

RANGE RESOURCES CORP
Form 11-K
June 15, 2018
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

(Mark one)

Annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended December 31, 2017

Transition report pursuant to Section 15(d) of the Securities Exchange Act of 1934.
For the transition period from _____ to _____

Commission File Number 001-12209

A. Full title of the plan and address of the plan, if different from the issuer named below
RANGE RESOURCES CORPORATION

401 (k) PLAN

B. Name of issuer of the securities held pursuant to the plan and address of its principle executive office

Range Resources Corporation

100 Throckmorton Street, Suite 1200

Fort Worth, Texas, 76012

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Investment Committee of the
Range Resources Corporation 401(k) Plan

Opinion on the Financial Statements

We have audited the accompanying statements of net assets available for benefits of the Range Resources Corporation 401(k) Plan (the Plan) as of December 31, 2017 and 2016, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2017 and 2016, and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on the Plan's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Plan in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud.

Our audits include performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Supplemental Information

The supplemental information in the accompanying schedule of Form 5500, Schedule H, Line 4i Schedule of Assets (Held at End of Year) as of December 31, 2017 has been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The supplemental information is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information.

In forming our opinion on the supplemental information, we evaluated whether the supplemental information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental information is fairly stated, in all material respects, in relation to the financial statements as a whole.

We have served as the Plan's auditor since 2001.

/s/ Whitley Penn LLP

Fort Worth, Texas

June 15, 2018

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RANGE RESOURCES CORPORATION 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2017	2016
Assets		
Investments, at fair value:		
Shares of registered investment companies:		
Mutual funds	\$ 103,994,481	\$ 80,890,686
Common collective trust	10,636,110	11,158,648
Self-directed brokerage	375,035	170,647
Range Resources Corporation common stock	7,161,975	15,659,034
Total investments at fair value	122,167,601	107,879,015
Notes receivable from participants	1,647,667	1,271,027
Cash	49	49
Net assets available for benefits	\$ 123,815,317	\$ 109,150,091

See accompanying notes to financial statements.

Table of Contents**RANGE RESOURCES CORPORATION 401(k) PLAN****STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**

	December 31,	
	2017	2016
Additions to net assets		
Investment income:		
Net realized and unrealized gains on investments	\$ 5,793,238	\$ 8,521,365
Interest and dividends	3,957,913	2,821,907
Total investment income	9,751,151	11,343,272
Contributions:		
Participants	7,528,459	6,985,020
Employer match	5,129,190	4,742,798
Rollover and other	1,130,992	1,268,224
Total contributions	13,788,641	12,996,042
Total additions to net assets	23,539,792	24,339,314
Deductions from net assets		
Benefits paid to participants	(14,866,814)	(21,147,055)
Total deductions from net assets	(14,866,814)	(21,147,055)
Net increase in net assets available for benefits	8,672,978	3,192,259
Transfers from another plan	5,992,248	
Net assets available for benefits at beginning of year	109,150,091	105,957,832
Net assets available for benefits at end of year	\$ 123,815,317	\$ 109,150,091

See accompanying notes to financial statements.

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RANGE RESOURCES CORPORATION 401(k) PLAN

Notes to Financial Statements

December 31, 2017 and 2016

A. Description of the Plan

Plan Description

The following description of the Range Resources Corporation 401(k) Plan (the Plan) provides only general information. The Plan is sponsored by Range Resources Corporation (the Company or Plan Sponsor). Participants should refer to the Plan agreement for a more complete description of the Plan s provisions.

General

The Plan was established effective January 1, 1989, and most recently amended effective January 1, 2016, as a defined contribution plan covering employees of the Company who are eighteen years of age or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Effective January 3, 2017, the Memorial Resource Development Corp. 401(k) Plan merged into the Plan and net assets of approximately \$6.0 million were transferred into the Plan. The merger has been recorded as Transfer from another plan in the accompanying statements of changes in net assets available for benefits.

The purpose of the Plan is to encourage employees to save and invest, systematically, a portion of their current compensation in order that they may have a source of additional income upon their retirement, or for their family in the event of death.

Contributions

Participants may contribute up to 75% of their pre-tax annual compensation, as defined by the Plan. Contributions are subject to limitations on annual additions and other limitations imposed by the Internal Revenue Code (the Code) as defined in the Plan agreement. The Plan allows for both pre-tax and Roth after-tax contributions.

Employees are immediately eligible to participate in the Plan. The Company has an automatic enrollment feature under the Plan. Those employees that do not make an affirmative election to not contribute to the Plan are automatically enrolled in the Plan approximately 45 to 60 days from hire with contributions equal to 6% of pre-tax annual compensation. If those employees added to the Plan under the automatic enrollment feature do not change their deferral, the deferral will increase 1% on January 1st of each year up to a maximum of 10%.

