the related financial statement schedule incorporated in this prospectus supplement by reference from the Company's Annual Report on Form 10-K for the year ended December 31, 2014 and the effectiveness of the Company's internal control over financial reporting have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report (which report expresses an unqualified opinion on the effectiveness of the Company's internal control over financial reporting), which is incorporated herein by reference. Such consolidated financial statements and financial statement schedule have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

The letter report of DeGolyer and MacNaughton, independent petroleum consultants, included as an exhibit to our Annual Report on Form 10-K for the year ended December 31, 2014 and the estimates from the reports of that firm appearing in such Annual Report, are incorporated herein by reference on the authority of said firm as experts in petroleum engineering.

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**PROSPECTUS**

**EOG Resources, Inc.**

*SENIOR DEBT SECURITIES*  
*SUBORDINATED DEBT SECURITIES*  
*COMMON STOCK*  
*PREFERRED STOCK*  
*COMMON STOCK PURCHASE CONTRACTS*  
*COMMON STOCK PURCHASE UNITS*  
*WARRANTS*  
*DEPOSITARY SHARES*  
*UNITS*

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The descriptions of the securities contained in this prospectus, together with the applicable prospectus supplements, summarize all of the material terms and provisions of the various types of securities that we may offer. The particular terms of the securities offered by us will be described in a supplement to this prospectus. If indicated in an applicable prospectus supplement, the terms of the securities may differ from the terms summarized below. An applicable prospectus supplement will also contain information, where appropriate, about material U.S. federal income tax considerations relating to the securities, and the securities exchange, if any, on which the securities will be listed.

We may sell from time to time, in one or more offerings:

senior debt securities;

subordinated debt securities;

common stock;

preferred stock;

common stock purchase contracts;

common stock purchase units;

warrants;

depositary shares; or

units;

or any combination of the foregoing securities. The senior debt securities, subordinated debt securities, preferred stock and common stock purchase contracts and units may be convertible into, or exercisable for, our common or preferred stock or other securities of ours.

In this prospectus, "securities" collectively refers to the securities described above.

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Our common stock is listed on the New York Stock Exchange under the symbol "EOG." On December 20, 2012, the last reported sale price of our common stock on the New York Stock Exchange was \$124.37 per share.

We may sell securities to or through underwriters, dealers or agents. For additional information on the method of sale, you should refer to the section entitled "Plan of Distribution." The names of any underwriters, dealers or agents involved in the offer and sale of any securities and the specific manner in which they may be offered will be set forth in the prospectus supplement covering the offer and sale of those securities.

**You should read carefully the information included or incorporated by reference in this prospectus and any applicable prospectus supplement, including any information we direct you to under the heading "Risk Factors," for a discussion of factors you should consider before deciding to invest in any securities offered by this prospectus. See "Risk Factors" on page 5.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.**

The date of this prospectus is December 21, 2012.

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## ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we have filed with the U.S. Securities and Exchange Commission, referred to in this prospectus as the "SEC" or the "Commission," using a "shelf" registration process. Using this process, we may, from time to time, offer to sell any combination of the securities described in this prospectus in one or more offerings at an aggregate initial offering price to be specified at the time of any such offer. This prospectus provides you with a general description of the securities we may offer. Each time we offer to sell securities, we will provide a supplement to this prospectus. The prospectus supplement will describe the specific terms of that offering, including the specific amounts, prices and terms of the securities offered. The prospectus supplement may also add, update or change the information contained in this prospectus. Please carefully read this prospectus and the applicable prospectus supplement, in addition to the information contained in the documents we refer you to under the heading "Where You Can Find Additional Information" below. If there is any inconsistency between the information in this prospectus and any prospectus supplement, you should rely on the information in the applicable prospectus supplement.

**You should rely only on the information contained or incorporated by reference in this prospectus and any accompanying prospectus supplement. We have not authorized anyone to provide you with different information. This prospectus may only be used where it is legal to sell the offered securities. You should not assume that the information in this prospectus or any prospectus supplement is accurate as of any date other than the respective date on the front cover of those documents. You should not assume that the information incorporated by reference in this prospectus is accurate as of any date other than the date the respective information was filed with the SEC. Our business, financial condition, results of operations and prospects may have changed since those dates.**

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**ABOUT EOG RESOURCES, INC.**

EOG Resources, Inc., a Delaware corporation organized in 1985, together with its subsidiaries, explores for, develops, produces and markets crude oil and natural gas primarily in major producing basins in the United States of America, Canada, The Republic of Trinidad and Tobago, the United Kingdom, The People's Republic of China and, from time to time, select other international areas. At December 31, 2011, our total estimated net proved reserves were 2,054 million barrels (which we refer to in this prospectus as "MMBbl") of oil equivalent, of which 517 MMBbl were crude oil and condensate reserves, 228 MMBbl were natural gas liquids reserves and 7,851 billion cubic feet were natural gas reserves. At such date, approximately 85% of our net proved reserves (on a crude oil equivalent basis) were located in the United States, 9% in Canada and 6% in Trinidad. EOG employed approximately 2,550 persons, including foreign national employees, as of December 31, 2011.

Our principal executive offices are located at 1111 Bagby, Sky Lobby 2, Houston, Texas 77002. Our telephone number at that location is (713) 651-7000.

In this prospectus, references to "EOG," "we," "us," "our" and "the Company" each refers to EOG Resources, Inc. and, unless otherwise stated, our subsidiaries.

