

WPX ENERGY, INC.
Form 8-A12B
July 23, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF
THE SECURITIES EXCHANGE ACT OF 1934

WPX Energy, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

45-1836028
(I.R.S. Employer Identification No.)

3500 One Williams Center
Tulsa, Oklahoma
(Address of principal executive offices)

74172
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
6.25% Series A Mandatory Convertible Preferred Stock, par value \$0.01 per share	New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-198523

(if applicable)

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of Registrant's Securities to be Registered.

The securities to be registered hereby are the 6.25% Series A Mandatory Convertible Preferred Stock, par value \$0.01 per share (the Mandatory Convertible Preferred Stock), of WPX Energy, Inc. (the Company). The descriptions of the Mandatory Convertible Preferred Stock are contained in (i) the Company's Prospectus, dated July 14, 2015, included in the Company's Post-effective Amendment No. 1 to its Registration Statement on Form S-3 (File No. 333-198523), filed with the Securities and Exchange Commission on July 14, 2015, under the heading Description of Capital Stock and (ii) the Company's Prospectus Supplement with respect to the Mandatory Convertible Preferred Stock, dated July 16, 2015, under the caption Description of Mandatory Convertible Preferred Stock, and those sections are incorporated herein by reference.

Item 2. Exhibits.

The following exhibits are filed as part of this registration statement.

Exhibit

Number

Description

- 3.1 Amended and Restated Certificate of Incorporation of WPX Energy, Inc. (incorporated herein by reference to Exhibit 3.1 to WPX Energy, Inc.'s Current report on Form 8-K (File No. 001-35322) filed with the SEC on January 6, 2012).
- 3.2 Certificate of Amendment of Amended and Restated Certificate of Incorporation of WPX Energy, Inc. (incorporated by reference to Exhibit 3.1 to WPX Energy, Inc.'s Current report on Form 8-K (File No. 001-35322) filed with the SEC on July 14, 2015).
- 3.3 Amended and Restated Bylaws of WPX Energy, Inc. (incorporated herein by reference to Exhibit 3.1 to WPX Energy, Inc.'s Current report on Form 8-K (File No. 001-35322) filed with the SEC on March 21, 2014).
- 3.4 Certificate of Designations for 6.25% Series A Mandatory Convertible Preferred Stock (incorporated herein by reference to Exhibit 3.1 to WPX Energy, Inc.'s Current report on Form 8-K (File No. 001-35322) filed with the SEC on July 22, 2015).
- 4.1 Specimen 6.25% Series A Mandatory Convertible Preferred Stock Certificate (incorporated herein by reference to Exhibit 4.4 to WPX Energy, Inc.'s Current report on Form 8-K (File No. 001-35322) filed with the SEC on July 22, 2015).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: July 22, 2015

WPX Energy, Inc.

By: /s/ Stephen E. Brilz

Name: Stephen E. Brilz

Title: Vice President and Secretary

EXHIBIT INDEX

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