CAREGUIDE INC
Form SC 13E3/A
December 08, 2008

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13E-3

RULE 13E-3 TRANSACTION STATEMENT

UNDER SECTION 13(e) OF THE

SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 2)

CAREGUIDE, INC.

(*Name of the Issuer*)

CareGuide, Inc.

Psilos Group Partners II, L.P.

Psilos Group Partners, L.P.

Psilos/Careguide Investment, L.P.

Derace Schaffer

John Pappajohn

Essex Woodlands Health Ventures IV, L.P.

Essex Woodlands Health Ventures V, L.P.

Hickory Venture Capital Corporation

(Names of Persons Filing Statement)

Common Stock, $0.01 per share

(Title of Class of Securities)

702915109

(CUSIP Number of Class of Securities)

Chris E. Paterson

Chief Executive Officer

CareGuide, Inc.

4401 N.W. 124th Avenue

Coral Springs, Florida 33065

(954) 796-3714

(Name, Address and Telephone Number of Persons Authorized to Receive

Notice and Communications on Behalf of Persons Filing Statement)

Copies to:

Darren K. DeStefano, Esq.	**Christopher P. Giordano**
Cooley Godward Kronish LLP	**DLA Piper US LLP**
One Freedom Square, Reston Town Center	**1251 Avenue of the Americas**
11951 Freedom Drive	**New York, NY 10020-1104**
Reston, VA 20190-5656	**(212) 335-4500**
(703) 456-8000	

This statement is filed in connection with (check the appropriate box):

x The filing of solicitation materials or an information statement subject to Regulation 14A, Regulation 14C or Rule 13e-3 (c) under the Securities Exchange Act of 1934.

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o The filing of a registration statement under the Securities Act of 1933.
o A tender offer.
o None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies: x

Check the following box if the filing is a final amendment reporting the results of the transaction: o

Calculation of Filing Fee

Transaction Value*	Amount of Filing Fee**
$818,672.26	$ 163.73

* For purposes of calculating the filing fee only, this amount assumes the aggregate cash payment of $818,672.26 by the Issuer in lieu of fractional shares immediately following a 1-for-50,000 reverse stock split to holders of fewer than 50,000 shares of the Issuer s common stock prior to the reverse stock split. The aggregate cash payment is equal to the product of the price of $0.14 per pre-split share and 5,847,659 pre-split shares, the estimated aggregate number of shares held by such holders.

** Determined pursuant to Rule 0-11(b)(1) as the product of $818,672.26 and one-fiftieth of one percent. A fee of $213.27 was previously paid with the original filing of the Schedule 13E-3 based on the originally estimated transaction value.

o Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) of the Securities Exchange Act of 1934 and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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INTRODUCTION

This Amendment No. 2 amends and supplements the Rule 13e-3 Transaction Statement on Schedule 13E-3 filed on September 5, 2008 (as amended, the ***Schedule 13E-3***) by (i) CareGuide, Inc., a Delaware corporation (the ***Company***), (ii) Psilos Group Partners II, L.P., a Delaware limited partnership (***Psilos Fund II***), (iii) Psilos Group Partners, L.P., a Delaware limited partnership (***Psilos Fund I***), (iv) Psilos/Careguide Investment, L.P., a Delaware limited partnership (***Psilos/Careguide***, and, together with Psilos Fund II and Psilos Fund I, the ***Psilos Funds***), (v) Derace L. Schaffer, an individual, (vi) John Pappajohn, an individual, (vii) Essex Woodlands Health Ventures IV, L.P., a Delaware limited partnership (***Essex Fund IV***), (viii) Essex Woodlands Health Ventures V, L.P., a Delaware limited partnership (***Essex Fund V*** and, together with Essex Fund IV, the ***Essex Funds***), and (ix) Hickory Venture Capital Corporation, an Alabama corporation (***Hickory*** and, together with the Psilos Funds, the Essex Funds, Dr. Schaffer and Mr. Pappajohn, the ***Investor Group***).

Concurrently with the filing of this Schedule 13E-3, the Company is filing its revised Preliminary Information Statement (the ***Information Statement***) pursuant to Regulation 14C under the Securities Exchange Act of 1934, as amended (the ***Exchange Act***). The Information Statement is Exhibit (a) to the Schedule 13E-3. The information in the Information Statement, including all annexes thereto, is expressly incorporated by reference herein in its entirety and the responses to each item herein are qualified in their entirety by the information contained in the Information Statement and the annexes thereto. Capitalized terms used but not defined herein have the meanings given to them in the Information Statement.

All references to subsections in the Items below are to the subsection of the applicable Item in Regulation M-A.

Item 1. ***Summary Term Sheet.***

The information set forth in the Information Statement under the captions Summary Term Sheet and Questions and Answers About the Reverse/Forward Stock Split and the Authorized Share Increase is incorporated herein by reference.

Item 2. ***Subject Company Information.***

(a) *Name and Address.* CareGuide, Inc. is the subject company. Its principal executive offices are located at 4401 N.W. 124th Avenue, Coral Springs, Florida 33065 and its telephone number is (954) 796-3714.

(b) *Securities.* As of December 5, 2008, there were 67,538,976 outstanding shares of common stock, par value $0.01, of the Company.

(c) *Trading Market and Price.* The information set forth in the Information Statement under the caption Information About the Company Price Range of Common Stock is incorporated herein by reference.

(d) *Dividends.* The information set forth in the Information Statement under the caption Information About the Company Dividends is incorporated herein by reference.

(e) *Prior Public Offerings.* The information set forth in the Information Statement under the caption Information About the Company Prior Public Offerings and Stock Purchases is incorporated herein by reference.

(f) *Prior Stock Purchases.* The information set forth in the Information Statement under the captions Summary Term Sheet, Questions and Answers About the Reverse/Forward Stock Split and the Authorized Share Increase, Special Factors Potential Disadvantages of the Reverse/Forward Stock Split, Special Factors Background of the Reverse/Forward Stock Split Special Factors Effects of the Reverse/Forward Stock Split and the Financing, Special Factors Federal Income Tax Consequences of the Reverse/Forward Stock Split, General Information About the Reverse/Forward Stock Split and Information About the Company Prior Public Offerings and Stock Purchases is incorporated herein by reference.

Item 3. ***Identity And Background Of The Filing Person.***

(a) *Name and Address.* With respect to the Company, the information set forth in Item 2(a) above is incorporated herein by reference. With respect to each current executive officer and director of the Company, the

Information Statement under the caption Information About the Company Executive Officers and Directors is incorporated herein by reference. With respect to all Filing Persons other than the Company, the information set forth in the Information Statement under the caption Information About Other Filing Persons Business and Background of Entities and Certain Related Persons is incorporated herein by reference.

(b) *Business and Background of Entities.* With respect to all Filing Persons other than the Company, the information set forth in the Information Statement under the caption Information About Other Filing Persons Business and Background of Entities and Certain Related Persons is incorporated herein by reference.

(c) *Business and Background of Natural Persons.* With respect to each current executive officer and director of the Company, the information set forth in the Information Statement under the caption Information About the Company Executive Officers and Directors is incorporated herein by reference. With respect to natural persons affiliated with the Investor Group, the information set forth in the Information Statement under the captions Information About the Company Executive Officers and Directors and Information About Other Filing Persons Business and Background of Entities and Certain Related Persons is incorporated herein by reference.

Item 4. ***Terms Of The Transaction.***

(a) *Material Terms*. The information set forth in the Information Statement under the captions Summary Term Sheet, Questions and Answers About the Reverse/Forward Stock Split and the Authorized Share Increase, Special Factors Background of the Reverse/Forward Stock Split, Special Factors Effects of the Reverse/Forward Stock Split and the Financing, and General Information About the Reverse/Forward Stock Split is incorporated herein by reference.

(c) *Different Terms*. The information set forth in the Information Statement under the captions Summary Term Sheet, Questions and Answers About the Reverse/Forward Stock Split and the Authorized Share Increase, Special Factors Background of the Reverse/Forward Stock Split, Special Factors Potential Disadvantages of the Reverse/Forward Stock Split, Special Factors Effects of the Reverse/Forward Stock Split and the Financing, Special Factors Federal Income Tax Consequences of the Reverse/Forward Stock Split, and General Information About the Reverse/Forward Stock Split is incorporated herein by reference.

