

Edgar Filing: PIONEER NATURAL RESOURCES CO - Form 8-K

PIONEER NATURAL RESOURCES CO
Form 8-K
May 04, 2005

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): May 3, 2005

Pioneer Natural Resources Company

(Exact name of Registrant as specified in its charter)

| | | |
|---|-----------------------------|---|
| Delaware | 1-13245 | 75-2702753 |
| ----- | ----- | ----- |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

| | |
|--|------------|
| 5205 N. O'Connor Blvd., Suite 900, Irving, Texas | 75039 |
| ----- | ----- |
| (Address of principal executive offices) | (Zip Code) |

(972) 444-9001

(Registrant's telephone number, including area code)

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))

PIONEER NATURAL RESOURCES COMPANY

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PIONEER NATURAL RESOURCES COMPANY

Item 2.02. Results of Operations and Financial Condition

The information in this document includes forward-looking statements that are made pursuant to the Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements and the business prospects of Pioneer Natural Resources Company (the "Company") are subject to a number of risks and uncertainties that may cause the Company's actual results in future periods to differ materially from the forward-looking statements. These risks and uncertainties include, among other things, volatility of oil and gas prices, product supply and demand, competition, government regulation or action, international operations and associated international political and economic instability, litigation, the costs and results of drilling and operations, the Company's ability to replace reserves, implement its business plans, or complete its development projects as scheduled, access to and cost of capital, uncertainties about estimates of reserves, quality of technical data, environmental and weather risks, acts of war or terrorism. These and other risks are described in the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q that are available from the Company or the United States Securities and Exchange Commission.

On May 3, 2005, the Company issued a news release with financial statements and schedules that are attached hereto as exhibit 99.1. In the news release, the

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Company announced financial and operating results for the quarter ended March 31, 2005, provided an operations update and provided the Company's second quarter 2005 financial outlook based on current expectations.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

99.1 News Release and Schedules Attached to News Release dated May 3, 2005.

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PIONEER NATURAL RESOURCES COMPANY

S I G N A T U R E

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.

PIONEER NATURAL RESOURCES COMPANY

Date: May 4, 2005

By: /s/ Darin G. Holderness

Darin G. Holderness
Vice President and Chief Accounting Officer

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PIONEER NATURAL RESOURCES COMPANY

EXHIBIT INDEX

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| Exhibit No. ----- | Description ----- |
|----------------------|--|
| 99.1(a) | News Release and Schedules Attached to News Release dated May 3, 2005. |

(a) filed herewith

5

Cayman Islands 5 SOLE VOTING POWER NUMBER OF 0 SHARES6 SHARED VOTING POWERBENEFICIALLY OWNED BY 5,984,773⁽¹⁾ EACH7 SOLE DISPOSITIVE POWERREPORTING PERSON 0 WITH:8 SHARED DISPOSITIVE POWER 5,984,773⁽¹⁾ 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,984,773⁽¹⁾ 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 19.7% 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO

(1) Includes 537,748 Class A Ordinary Shares and 5,447,025 Class B Ordinary Shares. Each Class B Common Share has 10 votes per share and is convertible into one Class A Common Share.

(2) Based on: (i) 18,302,058 Class A Ordinary Shares and 12,061,370 Class B Ordinary Shares outstanding as of November 4, 2010; and (ii) the fact that each Class B Common Share is convertible into one Class A Common Share. U.N. Holdings (Cayman), Ltd. beneficially owns: (a) 45.2% of the Class B Ordinary Shares outstanding; (b) 19.7% of the Class A Ordinary Shares and Class B Ordinary Shares, combined; and (c) because each Class B Common Share has 10 votes and each Class A Common Share has one vote, 39.6% of the combined voting power of the Class A Ordinary Shares and Class B Ordinary Shares.

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CUSIP No. G39319101

1 NAMES OF REPORTING PERSONS
U.N. Co-Investment Fund I (Cayman), L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a) p
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 553,490⁽¹⁾

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 553,490⁽¹⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
553,490⁽¹⁾

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.8%⁽²⁾

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) Includes 129,678 Class A Ordinary Shares and 423,812 Class B Ordinary Shares. Each Class B Common Share has 10 votes per share and is convertible into one Class A Common Share.

