

DEVON ENERGY CORP/DE  
Form 8-K  
March 15, 2016

**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 Report (Date of earliest event reported): March 15, 2016**

**DEVON ENERGY CORPORATION**  
**(Exact Name of Registrant as Specified in its Charter)**

**DELAWARE**  
**(State or Other Jurisdiction of**

**001-32318**  
**(Commission**

**73-1567067**  
**(IRS Employer**

**Incorporation or Organization)**

**File Number)**

**Identification Number)**

**333 West Sheridan Avenue, Oklahoma City, Oklahoma**

**73102-5015**

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (405) 235-3611

Not Applicable

(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 (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))

**Item 8.01 Other Events.**

On December 17, 2015, Devon Energy Corporation ( we or our ) entered into a registration rights agreement (the Agreement ) pursuant to which we agreed to register under the Securities Act of 1933, as amended, 6,857,488 shares of our common stock (the Shares ) that were issued in connection with a previously disclosed acquisition. On the date hereof, we filed a prospectus supplement covering the Shares under our registration statement on Form S-3 (Registration No. 333-200922). In connection with the registration of the Shares, we are filing a legal opinion of Vinson & Elkins L.L.P. as Exhibit 5.1 to this Form 8-K. A copy of the Agreement was filed as Exhibit 4.2 to our Annual Report on Form 10-K for the year ended December 31, 2015.

**Item 9.01 Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
5.1	Opinion of Vinson & Elkins L.L.P.

**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.

**DEVON ENERGY CORPORATION**

By: /s/ Carla D. Brockman  
Carla D. Brockman  
Vice President Corporate Governance and  
Secretary

Date: March 15, 2016

**EXHIBIT INDEX**

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