(d) *Appraisal Rights.* The information set forth in the Information Statement under the captions Summary Term Sheet, Questions and Answers About the Reverse/Forward Stock Split and the Authorized Share Increase and General Information About the Reverse/Forward Stock Split Appraisal Rights is incorporated herein by reference.

(e) *Provisions for Unaffiliated Security Holders*. The information set forth in the Information Statement under the caption General Information About the Reverse/Forward Stock Split Provisions for Unaffiliated Stockholders and Special Factors Factors Considered in Determining Fairness Procedural Fairness is incorporated herein by reference.

(f) *Eligibility for Listing or Trading.* Not applicable.

Item 5. ***Past Contacts, Transactions, Negotiations And Agreements.***

(a) *Transactions*. The information set forth in the Information Statement under the captions Information About the Company Prior Share Purchases, Contacts, Transactions, Negotiations and Agreements Involving the Company and Its Directors and Officers and Information About

Other Filing Persons Prior Share Purchases, Contacts, Transactions, Negotiations and Agreements Involving the Investor Group and Related Persons is incorporated herein by reference.

(b) *Significant Corporate Events*. The information set forth in the Information Statement under the caption Information About Other Filing Persons Prior Share Purchases, Contacts, Transactions, Negotiations and Agreements Involving the Investor Group and Related Persons is incorporated herein by reference.

(c) *Negotiations or Contacts*. The information set forth in the Information Statement under the captions Information About the Company Prior Share Purchases, Contacts, Transactions, Negotiations and Agreements Involving the Company and Its Directors and Officers and Information About Other Filing Persons Prior Share Purchases, Contacts, Transactions, Negotiations and Agreements Involving the Investor Group and Related Persons is incorporated herein by reference.

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(e) *Agreements Involving the Company s Securities*. The information set forth in the Information Statement under the captions Information About the Company Prior Share Purchases, Contacts, Transactions, Negotiations and Agreements Involving the Company and Its Directors and Officers and Information About Other Filing Persons Prior Share Purchases, Contacts, Transactions, Negotiations and Agreements Involving the Investor Group and Related Persons is incorporated herein by reference.

Item 6. ***Purposes Of The Transaction And Plans Or Proposals.***

(b) *Use of Securities Acquired*. The information set forth in the Information Statement under the caption Special Factors Effects of the Reverse/Forward Stock Split and the Financing Effects on the Number of Our Authorized and Outstanding Shares and Registered Holders is incorporated herein by reference.

(c) *Plans.*

(1) Not applicable.

(2) Not applicable.

(3) The information set forth in the Information Statement under the captions Special Factors Effects of the Reverse/Forward Stock Split and the Financing Effects on the Number of Our Authorized and Outstanding Shares and Our Registered Holders and General Information About the Authorized Share Increase is incorporated herein by reference.

(4) The information set forth in the Information Statement under the captions Summary Term Sheet, General Information About the Reverse/Forward Stock Split Conduct of Our Business After the Reverse/Forward Stock Split and General Information About the Reverse/Forward Stock Split Financing of the Reverse/Forward Stock Split Stockholders Agreement is incorporated herein by reference.

(5) Not applicable.

(6) The information set forth in the Information Statement under the captions Questions and Answers About the Reverse/Forward Stock Split and the Authorized Share Increase, Special Factors Effects of the Reverse/Forward Stock Split and the Financing Effects on the Number of Our Authorized and Outstanding Shares and Our Registered Holders and Special Factors Effects of the Reverse/Forward Stock Split and the Financing Effects on Continuing Stockholders is incorporated herein by reference.

(7) The information set forth in the Information Statement under the captions Summary Term Sheet, Questions and Answers About the Reverse/Forward Stock Split and the Authorized Share Increase, Special Factors Background of the Reverse/Forward Stock Split, Special Factors Purposes of and Reasons for the Reverse/Forward Stock Split, Special Factors Effects of the Reverse/Forward Stock and the Financing, and General Information About the Reverse/Forward Stock Split is incorporated herein by reference.

(8) The information set forth in the Information Statement under the captions Summary Term Sheet, Questions and Answers About the Reverse/Forward Stock Split and the Authorized Share Increase, Special Factors Background of the Reverse/Forward Stock Split, Special

Factors Purposes of and Reasons for the Reverse/Forward Stock Split, Special Factors Effects of the Reverse/Forward Stock and the Financing, and General Information About the Reverse/Forward Stock Split is incorporated herein by reference.

Item 7. ***Purposes, Alternatives, Reasons And Effects.***

(a) *Purposes*. The information set forth in the Information Statement under the captions Questions and Answers About the Reverse/Forward Stock Split and the Authorized Share Increase, Special Factors Background of the Reverse/Forward Stock Split and Special Factors Purposes of and Reasons for the Reverse/Forward Stock Split is incorporated herein by reference.

(b) *Alternatives*. The information set forth in the Information Statement under the captions Questions and Answers About the Reverse/Forward Stock Split and the Authorized Share Increase, Special Factors Background of the

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Reverse/Forward Stock Split and Special Factors Strategic Alternatives Considered By the Board is incorporated herein by reference.

(c) *Reasons*. The information set forth in the Information Statement under the captions Questions and Answers About the Reverse/Forward Stock Split and the Authorized Share Increase, Special Factors Background of the Reverse/Forward Stock Split and Special Factors Purposes of and Reasons for the Reverse/Forward Stock Split is incorporated herein by reference.

(d) *Effects*. The information set forth in the Information Statement under the captions Questions and Answers About the Reverse/Forward Stock Split and the Authorized Share Increase, Special Factors Background of the Reverse/Forward Stock Split, Special Factors Effects of the Reverse/Forward Stock Split and the Financing, Special Factors Potential Advantages of the Reverse/Forward Stock Split, Special Factors Potential Disadvantages of the Reverse/Forward Stock Split, Special Factors Federal Income Tax Consequences of the Reverse/Forward Stock Split and General Information About the Reverse/Forward Stock Split is incorporated herein by reference.

Item 8. ***Fairness Of The Going-Private Transaction.***

(a) *Fairness*. The information set forth in the Information Statement under the captions Summary Term Sheet, Questions and Answers About the Reverse/Forward Stock Split and the Authorized Share Increase and Special Factors Fairness of the Reverse/Forward Stock Split is incorporated herein by reference.

(b) *Factors Considered in Determining Fairness*. The information set forth in the Information Statement under the captions Summary Term Sheet, Questions and Answers About the Reverse/Forward Stock Split and Authorized Share Increase and Special Factors Factors Considered in Determining Fairness is incorporated herein by reference.

(c) *Approval of Security Holders*. The information set forth in the Information Statement under the captions Special Factors Factors Considered in Determining Fairness Procedural Fairness and General Information About the Reverse/Forward Stock Split Vote Required is incorporated herein by reference.

(d) *Unaffiliated Representative*. The information set forth in the Information Statement under the captions Special Factors Factors Considered in Determining Fairness Procedural Fairness and General Information About the Reverse/Forward Stock Split Provisions for Unaffiliated Stockholders is incorporated herein by reference.

(e) *Approval of Directors*. The information set forth in the Information Statement under the captions Summary Term Sheet, Questions and Answers About the Reverse/Forward Stock Split and the Authorized Share Increase and General Information About the Reverse/Forward Stock Split Recommendation of the Board is incorporated herein by reference.

(f) *Other Offers*. The information set forth in the Information Statement under the caption Special Factors Background of the Reverse/Forward Stock Split is incorporated herein by reference.

Item 9. ***Reports, Opinions, Appraisals And Negotiations.***

(a) *Report, Opinion or Appraisal*. The information set forth in the Information Statement under the captions Questions and Answers About the Reverse/Forward Stock Split and the Authorized Share Increase, Special Factors Fairness of the Reverse/Forward Stock Split, Special Factors Factors Considered in Determining Fairness and Special Factors Summary of Fairness Opinion and in *Annex B* to the Information Statement and in Exhibit (c.2) hereto is incorporated herein by reference.