(2) Based on: (i) 18,302,058 Class A Ordinary Shares and 12,061,370 Class B Ordinary Shares outstanding as of November 4, 2010; and (ii) the fact that each Class B Common Share is convertible into one Class A Common Share. U.N. Co-Investment Fund I (Cayman), L.P. beneficially owns: (a) 3.5% of the Class B Ordinary Shares outstanding; (b) 1.8% of the Class A Ordinary Shares and Class B Ordinary Shares, combined; and (c) because each Class B Common Share has 10 votes and each Class A Common Share has one vote, 3.1% of the combined voting power of the Class A Ordinary Shares and Class B Ordinary Shares.

CUSIP No. G39319101

1 NAMES OF REPORTING PERSONS
U.N. Co-Investment Fund II (Cayman), L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a) p
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 432,640⁽¹⁾

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 432,640⁽¹⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
432,640⁽¹⁾

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

1.4%⁽²⁾

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

PN

(1) Includes 101,364 Class A Ordinary Shares and 331,276 Class B Ordinary Shares. Each Class B Common Share has 10 votes per share and is convertible into one Class A Common Share.

(2) Based on: (i) 18,302,058 Class A Ordinary Shares and 12,061,370 Class B Ordinary Shares outstanding as of November 4, 2010; and (ii) the fact that each Class B Common Share is convertible into one Class A Common Share. U.N. Co-Investment Fund II (Cayman), L.P. beneficially owns: (a) 2.8% of the Class B Ordinary Shares outstanding; (b) 1.4% of the Class A Ordinary Shares and Class B Ordinary Shares, combined; and (c) because each Class B Common Share has 10 votes and each Class A Common Share has one vote, 2.5% of the combined voting power of the Class A Ordinary Shares and Class B Ordinary Shares.

CUSIP No. G39319101

1 NAMES OF REPORTING PERSONS
U.N. Co-Investment Fund III (Cayman), L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a) p
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 144,213⁽¹⁾

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 144,213⁽¹⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
144,213⁽¹⁾

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.5%⁽²⁾

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) Includes 33,788 Class A Ordinary Shares and 110,425 Class B Ordinary Shares. Each Class B Common Share has 10 votes per share and is convertible into one Class A Common Share.

(2) Based on: (i) 18,302,058 Class A Ordinary Shares and 12,061,370 Class B Ordinary Shares outstanding as of November 4, 2010; and (ii) the fact that each Class B Common Share is convertible into one Class A Common Share. U.N. Co-Investment Fund III (Cayman), L.P. beneficially owns: (a) 0.9% of the Class B Ordinary Shares outstanding; (b) 0.5% of the Class A Ordinary Shares and Class B Ordinary Shares, combined; and (c) because each Class B Common Share has 10 votes and each Class A Common Share has one vote, 0.8% of the combined voting power of the Class A Ordinary Shares and Class B Ordinary Shares.

CUSIP No. G39319101

1 NAMES OF REPORTING PERSONS
U.N. Co-Investment Fund IV (Cayman), L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a) p
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 27,419⁽¹⁾

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 27,419⁽¹⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
27,419⁽¹⁾

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%⁽²⁾

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) Includes 6,424 Class A Ordinary Shares and 20,995 Class B Ordinary Shares. Each Class B Common Share has 10 votes per share and is convertible into one Class A Common Share.

(2) Based on: (i) 18,302,058 Class A Ordinary Shares and 12,061,370 Class B Ordinary Shares outstanding as of November 4, 2010; and (ii) the fact that each Class B Common Share is convertible into one Class A Common Share. U.N. Co-Investment Fund IV (Cayman), L.P. beneficially owns: (a) 0.2% of the Class B Ordinary Shares outstanding; (b) 0.1% of the Class A Ordinary Shares and Class B Ordinary Shares, combined; and (c) because each Class B Common Share has 10 votes and each Class A Common Share has one vote, 0.2% of the combined voting power of the Class A Ordinary Shares and Class B Ordinary Shares.

CUSIP No. G39319101

1 NAMES OF REPORTING PERSONS
U.N. Co-Investment Fund V (Cayman), L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a) p
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 27,419⁽¹⁾

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 27,419⁽¹⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
27,419⁽¹⁾

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%⁽²⁾

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) Includes 6,424 Class A Ordinary Shares and 20,995 Class B Ordinary Shares. Each Class B Common Share has 10 votes per share and is convertible into one Class A Common Share.