Employees who are eligible to make salary deferral contributions under the Plan and who have attained age 50 before the close of the Plan year, are eligible for catch-up contributions in accordance with and subject to the limitations imposed by the Code.

Beginning January 1, 2008, the Company began a Qualified Automatic Safe Harbor Matching Contribution (QASH) in the amount of 100% of the first 6% of deferred compensation. QASH contributions were approximately \$5,129,000 and \$4,743,000 during 2017 and 2016, respectively.

At the discretion of the Board of Directors, the Company may elect to contribute an additional matching contribution based on the amounts of salary and/or bonus deferrals of the participants. The Board did not elect any matching contributions in addition to the QASH contributions in 2017 or 2016.

Participant Accounts

Each participant's account is credited with the participant's elective contributions, employer contribution(s), and earnings thereon. Allocations are based on participant earnings as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

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Table of Contents**RANGE RESOURCES CORPORATION 401(k) PLAN****Notes to Financial Statements****December 31, 2017 and 2016****A. Description of the Plan continued****Vesting**

Participants are immediately fully vested in their elective contributions plus actual earnings thereon. Effective January 1, 2013, all matching contributions are immediately vested. Prior to January 1, 2013, vesting in the Company QASH contributions portion of their accounts plus actual earnings thereon was as follows:

Years of Service	Vested Percentage
Less than One (1) year	0%
One (1) year	50%
Two (2) years	50%

Loans

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from one to five years or, in the case of a loan to acquire or construct the primary residence of a participant, a period not to exceed a repayment period used by commercial lenders for similar loans. The loans are secured by the balance in the participant's account and bear interest at the prime rate plus 2.00%, as defined by the Participant Loan Program. Interest rates for outstanding loans ranged from 5.25% to 7.00% for 2017 and 2016. Principal and interest are paid ratably through payroll deductions.

Benefit Payments

Participants withdrawing during the year for reasons of service or disability, retirement, death, or termination are entitled to their vested account balance. Benefits are distributed in the form of rollovers, lump sum distributions or installment payments. If withdrawing participants are not entitled to their entire account balance, the amounts not received are forfeited.

A participant may receive a hardship distribution from salary deferrals if the distribution is: (1) payment for medical expenses incurred by the participant, their spouse or dependents for the diagnosis, cure, mitigation, treatment, or prevention of disease; (2) to purchase (excluding mortgage payments) a principal residence of the participant; (3) for the payment of post-secondary tuition expenses; (4) needed to prevent eviction of the participant from his or her principal residence or foreclosure upon the mortgage of the participant's principal residence; (5) on account of funeral or burial expenses relating to the death of the participant's deceased parent, spouse, child or dependent; or (6) on account of casualty expenses to repair damage to the participant's principal residence.

Forfeitures

All forfeitures are used to fund Plan expenses such as recordkeeping fees and fees paid in connection with the audit of the Plan.

B. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are presented on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses. Actual results could differ from those estimates and changes in those estimates are recorded when known.

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RANGE RESOURCES CORPORATION 401(k) PLAN

Notes to Financial Statements

December 31, 2017 and 2016

B. Summary of Significant Accounting Policies continued

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Quoted market prices are used to value investments in the mutual funds, self-directed brokerage investments, and Range Resources Corporation common stock and there are no redemption restrictions on these investments. The Plan's interest in the common collective trust is valued based on information reported by the investment manager using the audited financial statements of the common collective trust at year-end. These investments are subject to market or credit risks customarily associated with equity investments.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. Net realized gains or losses from security transactions are reported on the average historical cost method.

Unrealized appreciation or depreciation of investments represents the increase or decrease in market value during the year. Investment contracts held by a defined-contribution plan are required to be reported at fair value.

Contributions

Contributions from participants and the Company are accrued in the period in which they are deducted in accordance with salary deferral agreements and as they become obligations of the Company, as determined by the Plan's administrator.

Payment of Benefits

Benefits are recorded when paid.

Plan Expenses

Employees of the Company, who may also be participants in the Plan, perform certain administrative functions with no compensation from the Plan. Administrative costs of the Plan are paid by the Company or with forfeitures and are not reflected in the accompanying financial statements.

Notes Receivable from Participants

Notes receivable from participants are valued at the unpaid principal balance plus any accrued but unpaid interest.