(b) *Preparer and Summary of the Report, Opinion or Appraisal*. The information set forth in the Information Statement under the captions Questions and Answers About the Reverse/Forward Stock Split and the Authorized Share Increase, Special Factors Background of the Reverse/Forward Stock Split, Special Factors Fairness of the Reverse/Forward Stock Split, Special Factors Factors Considered in Determining Fairness and Special Factors Summary of Fairness Opinion and *Annex B* to the Information Statement and in Exhibit (c.2) hereto is incorporated herein by reference.

(c) *Availability of Documents*. The information set forth in the Information Statement under the caption Special Factors Summary of Fairness Opinion is incorporated herein by reference.

Item 10. ***Source And Amounts Of Funds Or Other Consideration.***

(a) *Source of Funds*. The information set forth in the Information Statement under the caption General Information About the Reverse/Forward Stock Split Financing of the Reverse/Forward Stock Split is incorporated herein by reference.

(b) *Conditions.* The information set forth in the Information Statement under the caption General Information About the Reverse/Forward Stock Split Financing of the Reverse/Forward Stock Split Purchase Agreement is incorporated herein by reference.

(c) *Expenses*. The information set forth in the Information Statement under the caption General Information About the Reverse/Forward Stock Split Fees and Expenses is incorporated herein by reference.

(d) *Borrowed Funds.* Not applicable.

Item 11. ***Interest In Securities Of The Subject Company.***

(a) *Security Ownership*. The information set forth in the Information Statement under the caption Information About the Company Security Ownership of Certain Beneficial Owners and Management is incorporated herein by reference.

(b) *Securities Transactions*. The information set forth in the Information Statement under the captions Information About the Company Prior Share Purchases, Contacts, Transactions, Negotiations and Agreements Involving the Company and Its Directors and Officers and Information About Other Filing Persons Prior Share Purchases, Contacts, Transactions, Negotiations and Agreements Involving the Investor Group and Related Persons is incorporated herein by reference.

Item 12. ***The Solicitation Or Recommendation.***

(d) *Intent to Tender or Vote in a Going-Private Transaction*. The information set forth in the Information Statement under the captions Summary Term Sheet, Questions and Answers About the Reverse/Forward Stock Split and the Authorized Share Increase Special Factors Background of the Reverse/Forward Stock Split, General Information About the Reverse/Forward Stock Split Vote Required and General Information About the Reverse/Forward Stock Split Intent to Participate and Recommendations of Others is incorporated herein by reference.

(e) *Recommendations of Others*. The information set forth in the Information Statement under the caption General Information About the Reverse/Forward Stock Split Intent to Participate and Recommendations of Others is incorporated herein by reference.

Item 13. ***Financial Statements.***

(a) *Financial Information.*

(1) The information set forth in the Information Statement under the caption Information About the Company Financial Information and *Annex E-1* to the Information Statement is incorporated herein by reference.

(2) The information set forth in the Information Statement under the caption Information About the Company Financial Information and *Annex E-2* to the Information Statement is incorporated herein by reference.

(3) The information set forth in the Information Statement under the caption Information About the Company Ratio of Earnings to Fixed Charges is incorporated herein by reference.

(4) The information set forth in the Information Statement under the caption Information About the Company Book Value Per Share is incorporated herein by reference.

(b) *Pro Forma Information*. Not applicable.

Item 14. ***Persons/Assets, Retained, Employed, Compensated Or Used.***

(a) *Solicitations or Recommendations*. Not applicable.

(b) *Employees and Corporate Assets*. Not applicable.

Item 15. ***Additional Information.***

(b) *Other Material Information*. The information set forth in the Information Statement, including all annexes thereto, and each exhibit hereto, is incorporated herein by reference.

Item 16. ***Exhibits.***

(a) The Information Statement, filed with the Securities and Exchange Commission concurrently with this Schedule 13E-3, is incorporated herein by reference.

(b) Not applicable.

(c.1) The Opinion of Navigant Consulting, Inc., dated June 18, 2008, attached as *Annex B* to the Information Statement, is incorporated herein by reference.

(c.2) The Fairness Analysis prepared by Navigant Consulting, Inc., presented to the Board of Directors on June 18, 2008.*

(d.1) Stockholders Agreement, dated as of January 25, 2006, by and among the Company and certain of its stockholders, previously filed with the Securities and Exchange Commission as an exhibit to the Company s Current Report on Form 8-K filed on January 31, 2006, is incorporated herein by reference.

(d.2) Series A Preferred Stock Purchase Agreement, dated as of December 28, 2007, by and among the Company and certain of its stockholders, previously filed with the Securities and Exchange Commission as Exhibit 10.1 to the Company s Current Report on Form 8-K filed on January 3, 2008, is incorporated herein by reference.

(d.3) Series A Preferred Stock Purchase Agreement, dated as of July 17, 2008, as amended, by and among the Company and certain of its stockholders.

(d.4) Form of Stockholders Agreement by and among the Company and certain of its stockholders, attached as *Annex C* to the Information Statement filed concurrently with the Schedule 13E-3, is incorporated herein by reference.

(d.5) Form of Unconditional Guaranty, by and between Comerica Bank and certain guarantors of the Company s line of credit with Comerica Bank (the ***Comerica Guarantors***).*

(d.6) Form of Warrant to Purchase Shares of Common Stock issued to the Comerica Guarantors.*

(d.7) Form of Warrant to Purchase Shares of Common Stock issued to certain providers of funding guarantees.*

(d.8) Convertible Promissory Note, dated as of December 8, 2006, issued to Michael Barber, M.D.*

(d.9) Joinder Agreement, dated as of August 22, 2008, by and among the Company, Psilos/CareGuide Investment, L.P., Psilos Group Partners, L.P. and Psilos Group Partners II, L.P.*

(f) Not applicable.

(g) Not applicable.

* Previously filed with the Schedule 13E-3 filed by the Company on September 5, 2008.

SIGNATURES

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

Dated: December 8, 2008

CAREGUIDE, INC.

By: /s/ Chris E. Paterson
Name: Chris E. Paterson
Title: Chief Executive Officer

Dated: December 8, 2008

PSILOS GROUP PARTNERS II, L.P.

By: Psilos Group Investors II, LLC, its General Partner

By: /s/ Albert Waxman
Name: Albert Waxman
Title: Senior Managing Member

Dated: December 8, 2008

PSILOS GROUP PARTNERS, L.P.

By: Psilos Group Investors, LLC, its General Partner

By: /s/ Albert Waxman
Name: Albert Waxman
Title: Senior Managing Member

Dated: December 8, 2008

PSILOS/CAREGUIDE INVESTMENT, L.P.

By: Psilos Group Investors III, LLC, its General Partner

By: /s/ Albert Waxman
Name: Albert Waxman
Title: Senior Managing Member

Dated: December 8, 2008

ESSEX WOODLANDS HEALTH VENTURES FUND IV, L.P.

By: Essex Woodlands Health Ventures IV, LLC, its General Partner

By: /s/ Mark L. Pacala
Name: Mark L. Pacala
Title: Managing Director

Dated: December 8, 2008

ESSEX WOODLANDS HEALTH VENTURES FUND V, L.P.