(2) Based on: (i) 18,302,058 Class A Ordinary Shares and 12,061,370 Class B Ordinary Shares outstanding as of November 4, 2010; and (ii) the fact that each Class B Common Share is convertible into one Class A Common Share. U.N. Co-Investment Fund V (Cayman), L.P. beneficially owns: (a) 0.2% of the Class B Ordinary Shares outstanding; (b) 0.1% of the Class A Ordinary Shares and Class B Ordinary Shares, combined; and (c) because each Class B Common Share has 10 votes and each Class A Common Share has one vote, 0.2% of the combined voting power of the Class A Ordinary Shares and Class B Ordinary Shares.

CUSIP No. G39319101

1 NAMES OF REPORTING PERSONS
U.N. Co-Investment Fund VI (Cayman), L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 2,883⁽¹⁾

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 2,883⁽¹⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,883⁽¹⁾

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%⁽²⁾

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) Includes 675 Class A Ordinary Shares and 2,208 Class B Ordinary Shares. Each Class B Common Share has 10 votes per share and is convertible into one Class A Common Share.

(2) Based on: (i) 18,302,058 Class A Ordinary Shares and 12,061,370 Class B Ordinary Shares outstanding as of November 4, 2010; and (ii) the fact that each Class B Common Share is convertible into one Class A Common Share. U.N. Co-Investment Fund VI (Cayman), L.P. beneficially owns: (a) 0.0% of the Class B Ordinary Shares outstanding; (b) 0.0% of the Class A Ordinary Shares and Class B Ordinary Shares, combined; and (c) because each Class B Common Share has 10 votes and each Class A Common Share has one vote, 0.0% of the combined voting power of the Class A Ordinary Shares and Class B Ordinary Shares.

CUSIP No. G39319101

1 NAMES OF REPORTING PERSONS
U.N. Co-Investment Fund VII (Cayman), L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a) p
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 2,500⁽¹⁾

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 2,500⁽¹⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,500⁽¹⁾

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%⁽²⁾

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) Includes 0 Class A Ordinary Shares and 2,500 Class B Ordinary Shares. Each Class B Common Share has 10 votes per share and is convertible into one Class A Common Share.

(2) Based on: (i) 18,302,058 Class A Ordinary Shares and 12,061,370 Class B Ordinary Shares outstanding as of November 4, 2010; and (ii) the fact that each Class B Common Share is convertible into one Class A Common Share. U.N. Co-Investment Fund VII (Cayman), L.P. beneficially owns: (a) 0.0% of the Class B Ordinary Shares outstanding; (b) 0.0% of the Class A Ordinary Shares and Class B Ordinary Shares, combined; and (c) because each Class B Common Share has 10 votes and each Class A Common Share has one vote, 0.0% of the combined voting power of the Class A Ordinary Shares and Class B Ordinary Shares.

CUSIP No. G39319101

1 NAMES OF REPORTING PERSONS
U.N. Co-Investment Fund VIII (Cayman), L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 1,442⁽¹⁾

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 1,442⁽¹⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,442⁽¹⁾

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%⁽²⁾

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) Includes 338 Class A Ordinary Shares and 1,104 Class B Ordinary Shares. Each Class B Common Share has 10 votes per share and is convertible into one Class A Common Share.

(2) Based on: (i) 18,302,058 Class A Ordinary Shares and 12,061,370 Class B Ordinary Shares outstanding as of November 4, 2010; and (ii) the fact that each Class B Common Share is convertible into one Class A Common Share. U.N. Co-Investment Fund VIII (Cayman), L.P. beneficially owns: (a) 0.0% of the Class B Ordinary Shares outstanding; (b) 0.0% of the Class A Ordinary Shares and Class B Ordinary Shares, combined; and (c) because each Class B Common Share has 10 votes and each Class A Common Share has one vote, 0.0% of the combined voting power of the Class A Ordinary Shares and Class B Ordinary Shares.

CUSIP No. G39319101

1 NAMES OF REPORTING PERSONS
U.N. Co-Investment Fund IX (Cayman), L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a) p
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 8,226⁽¹⁾

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 8,226⁽¹⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,226⁽¹⁾

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0%⁽²⁾

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

PN

(1) Includes 1,927 Class A Ordinary Shares and 6,299 Class B Ordinary Shares. Each Class B Common Share has 10 votes per share and is convertible into one Class A Common Share.

