

ENCORE ACQUISITION CO

Form 8-K

March 31, 2006

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D. C. 20549  
FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): March 29, 2006  
ENCORE ACQUISITION COMPANY  
(Exact name of registrant as specified in its charter)**

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-16295**  
(Commission  
File Number)

**75-2759650**  
(IRS Employer  
Identification No.)

**777 Main Street, Suite 1400, Fort Worth, Texas**  
(Address of principal executive offices)

**76102**  
(Zip Code)

Registrant's telephone number, including area code: (817) 877-9955

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))
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**Item 1.01. Entry into a Material Definitive Agreement**

On March 29, 2006, Encore Acquisition Company, a Delaware corporation (the Company), entered into an underwriting agreement with Citigroup Global Markets Inc., relating to the issuance and sale of 4,000,000 shares of the Company's common stock. The sale was registered under the Securities Act of 1933, as amended, pursuant to the Company's shelf registration statement on Form S-3 (Registration No. 333-117036) and was made pursuant to a prospectus dated June 9, 2004, as supplemented by a prospectus supplement dated March 29, 2006. A copy of the underwriting agreement related to the offering is attached as Exhibit 1.1 to this report and is incorporated herein by reference.

Citigroup Global Markets Inc. may, from time to time, engage in transactions with and perform services for the Company and its affiliates in the ordinary course of its business. In November 2005, Citigroup Global Markets Inc. acted as sole underwriter in connection with a public offering of the Company's 7.25% Senior Subordinated Notes due 2017 for which it received customary compensation. Citibank, N.A. is co-documentation agent and a lender under the Company's revolving credit facility. The Company will use the net proceeds of the common stock offering referred to above to repay indebtedness outstanding under such facility.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

| Exhibit No. | Exhibit                                                                                             |
|-------------|-----------------------------------------------------------------------------------------------------|
| 1.1         | Underwriting Agreement, dated March 29, 2006, between Citigroup Global Markets Inc. and the Company |
| 5.1         | Opinion of Baker Botts L.L.P.                                                                       |

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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 thereunto duly authorized.

ENCORE ACQUISITION  
COMPANY

Date: March 31, 2006

By: /s/ Robert C. Reeves

Robert C. Reeves  
Senior Vice President, Chief  
Accounting Officer Controller and  
Assistant Corporate Secretary