By: Essex Woodlands Health Ventures V, LLC, its General Partner

By: /s/ Mark L. Pacala
Name: Mark L. Pacala
Title: Managing Director

Dated: December 8, 2008

HICKORY VENTURE CAPITAL CORPORATION

By: /s/ J. Thomas Noojin
Name: J. Thomas Noojin
Title: President

Dated: December 8, 2008

By: /s/ Derace L. Schaffer

Dated: December 8, 2008

By: /s/ John Pappajohn

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EXHIBIT INDEX

Exhibit No.	Description
(a)	The Information Statement on Schedule 14C filed with the Securities and Exchange Commission concurrently with this Schedule 13E-3 is incorporated herein by reference.
(b)	Not applicable.
(c.1)	The Opinion of Navigant Consulting, Inc., dated June 18, 2008, attached as *Annex B* to the Information Statement filed concurrently with this Schedule 13E-3, is incorporated herein by reference.
(c.2)	The Fairness Analysis prepared by Navigant Consulting, Inc., presented to the Board of Directors on June 18, 2008.*
(d.1)	Stockholders Agreement, dated as of January 25, 2006, by and among the Company and certain of its stockholders, previously filed with the Securities and Exchange Commission as an exhibit to the Company s Current Report on Form 8-K filed on January 31, 2006, is incorporated herein by reference.
(d.2)	Series A Preferred Stock Purchase Agreement, dated as of December 28, 2007, by and among the Company and certain of its stockholders, previously filed with the Securities and Exchange Commission as Exhibit 10.1 to the Company s Current Report on Form 8-K filed on January 3, 2008, is incorporated herein by reference.
(d.3)	Series A Preferred Stock Purchase Agreement, dated as of July 17, 2008, as amended, by and among the Company and certain of its stockholders.
(d.4)	Form of Stockholders Agreement by and among the Company and certain of its stockholders, attached as *Annex C* to the Information Statement filed concurrently with this Schedule 13E-3, is incorporated herein by reference.
(d.5)	Form of Unconditional Guaranty, by and between Comerica Bank and certain guarantors of the Company s line of credit with Comerica Bank (the ***Comerica Guarantors***).*
(d.6)	Form of Warrant to Purchase Shares of Common Stock issued to the Comerica Guarantors.*
(d.7)	Form of Warrant to Purchase Shares of Common Stock issued to certain providers of funding guarantees.*
(d.8)	Convertible Promissory Note, dated as of December 8, 2006, issued to Michael Barber, M.D.*
(d.9)	Joinder Agreement, dated as of August 22, 2008, by and among the Company, Psilos/CareGuide Investment, L.P., Psilos Group Partners, L.P. and Psilos Group Partners II, L.P.*
(f)	Not applicable.
(g)	Not applicable.

* Previously filed with the Schedule 13E-3 filed by the Company on September 5, 2008.

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Additions to long-lived assets	$1,246	$130	$50	$1,426

Nine Months Ended September 30, 2011:

	Domestic	Malaysia	China	Total
		(In millions)		
Oil and gas revenues	$1,313	$416	$65	$1,794
Operating expenses:				
Lease operating	260	69	4	333
Production and other taxes	56	173	16	245
Depreciation, depletion and amortization	440	73	15	528
General and administrative	128	3	1	132
Allocated income tax	159	37	7	
Net income from oil and gas properties	$270	$61	$22	
Total operating expenses				1,238
Income from operations				556
Interest expense, net of interest income,				
capitalized interest and other				(61)
Commodity derivative income				249
Income before income taxes				$744
Total assets	$7,879	$789	$235	$8,903
Additions to long-lived assets	$1,858	$208	$48	$2,114

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NEWFIELD EXPLORATION COMPANY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

13. Supplemental Cash Flows Information:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
	(In millions)			
Non-cash items excluded from the statement of cash flows:				
Increase in accrued capital expenditures	$(35)	$(38)	$(101)	$(48)
Increase in asset retirement costs	(9)	(2)	(14)	(10)

14. Subsequent Events:

On October 5, 2012, we closed on the sale of our remaining assets in the Gulf of Mexico to W&T Offshore, Inc. for $208 million, subject to post-closing adjustments. The sale of our remaining assets in the Gulf of Mexico does not significantly alter the relationship between capitalized costs and proved reserves and as such, all proceeds will be recorded as adjustments to our domestic full cost pool with no gain or loss recognized. We received $23 million of the purchase price during the third quarter of 2012, which is included as proceeds from sales of oil and gas properties in the statement of cash flows. These consolidated financial statements include the results of our Gulf of Mexico operations, consistent with prior periods. Production associated with our Gulf of Mexico operations, excluding natural gas produced and consumed in our operations, was 4 Bcfe for the three months ended September 30, 2012.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

We are an independent energy company engaged in the exploration, development and production of crude oil, natural gas and natural gas liquids. Our principal domestic areas of operation include the Mid-Continent, the Rocky Mountains and onshore Texas. Internationally, we focus on offshore oil developments in Malaysia and China.

To maintain and grow our production and cash flows, we must continue to develop existing proved reserves and locate or acquire new oil and natural gas reserves to replace those reserves being produced. Our revenues, profitability and future growth depend substantially on prevailing prices for oil and natural gas and on our ability to find, develop and acquire oil and natural gas reserves that are economically recoverable. Prices for oil and natural gas fluctuate widely and affect:

- the amount of cash flows available for capital expenditures;
- our ability to borrow and raise additional capital; and
- the quantity of oil and natural gas that we can economically produce.

We prepare our financial statements in conformity with generally accepted accounting principles, which require us to make estimates and assumptions that affect our reported results of operations and the amount of our reported assets, liabilities and proved oil and natural gas reserves. In addition, we use the full cost method of accounting for our oil and gas activities. Under this method, all costs incurred in the acquisition, exploration and development of oil and gas properties, including salaries, benefits and other internal costs directly attributable to these assets, are capitalized. The net capitalized costs for our oil and gas properties may not exceed the present value of estimated future net cash flows from proved reserves. If these costs exceed the limit, we are required to charge the excess to earnings, also referred to as a "ceiling test writedown". The risk of incurring a ceiling test writedown increases when commodity prices are low for a sustained period of time. If we assume the unweighted-average first-day-of-the-month commodity prices for the remainder of 2012 were the same as October 2012 commodity prices of $3.09 per MMBtu for natural gas and $92.45 per barrel of oil, adjusted for market differentials, which were approximately 9% higher for natural gas and 3% lower for oil than the unweighted-average first-day-of-the-month commodity prices for the prior 12 months, we would not anticipate a ceiling test writedown during 2012. However, if there are further declines in the 12-month unweighted-average commodity prices, we may be required to record a ceiling test writedown in future periods.

Quarter Highlights. A few significant highlights for the third quarter of 2012 include the following:

- Consistent with our focus on oil, our oil and liquids sales and liftings for the third quarter of 2012 were over 20% higher than the third quarter of 2011, resulting in approximately 49% of our total production during the third quarter 2012 coming from oil and liquids, as compared to approximately 40% for the third quarter 2011.
- Our assessment program on approximately 142,000 net acres in the Cana Woodford continued and delivered an additional four successful appraisal wells, for a year-to-date total of 10 successful appraisal wells.
- Our offshore production in Malaysia averaged over 28,000 BOPD (net) during the third quarter of 2012, an increase of 69% over the same period in 2011.
- We completed the tender offer and redemption of our $550 million 6 % Senior Subordinated Notes due 2016.

Current Outlook. We currently expect 2012 total production to be approximately 298 Bcfe, of which approximately 49% is expected to be oil and natural gas liquids. On a consolidated basis, we expect our 2012 oil and liquids production to grow by more than 20% over 2011. During 2012, we accelerated our Malaysian production by drilling additional development wells and benefitted from increased pipeline capacity. Our international oil production exceeded our beginning of year expectations and grew by approximately 50% over 2011 levels. Our net production in Malaysia is dictated by the terms of various production sharing contracts ("PSCs"). These contracts provide for a change in our net revenue interest when certain milestones are reached. As a result of (i) the additional volumes produced, which benefitted from higher Brent oil prices, (ii) our expectations for natural field decline, (iii) our expectations for oil prices to be received in 2013 and (iv) our levels of capital expenditures in various fields under different PSCs, we expect our average net revenue interest to be at a level such that our 2013 international oil volumes will decline about 25% from 2012 levels.

Results of Operations

Revenues. All of our revenues are derived from the sale of our oil and gas production and do not include the effects of the settlements of our derivative positions. Please see Note 4, “Derivative Financial Instruments,” to our consolidated financial statements appearing earlier in this report for a discussion of the accounting applicable to our oil and gas derivative contracts.

Our revenues may vary significantly from period-to-period as a result of changes in commodity prices or volumes of production sold. In addition, substantially all of the crude oil from our operations offshore Malaysia and China is produced into FPSOs and lifted and sold periodically as barge quantities are accumulated. Revenues are recorded when oil is lifted and sold, not when it is produced into the FPSO. As a result, the timing of liftings may impact period-to-period results.