C. Investments

Participants may direct their 401(k) salary and/or bonus deferrals and employer contributions to be invested into any of the investment options offered by the Plan, including Range Resources Corporation common stock. Additionally, upon election, employees can use a self-directed brokerage account where monies are invested in mutual funds and investment decisions are directed by employees. Employees are limited to a maximum investment in the self-directed brokerage account of 50% of their 401(k) investment balance.

Common stock of the Company represented approximately 6% of net assets available for benefits at December 31, 2017 compared to 14% of net assets available for benefits at December 31, 2016.

D. Tax Status

Effective January 1, 2013, the Company adopted a T. Rowe Price prototype plan which has been approved by the Internal Revenue Service for use by employers as a qualified plan. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. Management believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examination for years prior to 2014.

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RANGE RESOURCES CORPORATION 401(k) PLAN

Notes to Financial Statements

December 31, 2017 and 2016

E. Forfeitures

At December 31, 2017 and 2016 the balance in the forfeiture account was \$544 and \$0, respectively. Forfeitures utilized to pay plan expenses approximated \$9,500 and \$1,200 for 2017 and 2016 Plan years, respectively.

F. Transactions with Related Parties and Parties-in-Interest

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee organization, or relatives of such persons.

Participants have the option to invest their salary and/or bonus deferrals into the Company's common stock. In addition, the Plan invests in shares of mutual funds and a common collective trust managed by T. Rowe Price, which acts as Trustee for these investments as defined by the Plan. Transactions in such investments, as well as notes receivable from participants, qualify as parties-in-interest transactions, which are exempt from the prohibited transaction rules.

G. Plan Termination

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan at any time, subject to the provisions of ERISA. In the event of such termination of the Plan, the net assets of the Plan would be distributed among the participants in accordance with ERISA, as the participants are already fully vested.

H. Fair Value Measurements

In accordance with U.S. GAAP, fair value measurements are based upon inputs that market participants use in pricing an asset or liability, which are classified into two categories, observable inputs and unobservable inputs. Observable inputs represent market data obtained from independent sources, whereas unobservable inputs reflect a company's own market assumptions, which are used if observable inputs are not reasonably available without undue cost and effort. These two types of inputs are further prioritized into the following fair value input hierarchy:

- Level 1 Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities as of the reporting date.
- Level 2 Pricing inputs are other than quoted prices in active markets included in Level 1, which are

directly or indirectly observable as of the reporting date. Level 2 includes those financial instruments that are valued using models or other valuation methodologies. These models are primarily industry-standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors, and current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Where observable inputs are available, directly or indirectly, for substantially the full term of the asset or liability, the instrument is categorized in Level 2.

Level 3 Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value.

The Plan uses a market approach for fair value measurements and endeavors to use the best information available. Accordingly, valuation techniques that maximize the use of observable inputs are favored.

These items are classified in their entirety based on the lowest priority level of input that is significant to the fair value measurement. The assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the placement of assets and liabilities within the levels of the fair value hierarchy. Mutual funds in Level 1 are measured at fair value with a market approach using published net asset values (NAV) of the shares held by the Plan at year-end. Range Resources Corporation common stock in Level 1 is exchange traded and measured at fair value with a market approach using the closing price. Self-directed brokerage in Level 1 is measured at fair value with a market approach using the NAV of the mutual fund shares held by the Plan at year-end. For investments valued at NAV, there are no significant restrictions on redeeming these investments at NAV.

Table of Contents**RANGE RESOURCES CORPORATION 401(k) PLAN****Notes to Financial Statements****December 31, 2017 and 2016****H. Fair Value Measurements continued**

Investments in the common collective trust during the plan year included the T. Rowe Price Stable Value fund. These investments consist of public or private investment vehicles valued using the NAV computed daily as of close of business each day by the Trustee of the fund. The NAV is used as a practical expedient to estimate fair value and is based on the value of the underlying assets owned by the fund, then divided by the number of shares outstanding. Redemption is permitted daily with a required 12 month notice period that is only applicable to the Plan, with no other restrictions. There are no unfunded commitments.

The following tables present the fair value hierarchy table for investments measured at fair value, on a recurring basis:

	Fair Value Measurement at December 31, 2017 Using			
	Total Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds	\$ 103,994,481	\$ 103,994,481	\$	\$
Range Resources Corporation common stock	7,161,975	7,161,975		
Self-directed brokerage	375,035	375,035		
Total investment in the fair value hierarchy	\$ 111,531,491	\$ 111,531,491	\$	\$
Common collective trust measured at NAV*	10,636,110			
Total investments at fair value	\$ 122,167,601			

	Fair Value Measurement at December 31, 2016 Using			
	Total Carrying Value	Quoted Prices in Active Markets	Significant Observable Inputs (Level	Significant Unobservable Inputs (Level 3)
			2)	

		for Identical Assets (Level 1)	2)	
Mutual funds	\$ 80,890,686	\$ 80,890,686	\$	\$
Range Resources Corporation common stock	15,659,034	15,659,034		
Self-directed brokerage	170,647	170,647		
Total investment in the fair value hierarchy	\$ 96,720,367	\$ 96,720,367	\$	\$
Common collective trust measured at NAV*	11,158,648			
Total investments at fair value	\$ 107,879,015			

*Certain investments that are measured at fair value using the NAV per share (or its equivalent) as a practical expedient have not been categorized in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented on the Statement of Net Assets Available for Benefits.

I. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks including interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially impact participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

J. Subsequent Events

Effective April 1, 2018 the Plan was restated and amended for the addition of allowing after-tax contributions, allowing in-plan Roth rollover, allowing a maximum investment of 100% in the self-directed brokerage account (50% allowed in 2017 and prior) and the addition of a \$50 annual service fee for outstanding loans issued after March 31, 2018.

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	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower or Similar Party	Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost Value	Current Value
*	T. Rowe Price	Retirement 2030 Fund	**	\$ 11,877,411
*	T. Rowe Price	Stable Value Fund	**	10,636,110
*	T. Rowe Price	Retirement 2050 Fund	**	8,864,677
	MFS	Growth R4	**	8,822,367
	Vanguard	500 Index Admiral	**	8,454,111
*	Range Resources Corporation	Common Stock	**	7,161,975
	MFS	International Diversification R4	**	5,846,784
*	T. Rowe Price	Retirement 2020 Fund	**	5,754,550
	Vanguard	Equity Income Inv	**	5,642,903
*	T. Rowe Price	Retirement 2040 Fund	**	4,964,985
*	T. Rowe Price	Retirement 2045 Fund	**	4,222,809
	American Beacon	Small Cap Value Institutional	**	4,038,677
	John Hancock	Disciplined Value Mid Cap I	**	3,895,924
*	T. Rowe Price	Retirement 2025 Fund	**	3,767,593
	Janus Henderson	Enterprise Fund Class T	**	3,690,750
*	T. Rowe Price	Retirement 2015 Fund	**	2,306,244
	Prudential	Total Return Q	**	2,264,239
*	T. Rowe Price	QM U.S. Small-Cap Growth Equity	**	2,227,222
*	T. Rowe Price	Retirement 2035 Fund	**	2,012,535
*	T. Rowe Price	Retirement 2055 Fund	**	1,965,618
	Blackrock	Global Allocation Fund Institutional	**	1,858,517
	Deutsche	Real Estate Securities Institutional	**	1,330,425
	GS	Emerging Markets Fund A	**	1,084,677
	Pimco	Real Return Fund	**	1,046,805
	Pimco	Income Institutional	**	1,018,285
	Vanguard	Mid Cap Index Admiral	**	963,094
	Vanguard	Small Cap Index Admiral	**	953,103
*	T. Rowe Price	Retirement 2060 Fund	**	917,681
*	T. Rowe Price	International Discovery Fund	**	823,434

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Vanguard	Total International Stock Index Admiral	**	735,265
* T. Rowe Price	Retirement Balanced	**	682,817
Vanguard	Total Bond Market Index Admiral	**	628,762
Vanguard	REIT Index Fund Admiral Shares	**	477,997
Pimco	Foreign Bond (USD Hedged) Institutional	**	377,202
* T. Rowe Price	New ERA Fund	**	249,309
* T. Rowe Price	Retirement 2010 Fund	**	206,826
Vanguard	Federal Money Market Fund	**	15,639
* T. Rowe Price	Retirement 2005 Fund	**	5,226
* T. Rowe Price	Government Money	**	18
Self-directed brokerage	Various investments in mutual funds	**	375,035
* Participant loans	5.25% 7.00% ; 1 5 years	-0-	1,647,667

\$123,815,268

* A party-in-interest as defined by ERISA

** Cost not necessary due to participant-directed investments

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SIGNATURE

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustee has duly caused this annual report to be signed on their behalf by the undersigned hereunto duly authorized.

RANGE RESOURCES CORPORATION

401(k) PLAN

Date: June 15, 2018

/s/ Dori Ginn
Dori Ginn,
*Senior Vice President-Controller and Principal
Accounting Officer*

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Exhibit Index

NUMBER	Exhibit
23*	Consent of independent registered public accounting firm
99.1*	Certification of the December 31, 2017 Annual Report on Form 11-K, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, by the Principal Executive Officer and Principal Financial Officer of the Plan.

* included herewith

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