(2) Based on: (i) 18,302,058 Class A Ordinary Shares and 12,061,370 Class B Ordinary Shares outstanding as of November 4, 2010; and (ii) the fact that each Class B Common Share is convertible into one Class A Common Share. U.N. Co-Investment Fund IX (Cayman), L.P. beneficially owns: (a) 0.1% of the Class B Ordinary Shares outstanding; (b) 0.0% of the Class A Ordinary Shares and Class B Ordinary Shares, combined; and (c) because each Class B Common Share has 10 votes and each Class A Common Share has one vote, 0.1% of the combined voting power of the Class A Ordinary Shares and Class B Ordinary Shares.

CUSIP No. G39319101

1 NAMES OF REPORTING PERSONS
Saul A. Fox

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a) p
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 16,511,717⁽¹⁾

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 16,511,717⁽¹⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
16,511,717⁽¹⁾

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

54.4%⁽²⁾

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

(1) Includes 4,450,347 Class A Ordinary Shares and 12,061,370 Class B Ordinary Shares. Each Class B Common Share has 10 votes per share and is convertible into one Class A Common Share.

(2) Based on: (i) 18,302,058 Class A Ordinary Shares and 12,061,370 Class B Ordinary Shares outstanding as of November 4, 2010; and (ii) the fact that each Class B Common Share is convertible into one Class A Common Share. Saul A. Fox beneficially owns: (a) 100.0% of the Class B Ordinary Shares outstanding; (b) 54.4% of the Class A Ordinary Shares and Class B Ordinary Shares, combined; and (c) because each Class B Common Share has 10 votes and each Class A Common Share has one vote, 90.0% of the combined voting power of the Class A Ordinary Shares and Class B Ordinary Shares.

CUSIP No. G39319101

1 NAMES OF REPORTING PERSONS
Mercury Assets Delaware, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 679,423

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 679,423

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
679,423

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.2%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. G39319101

1 NAMES OF REPORTING PERSONS
The Mercury Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a) p
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
California

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 679,423

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 679,423

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
679,423

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.2%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

Item 1.

- (a) Name of Issuer:

Global Indemnity Plc

- (b) Address of Issuer's Principal Executive Offices:

Arthur Cox Building
Earlsfort Terrace
Dublin, Ireland

Item 2.

- (a) Name of Person Filing:

Fox Paine International GP, Ltd.
Fox Paine & Company, LLC
Fox Paine Capital International GP, L.P.
Fox Paine Capital Co-Investors International GP, Ltd.
Fox Paine Capital Fund II International, L.P.
U.N. Holdings (Cayman) II, Ltd.
U.N. Holdings (Cayman), Ltd.
U.N. Co-Investment Fund I (Cayman), L.P.
U.N. Co-Investment Fund II (Cayman), L.P.
U.N. Co-Investment Fund III (Cayman), L.P.
U.N. Co-Investment Fund IV (Cayman), L.P.
U.N. Co-Investment Fund V (Cayman), L.P.
U.N. Co-Investment Fund VI (Cayman), L.P.
U.N. Co-Investment Fund VII (Cayman), L.P.
U.N. Co-Investment Fund VIII (Cayman), L.P.
U.N. Co-Investment Fund IX (Cayman), L.P.
Saul A. Fox
Mercury Assets Delaware, LLC
The Mercury Trust

- (b) Address of Principal Business Office or, if none, Residence:

c/o Fox Paine & Company, LLC, 3500 Alameda de las Pulgas, Menlo Park, California 94025

- (c) Citizenship:

Fox Paine International GP, Ltd. Cayman Islands
Fox Paine & Company, LLC Cayman Islands
Fox Paine Capital International GP, L.P. Cayman Islands
Fox Paine Capital Co-Investors International GP, Ltd. Cayman Islands
Fox Paine Capital Fund II International, L.P. Cayman Islands
U.N. Holdings (Cayman) II, Ltd. Cayman Islands
U.N. Holdings (Cayman), Ltd. Cayman Islands
U.N. Co-Investment Fund I (Cayman), L.P. Cayman Islands
U.N. Co-Investment Fund II (Cayman), L.P. Cayman Islands
U.N. Co-Investment Fund III (Cayman), L.P. Cayman Islands

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U.N. Co-Investment Fund IV (Cayman), L.P. Cayman Islands
U.N. Co-Investment Fund V (Cayman), L.P. Cayman Islands
U.N. Co-Investment Fund VI (Cayman), L.P. Cayman Islands
U.N. Co-Investment Fund VII (Cayman), L.P. Cayman Islands
U.N. Co-Investment Fund VIII (Cayman), L.P. Cayman Islands
U.N. Co-Investment Fund IX (Cayman), L.P. Cayman Islands
Saul A. Fox United States
Mercury Assets Delaware, LLC Delaware
The Mercury Trust California

