

WPX ENERGY, INC.  
Form S-8 POS  
May 22, 2013

As filed with the SEC on May 22, 2013

Registration No. 333-178388

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8  
REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**WPX Energy, Inc.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction of incorporation or organization) **One Williams Center**  
**Tulsa, Oklahoma 74172**  
(Address, including zip code, of principal executive offices)

(I.R.S. Employer Identification No.)

**WPX Energy, Inc. 2011 Incentive Plan**

(Full title of the plan)

**James J. Bender, Esq.**

**Stephen E. Brilz, Esq.**

**WPX Energy, Inc.**

**One Williams Center**

**Tulsa, Oklahoma 74172**

**(855) 979-2012**

(Name, address, and telephone number, including area code, of agent for service)

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. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**DEREGISTRATION OF SHARES**

On May 22, 2013, the shareholders of the registrant approved the WPX Energy, Inc. 2013 Incentive Plan (the **2013 Plan**), which will replace the WPX Energy, Inc. 2011 Incentive Plan (the **2011 Plan**). This Post-Effective Amendment No. 1 to the registrant's Registration Statement No. 333-178388 on Form S-8 filed on December 9, 2011 (the **Registration Statement**), is filed to deregister 5,648,211 shares previously registered that remain available for future grant under the 2011 Plan. The 5,648,211 shares deregistered by this Post-Effective Amendment No. 1 will be registered by a subsequently filed registration statement on Form S-8 for the 2013 Plan, and the associated registration fee paid by the registrant to register the shares issuable under the 2011 Plan on the Registration Statement will be carried forward and applied to the registration fee necessary to register shares issuable under the registrant's 2013 Plan. Please note, however, that 9,818,907 shares remain subject to outstanding options and rights to acquire common stock previously granted under the 2011 Plan that were also registered under the Registration Statement. Accordingly, the Registration Statement will remain in effect to cover the potential exercise of such outstanding options and rights.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, WPX Energy, Inc. 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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tulsa, State of Oklahoma, on May 22, 2013.

**WPX ENERGY, INC.**

By: /s/ Ralph A. Hill  
 Name: Ralph A. Hill  
 Title: Chief Executive Officer

**POWER OF ATTORNEY**

We, the undersigned officers and directors of WPX Energy, Inc., do hereby constitute and appoint Ralph A. Hill, James J. Bender, and Stephen E. Brilz, and each of them acting alone, our true and lawful attorneys and agents, to do any and all acts and things in our name and on our behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents may deem necessary or advisable to enable said registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the SEC, in connection with this registration statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments) and supplements hereto and we do hereby ratify and confirm all that said attorneys and agents shall do or cause to be done or have done or caused to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ RALPH A. HILL	Chief Executive Officer and Director	May 22, 2013
<b>Ralph A. Hill</b>	(Principal Executive Officer)	
/s/ RODNEY J. SAILOR	Senior Vice President and Chief Financial Officer	May 22, 2013
<b>Rodney J. Sailor</b>	(Principal Financial Officer)	
/s/ J. KEVIN VANN	Controller	May 22, 2013
<b>J. Kevin Vann</b>	(Principal Accounting Officer)	
/s/ KIMBERLY S. BOWERS	Director	May 22, 2013
<b>Kimberly S. Bowers</b>		
/s/ JOHN A. CARRIG	Director	May 22, 2013
<b>John A. Carrig</b>		
/s/ WILLIAM R. GRANBERRY	Director	May 22, 2013
<b>William R. Granberry</b>		
/s/ DON J. GUNTHER	Director	May 22, 2013

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**Don J. Gunther**

/s/ ROBERT K. HERDMAN

Director

May 22, 2013

**Robert K. Herdman**

/s/ KELT KINDICK

Director

May 22, 2013

**Kelt Kindick**

/s/ HENRY E. LENTZ

Director

May 22, 2013

**Henry E. Lentz**

/s/ GEORGE A. LORCH

Director

May 22, 2013

**George A. Lorch**

/s/ WILLIAM G. LOWRIE

Chairman of the Board

May 22, 2013

**William G. Lowrie**

/s/ DAVID F. WORK

Director

May 22, 2013

**David F. Work**