

CALLON PETROLEUM CO
Form 8-K
May 25, 2018

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

May 24, 2018

(Date of earliest event reported)

Callon Petroleum Company
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-14039
(Commission

64-0844345
(I.R.S. Employer
Identification Number)

File Number)
200 North Canal St.

Natchez, Mississippi 39120

(Address of principal executive offices, including zip code)

(601) 442-1601

(Registrant's telephone number, including area code)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Section 1 Registrant's Business and Operations

Item 1.01. Entry into a Material Definitive Agreement.

On May 24, 2018, Callon Petroleum Company (the Company) entered into an underwriting agreement (the Underwriting Agreement) with and J.P. Morgan Securities LLC and Morgan Stanley & Co. LLC, as representatives of the several underwriters listed in Schedule 1 thereto (collectively, the Underwriters), providing for the offer and sale in a firm commitment offering of 22,000,000 shares of the Company's common stock, par value \$0.01 per share (the Common Stock), at a public offering price of \$11.80 per share of Common Stock. Pursuant to the Underwriting Agreement, the Company granted the Underwriters a 30-day over-allotment option for up to 3,300,000 additional shares of Common Stock at the same price. The offer and sale of the Common Stock is registered under the Securities Act of 1933, as amended (the Securities Act), pursuant to an effective automatic shelf registration statement on Form S-3 (File No. 333-210612), which was filed with the Securities and Exchange Commission on April 5, 2016. The Company expects the transaction to close on or about May 30, 2018.

In the Underwriting Agreement, the Company agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the Underwriters may be required to make because of any of those liabilities. The foregoing description of the Underwriting Agreement is qualified by reference to the complete document, which is filed as Exhibit 1.1 to this Form 8-K and is incorporated herein by reference.

Section 7 Regulation FD

Item 7.01. Regulation FD Disclosure.

On May 24, 2018, the Company issued a press release announcing that it had priced the offering of the 22,000,000 shares of Common Stock. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

The information set forth in the attached Exhibit 99.1 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or incorporated by reference in any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Section 9 Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

| Number | Title of Document |
|--------|--|
| 1.1 | Underwriting Agreement dated as of May 24, 2018, between Callon Petroleum Company and J.P. Morgan Securities LLC and Morgan Stanley & Co. LLC. |
| 5.1 | Opinion of Haynes and Boone, LLP. |
| 23.1 | Consent of Haynes and Boone, LLP (included in Exhibit 5.1 hereto). |
| 99.1 | Press release announcing pricing of underwritten public offering dated May 24, 2018. |

Exhibit Index

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| 5.1 | <u>Opinion of Haynes and Boone, LLP.</u> |
| 23.1 | <u>Consent of Haynes and Boone, LLP (included in Exhibit 5.1 hereto).</u> |
| 99.1 | <u>Press release announcing pricing of underwritten public offering dated May 24, 2018.</u> |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Callon Petroleum Company
(Registrant)

May 25, 2018

By: /s/ Joseph C. Gatto, Jr.
Joseph C. Gatto, Jr.
President and Chief Executive Officer