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(d) Title of Class of Securities:

Class A Ordinary Shares, \$0.0001 par value per share

(e) CUSIP Number: G39319101

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o)
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c)
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c)
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
- (e) An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E)
- (f) An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F)
- (g) A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G)
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3)
- (j) A non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J)
- (k) Group, in accordance with Section 240.13d-1(b)(1)(ii)(K)

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

| | |
|---|---|
| Fox Paine International GP, Ltd. | 15,832,294 shares, consisting of 3,770,924 Class A Ordinary Shares and 12,061,370 Class B Ordinary Shares |
| Fox Paine & Company, LLC | 15,832,294 shares, consisting of 3,770,924 Class A Ordinary Shares and 12,061,370 Class B Ordinary Shares |
| Fox Paine Capital International GP, L.P. | 15,832,294 shares, consisting of 3,770,924 Class A Ordinary Shares and 12,061,370 Class B Ordinary Shares |
| Fox Paine Capital Co-Investors International GP, Ltd. | 1,200,232 shares, consisting of 280,618 Class A Ordinary Shares and 919,614 Class B Ordinary Shares |
| Fox Paine Capital Fund II International, L.P. | 14,632,062 shares, consisting of 3,490,306 Class A Ordinary Shares and 11,141,756 Class B Ordinary Shares |
| U.N. Holdings (Cayman) II, Ltd. | 5,984,773 shares, consisting of 537,748 Class A Ordinary Shares and 5,447,025 Class B Ordinary Shares |
| U.N. Holdings (Cayman), Ltd. | 8,647,289 shares, consisting of 2,952,558 Class A Ordinary Shares and 5,694,731 Class B Ordinary Shares |

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| | |
|--|---|
| U.N. Co-Investment Fund I (Cayman), L.P. | 553,490 shares, consisting of 129,678 Class A Ordinary Shares and 423,812 Class B Ordinary Shares |
| U.N. Co-Investment Fund II (Cayman), L.P. | 432,640 shares, consisting of 101,364 Class A Ordinary Shares and 331,276 Class B Ordinary Shares |
| U.N. Co-Investment Fund III (Cayman), L.P. | 144,213 shares, consisting of 33,788 Class A Ordinary Shares and 110,425 Class B Ordinary Shares |
| U.N. Co-Investment Fund IV (Cayman), L.P. | 27,419 shares, consisting of 6,424 Class A Ordinary Shares and 20,995 Class B Ordinary Shares |
| U.N. Co-Investment Fund V (Cayman), L.P. | 27,419 shares, consisting of 6,424 Class A Ordinary Shares and 20,995 Class B Ordinary Shares |

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| | |
|---|---|
| U.N. Co-Investment Fund VI (Cayman), L.P. | 2,883 shares, consisting of 675 Class A Ordinary Shares and 2,208 Class B Ordinary Shares |
| U.N. Co-Investment Fund VII (Cayman), L.P. | 2,500 shares, consisting of 2,500 Class B Ordinary Shares |
| U.N. Co-Investment Fund VIII (Cayman), L.P. | 1,442 shares, consisting of 338 Class A Ordinary Shares and 1,104 Class B Ordinary Shares |
| U.N. Co-Investment Fund IX (Cayman), L.P. | 8,226 shares, consisting of 1,927 Class A Ordinary Shares and 6,299 Class B Ordinary Shares |
| Saul A. Fox | 16,511,717 shares, consisting of 4,450,347 Class A Ordinary Shares and 12,061,370 Class B Ordinary Shares |
| Mercury Assets Delaware, LLC | 679,423 Class A Ordinary Shares |
| The Mercury Trust | 679,423 Class A Ordinary Shares |
| (b) Percent of class: | |