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Revenues of $615 million for the third quarter of 2012 were slightly lower than the comparable period of 2011. Revenues of $1.9 billion for the first nine months of 2012 were 7% higher than the comparable period of 2011. The 21% increase in oil, condensate and NGLs production during the third quarter of 2012 was offset by a slight decrease in average realized prices for all products and a 16% decrease in natural gas production as compared to the comparable period of 2011. The 31% increase in oil, condensate and NGLs production and slight increase in average realized prices for these products for the nine-month period ended September 30, 2012 was partially offset by the 15% decrease in natural gas production and a 40% decrease in average realized natural gas prices for the comparable period of 2011.

The following table summarizes production and average realized prices by product and by geographic area for the three- and nine-month periods ended September 30, 2012 and 2011.

	Three Months Ended September 30, 2012	Three Months Ended September 30, 2011	Percentage Increase (Decrease)	Nine Months Ended September 30, 2012	Nine Months Ended September 30, 2011	Percentage Increase (Decrease)
Production:(1)						
Domestic:						
Natural gas (Bcf)	36.7	43.8	(16) %	112.8	132.8	(15) %
Oil, condensate and NGLs (MBbls)	3,818	3,392	13 %	10,958	9,407	16 %
Total (Bcfe)	59.6	64.2	(7) %	178.5	189.3	(6) %
International:						
Natural gas (Bcf)	0.3	—	100 %	0.7	—	100 %
Oil, condensate and NGLs (MBbls)	2,319	1,678	38 %	7,179	4,397	63 %
Total (Bcfe)	14.2	10.1	41 %	43.8	26.4	66 %
Total:						
Natural gas (Bcf)	37.0	43.8	(16) %	113.5	132.8	(15) %
Oil, condensate and NGLs (MBbls)	6,137	5,070	21 %	18,137	13,804	31 %
Total (Bcfe)	73.8	74.3	(1) %	222.3	215.7	3 %
Average Realized Prices:(2)						
Domestic:						
Natural gas (per Mcf)	$2.64	$4.22	(37) %	$2.51	$4.21	(40) %
Oil, condensate and NGLs (per Bbl)	71.45	75.99	(6) %	76.29	79.63	(4) %
Natural gas equivalent (per Mcfe)	6.23	6.92	(10) %	6.30	6.94	(9) %
International:						
Natural gas (per Mcf)	$3.88	$—	100 %	$4.04	$—	100 %
Oil, condensate and NGLs (per Bbl)	104.67	109.62	(5) %	110.54	109.31	1 %
Natural gas equivalent (per Mcfe)	17.17	18.27	(6) %	18.19	18.22	— %
Total:						
Natural gas (per Mcf)	$2.65	$4.22	(37) %	$2.52	$4.21	(40) %
	84.01	87.12	(4) %	89.85	89.09	1 %

Oil, condensate and NGLs (per Bbl)						
Natural gas equivalent (per Mcfe)	8.34	8.46	(1) %	8.64	8.32	4 %

(1) Represents volumes lifted and sold regardless of when produced. Excludes natural gas produced and consumed in our operations of 1.7 Bcfe and 1.6 Bcfe during the three months ended September 30, 2012 and 2011, respectively, and 5.7 Bcfe and 4.9 Bcfe during the nine months ended September 30, 2012 and 2011, respectively.

(2) Had we included the effects of hedging contracts not designated for hedge accounting, our average realized price for total natural gas would have been \$3.57 and \$5.72 per Mcf for the three months ended September 30, 2012 and 2011, respectively, and \$3.64 and \$5.67 per Mcf for the nine months ended September 30, 2012 and 2011, respectively. Our total oil, condensate and NGLs average realized price would have been \$84.50 and \$86.16 per Bbl for the three months ended September 30, 2012 and 2011, respectively, and \$89.62 and \$86.38 per Bbl for the nine months ended September 30, 2012 and 2011, respectively.

Domestic Production. Consistent with our expectations, we continued to experience declining natural gas production for the three-month period ended September 30, 2012 as compared to the same period of 2011 due to natural field declines, maintenance- and hurricane-related shut-ins and the sale of non-strategic assets. Decreases in natural gas production in our Onshore Gulf Coast and Mid-Continent divisions and Gulf of Mexico operations were partially offset by increases in oil and liquids production across each of our domestic divisions.

The 10.8 Bcfe decrease in domestic production for the nine-month period ended September 30, 2012 as compared to the same period of 2011 was primarily related to decreased natural gas production in our Gulf of Mexico operations and Onshore Gulf Coast division primarily due to natural field declines, maintenance- and hurricane-related shut-ins and the sale of non-strategic assets. Consistent with our shift to liquids, our continued successful assessment and development drilling efforts for oil and liquids across each of our domestic divisions partially offset the decline in natural gas production.

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International Production. Our international oil production for the three- and nine-month periods ended September 30, 2012 increased over the comparable periods of 2011 primarily due to production from our East Piatu and Puteri fields, brought online during the fourth quarter of 2011.

Operating Expenses. We believe the most informative way to analyze changes in our operating expenses from period to period is on a unit-of-production, or per Mcfe, basis.

The following table presents information about our operating expenses for the three months ended September 30, 2012 and 2011.

	Unit-of-Production Three Months Ended September 30, 2012 (Per Mcfe)	Unit-of-Production Three Months Ended September 30, 2011 (Per Mcfe)	Percentage Increase (Decrease)	Total Amount Three Months Ended September 30, 2012 (In millions)	Total Amount Three Months Ended September 30, 2011 (In millions)	Percentage Increase (Decrease)
Domestic:						
Lease operating	$ 1.67	$ 1.45	15 %	$ 99	$ 93	7 %
Production and other taxes	0.28	0.29	(3) %	17	19	(9) %
Depreciation, depletion and amortization	2.89	2.40	20 %	172	154	12 %
General and administrative	0.96	0.76	26 %	57	49	17 %
Other	0.10	—	100 %	6	—	100 %
Total operating expenses	5.90	4.91	20 %	351	315	12 %
International:						
Lease operating	$ 2.07	$ 2.18	(5) %	$ 29	$ 22	34 %
Production and other taxes	4.37	7.63	(43) %	62	76	(19) %
Depreciation, depletion and amortization	4.53	3.49	30 %	65	35	83 %
General and administrative	0.11	0.14	(21) %	2	2	13 %
Total operating expenses	11.08	13.44	(18) %	158	135	16 %
Total:						
Lease operating	$ 1.74	$ 1.55	12 %	$ 128	$ 115	12 %
Production and other taxes	1.07	1.28	(16) %	79	95	(17) %
Depreciation, depletion and amortization	3.21	2.55	26 %	237	189	25 %
General and administrative	0.80	0.68	18 %	59	51	17 %
Other	0.08	—	100 %	6	—	100 %
Total operating expenses	6.90	6.06	14 %	509	450	13 %

Domestic Operations. Our domestic operating expenses for the three months ended September 30, 2012, stated on a per Mcfe basis, increased 20% over the same period of 2011. The components of the period-to-period change are as follows:

- Lease operating expenses (LOE) include normally recurring expenses to operate and produce our oil and gas wells, non-recurring well workover and repair-related expenses and the costs to transport our production to the applicable sales points. The increase in total domestic LOE per Mcfe primarily resulted from a $0.11 per Mcfe increase in non-recurring costs related to well workovers and repairs, primarily in our Gulf of Mexico operations and Mid-Continent division and a $0.09 per Mcfe increase due to additional transportation costs related to firm transportation agreements in our Mid-Continent division.

•Since late 2009, the continued shift of our capital investments toward the oil plays in our portfolio has resulted in an increase in our depreciation, depletion and amortization (DD&A) rate, resulting in the increase in DD&A expense.

•General and administrative (G&A) expense per Mcfe increased primarily due to employee-related expenses associated with our growing domestic work force. We capitalized $23 million ($0.39 per Mcfe) and $21 million ($0.33 per Mcfe) of direct internal costs during the third quarters of 2012 and 2011, respectively.

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International Operations. Our international operating expenses for the three months ended September 30, 2012, stated on a per Mcfe basis, decreased 18% as compared to the same period of 2011. The components of the period-to-period change are as follows:

- LOE per Mcfe decreased primarily due to an overall change in the mix of production that was lifted and sold from the various PSCs during the third quarter of 2012 resulting from production from our East Piatu and Puteri fields, brought online during the fourth quarter of 2011.

