

HELMERICH & PAYNE, INC.

FORM 8-K (Current report filing)

Filed 06/13/13 for the Period Ending 06/13/13

Address	1437 S. BOULDER AVE. SUITE 1400 TULSA, OK, 74119
Telephone	918-742-5531
CIK	0000046765
Symbol	HP
SIC Code	1381 - Drilling Oil and Gas Wells
Industry	Oil & Gas Drilling
Sector	Energy
Fiscal Year	09/30

**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 EARLIEST EVENT REPORTED: **June 13, 2013**

HELMERICH & PAYNE, INC.

(Exact name of registrant as specified in its charter)

State of Incorporation: **Delaware**

COMMISSION FILE NUMBER **1-4221**

Internal Revenue Service — Employer Identification No. **73-0679879**

1437 South Boulder Avenue, Suite 1400, Tulsa, Oklahoma 74119

(Address of Principal Executive Offices)

(918)742-5531

(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed since Last Report)

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

As previously reported, on May 23, 2013, Helmerich & Payne International Drilling Co. (“H&P Drilling”), a wholly owned subsidiary of Helmerich & Payne, Inc. (“H&P”), entered into a stock purchase agreement (the “Agreement”) with Atwood Oceanics, Inc. (“Issuer”) pursuant to which, among other things, the Issuer agreed to purchase 2,000,000 shares of the Issuer’s common stock held by H&P Drilling at a price of \$53.53 per share. On June 13, 2013, H&P Drilling and the Issuer entered into a First Amendment to Stock Purchase Agreement (“Amendment”). The Amendment extends the closing date to June 27, 2013 and increases the aggregate payment to be made by the Issuer to H&P Drilling by \$200,000.00. The foregoing description of the Amendment is only a summary, is not complete, should be read together with, and is qualified in its entirety by reference to, the entire Amendment which is filed herewith as Exhibit 10.1 and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
10.1	First Amendment to Stock Purchase Agreement dated as of June 13, 2013, by and between Helmerich & Payne International Drilling Co. and Atwood Oceanics, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly authorized the undersigned to sign this report on its behalf.

HELMERICH & PAYNE, INC.
(Registrant)

/s/ Steven R. Mackey
Steven R. Mackey
Executive Vice President

DATE: June 13, 2013

EXHIBIT INDEX

Exhibit Number	Description
10.1	First Amendment to Stock Purchase Agreement dated as of June 13, 2013, by and between Helmerich & Payne International Drilling Co. and Atwood Oceanics, Inc.

**FIRST AMENDMENT TO
STOCK PURCHASE AGREEMENT**

This FIRST AMENDMENT TO STOCK PURCHASE AGREEMENT (this "Amendment") dated as of June 13, 2013 is by and between Atwood Oceanics, Inc., a Texas corporation (the "Company"), and Helmerich & Payne International Drilling Co., a Delaware corporation (the "Seller").

WHEREAS, on May 23, 2013, the Seller and the Company entered into a Stock Purchase Agreement (the "Purchase Agreement"), pursuant to which the Seller agreed to sell to the Company and the Company agreed to purchase from the Seller an aggregate of 2,000,000 shares of Common Stock for a price per share of \$53.53, with the closing of such purchase occurring on June 13, 2013; and

WHEREAS, the Seller and the Company desire to amend the Purchase Agreement to extend the closing to June 27, 2013 and, in consideration therefor, to increase the aggregate payment at closing by \$200,000.

NOW, THEREFORE, in consideration of the mutual representations, warranties, covenants and agreements set forth herein, the parties hereto hereby agree to amend the Purchase Agreement as follows:

**ARTICLE 1
AMENDMENTS**

Section 1.1 *Amendment to Article 1*. Section 1.2(a) of the Purchase Agreement is hereby amended to (a) change the reference to "June 13, 2013" to "June 27, 2013"; (b) add " , plus an aggregate amount equal to \$200,000," in clause (ii) before the parenthetical; and (c) change the reference to "\$107,060,000" to "\$107,260,000" in such parenthetical.

**ARTICLE 2
GENERAL PROVISIONS**

Section 2.1 *Other Provisions of Purchase Agreement* . Except as amended herein, the Purchase Agreement shall remain in full force and effect according to its original terms.

Section 2.2 *Section Headings* . The captions and headings appearing at the beginning of the various sections of this Amendment are for convenience of reference only and shall not be given any effect whatsoever in the construction or interpretation of this Amendment.

Section 2.3 *Counterparts* . This Amendment may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Any party may execute this Amendment by the delivery of a facsimile signature, which signature shall have the same force and effect as an original signature.

[Signature page follows.]

IN WITNESS WHEREOF, each of the parties hereto has caused this Amendment to be executed by its duly authorized officer as of the date first written above.

ATWOOD OCEANICS, INC.

By: /s/ Walter A. Baker

Name: Walter A. Baker

Title: Vice President, General Counsel and Corporate Secretary

HELMERICH & PAYNE INTERNATIONAL DRILLING CO.

By: /s/ Juan Pablo Tardio

Name: Juan Pablo Tardio

Title: Vice President and Treasurer

*Signature Page to
First Amendment to Stock Purchase Agreement*