**WHERE YOU CAN FIND ADDITIONAL INFORMATION**

We file annual, quarterly and other reports, proxy and information statements and other information with the SEC. You may read and copy any document we file at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for information regarding the Public Reference Room and its copying charges. You can also find our filings on the SEC's website at <http://www.sec.gov> and on our website at <http://www.eogresources.com>. Information contained on our website, except for the SEC filings referred to below, is not a part of, and shall not be deemed to be incorporated by reference into, this prospectus. In addition, our reports and other information concerning us can be inspected at the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

The SEC allows us to "incorporate by reference" the information we have filed with the SEC, which means that we can disclose important information to you by referring you to those documents without actually including the specific information in this prospectus. The information incorporated by reference is an important part of this prospectus, and information that we file later with the SEC will automatically update and may replace this information and information previously filed with the SEC. We incorporate by reference into this prospectus the following documents:

our Annual Report on Form 10-K for the year ended December 31, 2011, filed with the SEC on February 24, 2012;

our Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2012, June 30, 2012 and September 30, 2012, filed with the SEC on May 8, 2012, August 2, 2012 and November 5, 2012, respectively;

our Current Reports on Form 8-K filed with the SEC on February 27, 2012, August 2, 2012, August 31, 2012, September 7, 2012, September 11, 2012 and October 1, 2012; and

the description of our common stock, par value \$.01 per share, contained in our Registration Statement on Form 8-A filed with the SEC on August 29, 1989.



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We also incorporate by reference into this prospectus any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, referred to in this prospectus as the "Exchange Act," until we sell all of the securities offered by this prospectus, other than information furnished to the SEC under Items 2.02 or 7.01, or the exhibits related thereto under Item 9.01, of Form 8-K, which information is not deemed filed under the Exchange Act and is not incorporated by reference into this prospectus.

You may request a copy of these filings at no cost by writing or telephoning our Corporate Secretary at our principal executive offices, which are located at 1111 Bagby, Sky Lobby 2, Houston, Texas 77002, telephone: (713) 651-7000.

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**OIL AND GAS TERMS**

When describing commodities produced and sold:

oil	= crude oil and condensate
liquids	= crude oil, condensate, and natural gas liquids
gas	= natural gas

When describing liquids:

Bbl	= barrel
MBbl	= thousand barrels
MMBbl	= million barrels
Boe	= barrel of oil equivalent

When describing natural gas:

Mcf	= thousand cubic feet
MMcf	= million cubic feet
Bcf	= billion cubic feet
MMBtu	= million British Thermal Units

Crude oil equivalents are determined using a ratio of 1.0 Bbl of crude oil and condensate or natural gas liquids to 6.0 Mcf of natural gas.

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**RISK FACTORS**

Investing in our securities involves risks. Before deciding to purchase any of our securities, you should read carefully the discussion of risks and uncertainties under the headings "Risk Factors" and "Information Regarding Forward-Looking Statements" contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011, which is incorporated by reference in this prospectus, and under similar headings in our subsequently filed Quarterly Reports on Form 10-Q and Annual Reports on Form 10-K, as well as the other risks and uncertainties described in any applicable prospectus supplement and in the other documents incorporated by reference in this prospectus. See the section entitled "Where You Can Find Additional Information" in this prospectus. The risks and uncertainties we discuss in the documents incorporated by reference in this prospectus are those we currently believe may materially affect our company.

**INFORMATION REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus and the documents incorporated by reference into this prospectus include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, referred to in this prospectus as the "Securities Act," and Section 21E of the Exchange Act. All statements, other than statements of historical facts, including, among others, statements and projections regarding EOG's future financial position, operations, performance, business strategy, returns, budgets, reserves, levels of production and costs and statements regarding the plans and objectives of EOG's management for future operations, are forward-looking statements. EOG typically uses words such as "expect," "anticipate," "estimate," "project," "strategy," "intend," "plan," "target," "goal," "may," "will" and "believe" or the negative of those terms or other variations or comparable terminology to identify its forward-looking statements. In particular, statements, express or implied, concerning EOG's future operating results and returns or EOG's ability to replace or increase reserves, increase production, generate income or cash flows or pay dividends are forward-looking statements. Forward-looking statements are not guarantees of performance. Although EOG believes the expectations reflected in its forward-looking statements are reasonable and are based on reasonable assumptions, no assurance can be given that these assumptions are accurate or that any of these expectations will be achieved (in full or at all) or will prove to have been correct. Moreover, EOG's forward-looking statements may be affected by known and unknown risks, events or circumstances that may be outside EOG's control. Important factors that could cause EOG's actual results to differ materially from the expectations reflected in EOG's forward-looking statements include, among others:

the timing and extent of changes in prices for, and demand for, crude oil and condensate, natural gas liquids, natural gas and related commodities;

the extent to which EOG is successful in its efforts to acquire or discover additional reserves;

the extent to which EOG can optimize reserve recovery and economically develop its plays utilizing horizontal and vertical drilling, advanced completion technologies and hydraulic fracturing;

the extent to which EOG is successful in its efforts to economically develop its acreage in, and to produce reserves and achieve anticipated production levels from, its existing and future crude oil and natural gas exploration and development projects, given the risks and uncertainties and capital expenditure requirements inherent in drilling, completing and operating crude oil and