- Production and other taxes per Mcfe decreased due to an overall change in the mix of production that was lifted and sold from the various PSCs in Malaysia as stated above and due to lower average realized oil prices during the third quarter of 2012. In addition, the tax rates per barrel of oil lifted and sold from these developments are lower, per the terms of our PSCs, while we recover our costs associated with these developments.

- Our DD&A rate increased 30% primarily due to the recognition of future development costs in the fourth quarter of 2011 associated with our offshore developments in Malaysia, which increased our 2012 DD&A rate but not the rate for the comparable period of 2011.

The following table presents information about our operating expenses for the nine months ended September 30, 2012 and 2011.

	Unit-of-Production Nine Months Ended September 30, 2012 (Per Mcfe)	Unit-of-Production Nine Months Ended September 30, 2011 (Per Mcfe)	Percentage Increase (Decrease)	Total Amount Nine Months Ended September 30, 2012 (In millions)	Total Amount Nine Months Ended September 30, 2011 (In millions)	Percentage Increase (Decrease)
Domestic:						
Lease operating	$ 1.71	$ 1.38	24 %	$ 305	$ 260	17 %
Production and other taxes	0.30	0.30	—	53	56	(6) %
Depreciation, depletion and amortization	2.86	2.33	23 %	510	440	16 %
General and administrative	0.90	0.68	32 %	161	128	26 %
Other	0.03	—	100 %	6	—	100 %
Total operating expenses	5.80	4.67	24 %	1,035	884	17 %
International:						
Lease operating	$ 1.80	$ 2.75	(35) %	$ 79	$ 73	9 %
Production and other taxes	4.50	7.17	(37) %	197	189	4 %
Depreciation, depletion and amortization	4.39	3.35	31 %	192	88	118 %
General and administrative	0.09	0.15	(40) %	4	4	5 %
Total operating expenses	10.77	13.41	(20) %	472	354	33 %
Total:						
Lease operating	$ 1.73	$ 1.54	12 %	$ 384	$ 333	15 %
Production and other taxes	1.12	1.14	(2) %	250	245	2 %

Depreciation, depletion and amortization	3.16	2.45	29	%	702	528	33	%
General and administrative	0.74	0.61	21	%	165	132	25	%
Other	0.03	—	100	%	6	—	100	%
Total operating expenses	6.78	5.74	18	%	1,507	1,238	22	%

Domestic Operations. Our domestic operating expenses for the nine months ended September 30, 2012, stated on a per Mcfe basis, increased 24% over the same period of 2011. The components of the period-to-period change are as follows:

•LOE includes normally recurring expenses to operate and produce our oil and gas wells, non-recurring well workover and repair-related expenses and the costs to transport our production to the applicable sales points. Non-recurring costs in our Gulf of Mexico deepwater operations and Rocky Mountain division accounted for approximately 36% ($0.12 per Mcfe) of the overall increase primarily due to well workovers and repairs. Transportation costs in our Mid-Continent and Onshore Gulf Coast divisions related to firm transportation agreements accounted for 27% ($0.09 per Mcfe) of the total increase in domestic LOE. Recurring LOE accounted for approximately 27% ($0.09 per Mcfe) of the overall increase primarily due to increased operating and service-related costs in our Rocky Mountain division ($0.12 per Mcfe), partially offset by reduced operating and service-related costs and reduced production from non-strategic asset sales in our Onshore Gulf Coast division and lower production in our Gulf of Mexico operations ($0.05 per Mcfe) as a result of non-strategic asset sales.

•Since late 2009, the continued shift of our capital investments toward the oil plays in our portfolio has resulted in an increase in our DD&A rate, resulting in the increase in DD&A expense.

•G&A expense per Mcfe increased primarily due to employee-related expenses associated with our growing domestic work force. During the nine months ended September 30, 2012, we capitalized $70 million ($0.39 per Mcfe), as compared to $59 million ($0.31 per Mcfe) during the same period of 2011.

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International Operations. Our international operating expenses for the nine months ended September 30, 2012, stated on a per Mcfe basis, decreased 20% as compared to the same period of 2011. The components of the period-to-period change are as follows:

- LOE per Mcfe decreased primarily due to an overall change in the mix of production that was lifted and sold from the various PSCs in Malaysia during the first nine months of 2012, resulting from production from our East Piatu and Puteri fields, brought online during the fourth quarter of 2011.

- Production and other taxes per Mcfe decreased due to an overall change in the mix of production that was lifted and sold from the various PSCs in Malaysia as stated above during the first nine months of 2012. In addition, the tax rates per barrel of oil lifted and sold from the new developments are lower, per the terms of our PSCs, while we recover our costs associated with these developments.

- Our DD&A rate increased 31% primarily due to the recognition of future development costs in the fourth quarter of 2011 associated with our offshore developments in Malaysia, which increased our 2012 DD&A rate but not the rate for the comparable period of 2011.

Commodity Derivative Income (Expense). The fluctuations in commodity derivative income (expense) from period-to-period are due to the volatility of oil and natural gas prices and changes in our outstanding hedging contracts during these periods.

Interest Expense. The following table presents information about interest expense for the indicated periods:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
	(In millions)			
Gross interest expense:				
Credit arrangements	$2	$5	$7	$9
Senior notes	25	—	48	—
Senior subordinated notes	26	38	98	114
Other	—	—	—	1
Total gross interest expense	53	43	153	124
Capitalized interest	(17)	(24)	(53)	(61)
Net interest expense	$36	$19	$100	$63

The increase in gross interest expense for the three and nine months ended September 30, 2012 as compared to the same periods of 2011 primarily resulted from the September 2011 issuance of $750 million aggregate principal amount of 5¾% Senior Notes due 2022, as well as the June 2012 issuance of $1 billion aggregate principal amount of 5 % Senior Notes due 2024, partially offset by the redemption in April 2012 of our $325 million 6 % Senior Subordinated Notes due 2014 and our July 2012 $550 million 6 % Senior Subordinated Notes due 2016. See Note 8, “Debt,” to our consolidated financial statements appearing earlier in this report. Interest expense related to unproved properties is capitalized into oil and gas properties.

Taxes. The effective tax rate was 26% for the third quarter of 2012 and 39% for the first nine months of 2012 compared to 37% for the same time periods in 2011. Our effective tax rate generally approximates 37%. The primary variance from these effective rates in 2012 is due to differing tax rates for permanent book-tax differences in our international business units combined with the income tax benefit received from our net loss for the three months ended September 30, 2012. Our effective tax rate for all periods was different than the federal statutory tax rate due to deductions that do not generate tax benefits, state income taxes and the differences between international and U.S. federal statutory rates.

Estimates of future taxable income can be significantly affected by changes in oil and natural gas prices; the timing, amount and location of future production; operating expenses; and capital costs.

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Liquidity and Capital Resources

We must find new and develop existing reserves to maintain and grow our production and cash flows. We accomplish this through successful drilling programs and property acquisitions. These activities require substantial capital expenditures. Lower prices for oil and natural gas may reduce the amount of oil and gas that we can economically produce, and can also affect the amount of cash flow available for capital expenditures and our ability to borrow and raise additional capital, as further described below.

We establish a capital budget at the beginning of each calendar year and review it during the course of the year. Our capital budgets (excluding acquisitions) are created based upon our estimate of internally generated sources of cash, which includes cash flows from operations and non-strategic asset sales. Approximately 90% of our expected 2012 domestic oil and gas production (excluding NGLs) supporting the current 2012 capital budget is hedged. Our 2012 capital budget, excluding capitalized interest and overhead of $210 million, is approximately $1.7 billion and focuses on projects with higher return on investment, which we believe generate and lay the foundation for oil production growth in 2012 and thereafter. Substantially all of the 2012 budget is allocated to oil or liquids-rich projects.

Actual capital expenditure levels may vary significantly due to many factors, including drilling results, oil and natural gas prices, industry conditions, the prices and availability of goods and services and the extent to which properties are acquired. We continue to screen for attractive acquisition opportunities; however, the timing and size of acquisitions are unpredictable. We believe we have the operational flexibility to react quickly with our capital expenditures to changes in circumstances and our cash flows from operations.

