

EOG RESOURCES INC
Form S-8
May 04, 2010

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As filed with the Securities and Exchange Commission on May 4, 2010

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

EOG RESOURCES, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

47-0684736
(I.R.S Employer Identification No.)

**1111 Bagby, Sky Lobby 2
Houston, Texas**
(Address of Principal Executive Offices)

77002
(Zip Code)

EOG RESOURCES, INC. EMPLOYEE STOCK PURCHASE PLAN
(Full title of the plan)

**Frederick J. Plaeger, II
Senior Vice President and General Counsel
EOG Resources, Inc.
1111 Bagby, Sky Lobby 2
Houston, Texas 77002**

(Name and address of agent for service)

(713) 651-7000

(Telephone number, including area code, of agent for service)

With Copy to:

**Arthur H. Rogers
Fulbright & Jaworski L.L.P.
1301 McKinney, Suite 5100
Houston, Texas 77010-3095
(713) 651-5151**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Calculation of Registration Fee

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
		\$109.23	\$109,230,000	\$7,788.10

Common Stock, par value \$.01 per share	1,000,000 shares
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- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement on Form S-8 shall be deemed to cover any additional shares of Common Stock that become issuable under the EOG Resources, Inc. Employee Stock Purchase Plan (as amended) by reason of any stock split, stock dividend or other similar transaction.

- (2) Pursuant to Rule 457(c) and (h), the proposed maximum offering price is estimated, solely for the purpose of determining the registration fee, on the basis of the average of the high and low prices of the Common Stock on the New York Stock Exchange on April 28, 2010.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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<u>EX-5.1 - Opinion of Fulbright & Jaworski L.L.P.</u>	
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This Registration Statement is being filed, in accordance with General Instruction E to Form S-8, to register additional shares of Common Stock for issuance and sale under the EOG Resources, Inc. Employee Stock Purchase Plan (as amended). The contents of the Registrant's Form S-8 Registration Statement (No. 333-62256) relating to the same employee benefit plan are incorporated by reference in this Registration Statement.

The following information and exhibits are filed as part of this Registration Statement, in accordance with General Instruction E to Form S-8:

Item 5. Interests of Named Experts and Counsel.

Certain legal matters in connection with the securities offered hereby are being passed upon for the Registrant by Fulbright & Jaworski L.L.P., Houston, Texas. As of April 30, 2010, lawyers at Fulbright & Jaworski L.L.P. who participated in the preparation of this Registration Statement owned 2,600 shares of Common Stock of the Registrant.

Item 8. Exhibits.

- 4.1(a) Restated Certificate of Incorporation, dated September 3, 1987 (incorporated by reference to Exhibit 3.1(a) to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2008).
- 4.1(b) Certificate of Amendment of Restated Certificate of Incorporation, dated May 3, 2005 (incorporated by reference to Exhibit 3.1(l) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2005).
- 4.2 Bylaws, as amended and restated effective as of February 26, 2009 (incorporated by reference to Exhibit 3.2(a) to the Registrant's Current Report on Form 8-K, filed March 4, 2009).
- 4.3(a) EOG Resources, Inc. Employee Stock Purchase Plan (incorporated by reference to Exhibit 4.4 to the Registrant's Registration Statement on Form S-8, SEC File No. 333-62256, filed June 4, 2001).
- 4.3(b)* Amendment to EOG Resources, Inc. Employee Stock Purchase Plan, dated effective as of January 1, 2010.
- 5.1* Opinion of Fulbright & Jaworski L.L.P.
- 23.1* Consent of Deloitte & Touche LLP.
- 23.2 Consent of Fulbright & Jaworski L.L.P. (included in Exhibit 5.1 to this Registration Statement).
- 23.3* Consent of DeGolyer and MacNaughton.
- 24.1* Certain Powers of Attorney.

* Exhibits filed
herewith.

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Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on May 4, 2010.

EOG RESOURCES, INC.

(Registrant)

/s/ TIMOTHY K. DRIGGERS

Timothy K. Driggers
Vice President and Chief Financial Officer
(Principal Financial and Accounting
Officer and
Duly Authorized Officer)

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<i>/s/ MARK G. PAPA</i> Mark G. Papa	Chairman of the Board, Chief Executive Officer (Principal Executive Officer) and Director	May 4, 2010
<i>/s/ TIMOTHY K. DRIGGERS</i> Timothy K. Driggers	Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	May 4, 2010
*	Director	May 4, 2010
George A. Alcorn		
*	Director	May 4, 2010
Charles R. Crisp		
*	Director	May 4, 2010
James C. Day		
*	Director	May 4, 2010
H. Leighton Steward		

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Signature	Title	Date
*	Director	May 4, 2010
Donald F. Textor		
*	Director	May 4, 2010
Frank G. Wisner		
*BY: /s/ MICHAEL P. DONALDSON	Attorney-in-Fact	May 4, 2010
Michael P. Donaldson Attorney-in-Fact for persons indicated		

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EXHIBIT INDEX

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