

CIMAREX ENERGY CO
Form 8-K
May 19, 2005

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934.

May 19, 2005
Date of Report

CIMAREX ENERGY CO.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-31446
(Commission
File Number)

45-0466694
(I.R.S. Employer
Identification No.)

1700 Lincoln Street, Suite 1800, Denver, Colorado
(Address of principal executive offices)

80203-4518
(Zip Code)

Registrant's telephone number, including area code **303-295-3995**

(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:

- Written communications pursuant to Rule 425 under the Securities Act
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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ITEM 8.01 Other Events

On January 25, 2005, Cimarex Energy Co. ("Cimarex"), its wholly owned subsidiary, Cimarex Nevada Acquisition Co. ("Merger Sub"), and Magnum Hunter Resources, Inc. ("Magnum Hunter") entered into an Agreement and Plan of Merger, which was later amended as of February 18, 2005 and April 20, 2005. The unaudited consolidated financial statements of Magnum Hunter as of and for the three months ended March 31, 2005 are filed herewith as Exhibit 99.1. In addition, the unaudited pro forma condensed combined financial statements filed herewith as Exhibit 99.2 have been prepared to present a picture of the results of operations of the combined company after giving effect to the merger of Merger Sub with and into Magnum Hunter, absent any operational or other changes, had Cimarex and Magnum Hunter's businesses been combined for the periods and at the dates indicated.

ITEM 9.01 Financial Statements and Exhibits

(c)
Exhibits

Exhibit No.	Description
99.1	Unaudited Consolidated Financial Statements of Magnum Hunter as of and for the three months ended March 31, 2005.
99.2	Unaudited Pro Forma Condensed Combined Financial Statements.

SIGNATURE

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 hereunto duly authorized.

CIMAREX ENERGY CO.

Dated: May 19, 2005

By: /s/ JAMES H. SHONSEY

James H. Shonsey
Chief Accounting Officer and Controller

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EXHIBIT INDEX

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[SIGNATURE](#)

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lack; border-top-width: 1; border-left-width: 1; border-right-width: 1; border-bottom-width: 1">1. Title of Derivative Security
(Instr. 3)2. Conversion or Exercise Price of Derivative Security3. Transaction Date (Month/Day/Year)3A. Deemed Execution Date, if any (Month/Day/Year)4. Transaction Code
(Instr. 8)5. Number of Derivative Securities Acquired (A) or Disposed of (D)
(Instr. 3, 4, and 5)6. Date Exercisable and Expiration Date
(Month/Day/Year)7. Title and Amount of Underlying Securities
(Instr. 3 and 4)8. Price of Derivative Security
(Instr. 5)9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)
(Instr. 4)10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)
(Instr. 4)11. Nature of Indirect Beneficial Ownership
(Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLEMING DOUGLAS W 333 WEST 11TH STREET KANSAS CITY, MO 64105			VP & Chief Accounting Officer	

Signatures

Randall D. Young for Douglas W. Fleming by power of attorney

12/16/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Shares are allocated to the Reporting Persons account in the 401(k) Profit Sharing Plan of Issuer. The acquisition is exempt pursuant to Rule 16b-3c).

The acquisition is of unvested restricted stock units received automatically on December 12, 2014 as dividend equivalents pursuant to the terms and conditions of award agreements (Dividend RSUs). The Dividend RSUs were granted in connection with Reported RSUs granted July 29, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.