During the first nine months of 2012, we:

- received proceeds from the sale of non-strategic assets of $382 million;
- repurchased our $325 million aggregate principal of 6 % Senior Subordinated Notes due 2014;
- repurchased our $550 million aggregate principal of 6 % Senior Subordinated Notes due 2016; and
- issued $1 billion aggregate principal of 5 % Senior Notes due 2024.

We used a portion of the proceeds from the $1 billion Senior Notes offering combined with the proceeds from our non-strategic asset sale program to reduce borrowings outstanding under our credit arrangements, and as a result, at September 30, 2012, we had available borrowing capacity of $1.3 billion under our credit arrangements. We continue to market other non-strategic assets. On October 5, 2012, we announced the closing of the sale of our remaining assets in the Gulf of Mexico to W&T Offshore, Inc. for $208 million, subject to post-closing adjustments. We received $23 million of the purchase price during the third quarter of 2012. We expect to substantially fund our $1.7 billion 2012 capital program with cash flows from operations and the proceeds from non-strategic asset sales during the year. We believe that the Company’s liquidity position and our ability to generate cash flows from our asset portfolio will be adequate to fund current and long-term operations.

Credit Arrangements. We have a revolving credit facility that matures in June 2016 and provides for loan commitments of $1.25 billion from a syndicate of 13 financial institutions, led by JPMorgan Chase Bank, N.A., as agent. As of September 30, 2012, the largest individual commitment by any lender was 13% of total commitments.

In addition, subject to compliance with restrictive covenants in our credit facility, we also have a total of $195 million of borrowing capacity under money market lines of credit with various financial institutions, the availability of which is at the discretion of the financial institutions. For a more detailed description of the terms of our credit arrangements, please see Note 8, "Debt," to our consolidated financial statements appearing earlier in this report.

At October 22, 2012, we had oustanding borrowings of $100 million and $15 million of letters of credit under our credit facility and $11 million under our money market lines of credit. Our available borrowing capacity under our credit arrangements was approximately $1.3 billion, and we had $5 million of other undrawn letters of credit outstanding.

Senior and Senior Subordinated Notes. In April 2012, we redeemed our $325 million aggregate principal of 6 % Senior Subordinated Notes due 2014 at 101.1042% of the principal amount plus accrued interest, which included the payment of an early redemption premium of $4 million. This premium was recorded under the caption "Other income (expenses) – Other" on our consolidated statement of net income. The repayment of the outstanding principal balance of $325 million was funded through the use of our revolving credit facility.

In June 2012, we issued $1 billion of 5 % Senior Notes due 2024 and received proceeds of $990 million (net of offering costs of approximately $10 million). These notes were issued at par to yield 5 %. We used a portion of the net proceeds to repay borrowings outstanding under our credit facility and money market lines of credit.

In July 2012, we redeemed our $550 million aggregate principal amount of 6 % Senior Subordinated Notes due 2016 and paid an early redemption premium of $14 million. We funded the redemption with a portion of the proceeds from our June 2012 Senior Notes issuance. The premium was recorded under the caption "Other income (expenses) – Other" on our consolidated statement of net income.

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Working Capital. Our working capital balance fluctuates as a result of the timing and amount of borrowings or repayments under our credit arrangements and changes in the fair value of our outstanding commodity derivative instruments. Without the effects of commodity derivative instruments, we typically have a working capital deficit or a relatively small amount of positive working capital. Although we anticipate that our 2012 capital spending (excluding acquisitions) will correspond with our anticipated 2012 cash flows from operations and property sales proceeds, we may borrow and repay funds under our credit arrangements throughout the year since the timing of expenditures and the receipt of cash flows from operations do not necessarily match.

At September 30, 2012, we had negative working capital of $40 million compared to negative working capital of $157 million at December 31, 2011. The changes in our working capital are primarily a result of the timing of the collection of receivables, drilling activities, payments made by us to vendors and other operators and the timing and amount of advances received from our joint operations.

Cash Flows from Operations. Cash flows from operations are our primary source of capital and liquidity and are primarily affected by production and commodity prices, net of the effects of settlements of our derivative contracts and changes in working capital. We sell substantially all of our oil and gas production under floating price, market sensitive contracts. We generally hedge a substantial, but varying, portion of our anticipated future oil and gas production for the next 36 months. See "—Oil and Gas Hedging" below.

We typically receive the cash associated with oil and gas sales within 45-60 days of production. As a result, cash flows from operations and income from operations generally correlate, but cash flows from operations are impacted by changes in working capital and are not affected by DD&A, ceiling test writedowns, other impairments, or other non-cash charges or credits.

Our net cash flows from operations were $804 million for the nine months ended September 30, 2012, a decrease of $369 million compared to net cash flows from operations of $1.2 billion for the same period in 2011, primarily due to working capital changes. Our working capital requirements change each period as a result of the timing of drilling activities, receivable collections from purchasers and joint interest partners, payments made by us to vendors and other operators, the timing and amount of advances received from our joint operations and the change in net cash receipts on derivative settlements.

Cash Flows from Investing Activities. Net cash used in investing activities for the nine months ended September 30, 2012 was $921 million compared to $1.8 billion for the same period in 2011.

During the nine months ended September 30, 2012, we:

- spent approximately $1.3 billion (including $9 million for acquisitions of oil and gas properties); and
- received proceeds of $382 million from sales of oil and gas properties.

During the nine months ended September 30, 2011, we:

- spent approximately $2.0 billion (including $299 million for acquisitions of oil and gas properties);
- received proceeds of $202 million from sales of oil and gas properties; and
- redeemed investments of $1 million.

Cash Flows from Financing Activities. Net cash provided by financing activities for the nine months ended September 30, 2012 were $166 million compared to $661 million for the same period in 2011.

During the nine months ended September 30, 2012, we:

- borrowed and repaid $2.3 billion under our credit arrangements;
- issued $1 billion aggregate principal amount of 5 % Senior Notes due 2024 at par and paid approximately $10 million in associated debt issue costs;
- repaid our $325 million aggregate principal amount of 6 % Senior Subordinated Notes due 2014;
- repaid our $550 million aggregate principal amount of 6 % Senior Subordinated Notes due 2016;
- received proceeds of $1 million from the issuance of shares of our common stock upon the exercise of stock options; and
- repurchased $10 million of our common stock surrendered by employees to pay tax withholding upon the vesting of restricted stock and restricted stock unit awards.

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During the nine months ended September 30, 2011, we:

- borrowed $3.1 billion and repaid $3.2 billion under our credit arrangements;
- issued $750 million aggregate principal amount of our 5¾% Senior Notes due 2022 at 99.956% of par and paid approximately $8 million in associated debt issue costs;
- paid approximately $8 million in debt issue costs associated with our new revolving credit facility;
- received proceeds of $12 million from the issuance of shares of our common stock upon the exercise of stock options; and
- repurchased $18 million of our common stock surrendered by employees to pay tax withholding upon the vesting of restricted stock and restricted stock unit awards.

Capital Expenditures. Our capital investments of $1.4 billion for the first nine months of 2012 decreased 22% from our capital investments of $1.8 billion during the same period of 2011. These amounts exclude acquisitions for the first nine months of 2012, which were immaterial, and $299 million during the same period of 2011 and recorded asset retirement obligations of $14 million and $9 million in the respective periods. Of the total $1.4 billion spent during the first nine months of 2012, we invested $991 million in domestic exploitation and development, $174 million in domestic exploration (exclusive of exploitation and leasehold activity), $59 million in leasing domestic proved and unproved property (leasehold) and $174 million outside the United States. Of the total $1.8 billion spent during the first nine months of 2011, we invested $1.2 billion in domestic exploitation and development, $182 million in domestic exploration (exclusive of exploitation and leasehold activity), $117 million in leasing domestic proved and unproved property (leasehold) and $249 million outside the United States.

We have budgeted approximately $1.7 billion for capital spending in 2012. The planned budget excludes capitalized interest and overhead of $210 million, as well as acquisitions. Substantially all of the 2012 budget is allocated to oil or liquids-rich projects. Actual levels of capital expenditures may vary significantly due to many factors, including drilling results, oil and natural gas prices, industry conditions, the prices and availability of goods and services and the extent to which properties are acquired.