| | |
|---|-------|
| Fox Paine International GP, Ltd. | 52.1% |
| Fox Paine & Company, LLC | 52.1% |
| Fox Paine Capital International GP, L.P. | 52.1% |
| Fox Paine Capital Co-Investors International GP, Ltd. | 4.0% |
| Fox Paine Capital Fund II International, L.P. | 48.2% |
| U.N. Holdings (Cayman) II, Ltd. | 28.5% |
| U.N. Holdings (Cayman), Ltd. | 19.7% |
| U.N. Co-Investment Fund I (Cayman), L.P. | 1.8% |
| U.N. Co-Investment Fund II (Cayman), L.P. | 1.4% |
| U.N. Co-Investment Fund III (Cayman), L.P. | 0.5% |
| U.N. Co-Investment Fund IV (Cayman), L.P. | 0.1% |
| U.N. Co-Investment Fund V (Cayman), L.P. | 0.1% |
| U.N. Co-Investment Fund VI (Cayman), L.P. | 0.0% |
| U.N. Co-Investment Fund VII (Cayman), L.P. | 0.0% |
| U.N. Co-Investment Fund VIII (Cayman), L.P. | 0.0% |
| U.N. Co-Investment Fund IX (Cayman), L.P. | 0.0% |
| Saul A. Fox | 54.4% |
| Mercury Assets Delaware, LLC | 2.2% |
| The Mercury Trust | 2.2% |

(c) Number of shares as to which the person has:

| | Sole power to vote or to direct the vote | Shared power to vote or to direct the vote | Sole power to dispose or to direct the disposition of | Shared power to dispose or to direct the disposition of |
|--|---|---|---|---|
| Fox Paine International GP, Ltd. | | 15,832,294 | | 15,832,294 |
| Fox Paine & Company, LLC | | 15,832,294 | | 15,832,294 |
| Fox Paine Capital International GP, L.P. | | 15,832,294 | | 15,832,294 |

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| | | |
|--|------------|------------|
| Fox Paine Capital Co-Investors International GP, Ltd. | 1,200,232 | 1,200,232 |
| Fox Paine Capital Fund II International, L.P. | 14,632,062 | 14,632,062 |
| U.N. Holdings (Cayman) II, Ltd. | 8,647,289 | 8,647,289 |
| U.N. Holdings (Cayman), Ltd. | 5,984,773 | 5,984,773 |
| U.N. Co-Investment Fund I (Cayman), L.P. | 553,490 | 553,490 |
| U.N. Co-Investment Fund II (Cayman), L.P. | 432,640 | 432,640 |

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| | Sole power to vote or to direct the vote | Shared power to vote or to direct the vote | Sole power to dispose or to direct the disposition of | Shared power to dispose or to direct the disposition of |
|--|---|---|---|---|
| U.N. Co-Investment Fund III (Cayman), L.P. | | 144,213 | | 144,213 |
| U.N. Co-Investment Fund IV (Cayman), L.P. | | 27,419 | | 27,419 |
| U.N. Co-Investment Fund V (Cayman), L.P. | | 27,419 | | 27,419 |
| U.N. Co-Investment Fund VI (Cayman), L.P. | | 2,883 | | 2,883 |
| U.N. Co-Investment Fund VII (Cayman), L.P. | | 2,500 | | 2,500 |
| U.N. Co-Investment Fund VIII (Cayman), L.P. | | 1,442 | | 1,442 |
| U.N. Co-Investment Fund IX (Cayman), L.P. | | 8,226 | | 8,226 |
| Saul A. Fox | | 16,511,717 | | 16,511,717 |
| Mercury Assets Delaware, LLC | | 679,423 | | 679,423 |
| The Mercury Trust | | 679,423 | | 679,423 |

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2011

Date

Fox Paine International GP, Ltd.
Fox Paine & Company, LLC
Fox Paine Capital International GP, L.P.
Fox Paine Capital Co-Investors International GP,
Ltd.
Fox Paine Capital Fund II International, L.P.
U.N. Holdings (Cayman) II, Ltd.
U.N. Holdings (Cayman), Ltd.
U.N. Co-Investment Fund I (Cayman), L.P.
U.N. Co-Investment Fund II (Cayman), L.P.
U.N. Co-Investment Fund III (Cayman), L.P.
U.N. Co-Investment Fund IV (Cayman), L.P.
U.N. Co-Investment Fund V (Cayman), L.P.
U.N. Co-Investment Fund VI (Cayman), L.P.
U.N. Co-Investment Fund VII (Cayman), L.P.
U.N. Co-Investment Fund VIII (Cayman), L.P.
U.N. Co-Investment Fund IX (Cayman), L.P.
Saul A. Fox
Mercury Assets Delaware, LLC
The Mercury Trust

By: /s/ Saul A. Fox
Name: Saul A. Fox
Title: Authorized Signatory

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