Contractual Obligations

We have various contractual obligations in the normal course of our operations. For further information, please see “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Contractual Obligations” in our Annual Report on Form 10-K for the year ended December 31, 2011. Significant changes in our contractual obligations during 2012 include the following:

- In January 2012, we executed an agreement to provide 20,000 barrels of oil per day (approximately 7,300 MBbls per year) of refining capacity that spans a ten-year period with commitments commencing in January 2014.
- In April 2012, we redeemed our $325 million aggregate principal of 6 % Senior Subordinated Notes due 2014 at 101.1042% of the principal amount plus accrued interest. This terminates the related semi-annual interest payments of approximately $11 million that were scheduled through September 2014.
-

In June 2012, we issued $1 billion of 5 % Senior Notes due 2024. These notes were issued at par to yield 5 %. The semi-annual interest payments of approximately $28 million associated with these notes are scheduled to commence in January 2013.

- In July 2012, we completed the tender and redemption of our $550 million aggregate principal of 6 % Senior Subordinated Notes due 2016. This terminates the related semi-annual interest payments of approximately $18 million that were scheduled through April 2016.

Oil and Gas Hedging

As part of our risk management program, we generally hedge a substantial, but varying, portion of our anticipated future oil and gas production for the next 36 months to reduce our exposure to fluctuations in oil and natural gas prices. In the case of significant acquisitions, we may hedge acquired production for a longer period. In addition, we may utilize basis contracts to hedge the differential between the NYMEX Henry Hub posted prices and those of our physical pricing points. Reducing our exposure to price volatility helps ensure that we have adequate funds available for our capital programs and helps us manage returns on some of our acquisitions and more price sensitive drilling programs. Our decision on the quantity and price at which we choose to hedge our future production is based in part on our view of current and future market conditions.

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While the use of these hedging arrangements limits the downside risk of adverse price movements, their use also may limit future benefits from favorable price movements. In addition, the use of hedging transactions may involve basis risk. All of our hedging transactions have been carried out in the over-the-counter market. The use of hedging transactions also involves the risk that the counterparties will be unable to meet the financial terms of such transactions. Our derivative contracts are with multiple counterparties to minimize our exposure to any individual counterparty, and we have netting arrangements with all of our counterparties that provide for offsetting payables against receivables from separate hedging arrangements with that counterparty. At September 30, 2012, six of our 14 counterparties accounted for approximately 85% of our estimated future hedged production with no single counterparty accounting for more than 25% of that production.

The counterparties to the majority of our derivative instruments also are lenders under our credit facility. Our credit facility, senior notes, senior subordinated notes and substantially all of our hedging arrangements contain provisions that provide for cross defaults and acceleration of those debt and hedging instruments in certain situations.

Substantially all of our hedging transactions are settled based upon reported settlement prices on the NYMEX. Historically, a majority of our hedged oil and gas production has been sold at market prices that have had a high positive correlation to the settlement price for such hedges.

The price that we receive for natural gas production from the Gulf of Mexico and onshore Gulf Coast, after basis differentials, transportation and handling charges, typically averages \$0.25-\$0.50 per MMBtu less than the Henry Hub Index. Realized natural gas prices for our Mid-Continent properties, after basis differentials, transportation and handling charges, typically average 94-98% of the Henry Hub Index. In the Rocky Mountains, we hedged basis associated with approximately 1 Bcf of our natural gas production from October 2012 through December 2012 to lock in the differential at a weighted average of \$0.91 per MMBtu less than the Henry Hub Index. In total, this hedge and the 8,000 MMBtus per day we have sold on a fixed physical basis for the same period results in an average basis hedge of \$0.91 per MMBtu less than the Henry Hub Index. In the Mid-Continent, we have hedged basis associated with approximately 4 Bcf of our anticipated natural gas production from the Stiles/Britt Ranch area for the period October 2012 through December 2012 at an average of \$0.55 per MMBtu less than the Henry Hub Index.

The price we receive for our Gulf Coast oil production, excluding NGLs, typically averages about 95-100% of the NYMEX West Texas Intermediate (WTI) price. The price we receive for our oil production in the Rocky Mountains, excluding NGLs, is currently averaging about \$16-\$18 per barrel below the WTI price. Oil production from our Mid-Continent properties, excluding NGLs, typically averages 90-95% of the WTI price. Crude oil from our operations in Malaysia typically sells at a slight discount to Tapis, or about 110-115% of WTI. Crude oil from our operations in China typically sells at \$10-\$15 per barrel greater than the WTI price.

Please see the discussion and tables in Note 4, “Derivative Financial Instruments,” to our consolidated financial statements appearing earlier in this report for a description of the accounting applicable to our hedging program, a listing of open contracts as of September 30, 2012 and the estimated fair market value of those contracts as of that date.

Accounting for Hedging Activities. We do not designate price risk management activities as accounting hedges. Because hedges not designated for hedge accounting are accounted for on a mark-to-market basis, we have in the past experienced, and are likely in the future to experience non-cash volatility in our reported earnings during periods of commodity price volatility. As of September 30, 2012, we had net derivative assets of \$75 million, of which 35%, based on total hedged volumes, was measured based upon our valuation model (i.e. Black-Scholes) and, as such, is classified as a Level 3 fair value measurement. We value these contracts using a model that considers various inputs including (a) quoted forward prices for commodities, (b) time value, (c) volatility factors, (d) counterparty credit risk and (e) current market and contractual prices for the underlying instruments. As a result, the value of these contracts at their respective settlement dates could be significantly different than the fair value as of September 30, 2012. We utilize credit default swap values to assess the impact of non-performance risk when evaluating both our liabilities to and receivables from counterparties. Please see "— Critical Accounting Policies and Estimates — Commodity Derivative Activities" in Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2011 and Note 4, "Derivative Financial Instruments," and Note 7, "Fair Value Measurements," to our consolidated financial statements appearing earlier in this report for a discussion of the accounting applicable to our oil and gas derivative contracts.

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Other Factors. Please see “Risk Factors” in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2011 and Item 1A below for a discussion of other factors that affect our business, financial condition and results of operations. This report should be read together with those discussions.

New Accounting Requirements

In May 2011, the FASB issued additional guidance regarding fair value measurement and disclosure requirements. The most significant change requires us, for Level 3 fair value measurements, to disclose quantitative information about unobservable inputs used, a description of the valuation processes used and a qualitative discussion about the sensitivity of the measurements. The guidance is effective for interim and annual periods beginning on or after December 15, 2011. Adopting the additional fair value measurement and disclosure requirements did not have a material impact on our financial position or results of operations.

In December 2011, the FASB issued guidance regarding the disclosure of offsetting assets and liabilities. The guidance will require disclosure of gross information and net information about instruments and transactions eligible for offset arrangement. The guidance is effective for interim and annual periods beginning on or after January 1, 2013. We do not expect adoption of the additional disclosures regarding offsetting assets and liabilities to have a material impact on our financial position or results of operations.

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Forward-Looking Information

This report contains information that is forward-looking or relates to anticipated future events or results, such as planned capital expenditures, the availability and sources of capital resources to fund capital expenditures and other plans and objectives for future operations. Forward-looking information is typically identified by use of terms such as "may," "believe," "expect," "anticipate," "intend," "estimate," "project," "target," "goal," "plan," "should," "will," "predict," " expressions that convey the uncertainty of future events or outcomes. Although we believe that these expectations are reasonable, this information is based upon assumptions and anticipated results that are subject to numerous uncertainties and risks. Actual results may vary significantly from those anticipated due to many factors, including:

- oil and natural gas prices and demand;
- operating hazards inherent in the exploration for and production of oil and natural gas;
- general economic, financial, industry or business trends or conditions;
- the impact of, and changes in, legislation, law and governmental regulations;
- the impact of regulatory approvals;
- the availability of the securities, capital or credit markets and the cost of capital to fund our operations and business strategies;
- the ability and willingness of current or potential lenders, hedging contract counterparties, customers and working interest owners to fulfill their obligations to us or to enter into transactions with us in the future on terms that are acceptable to us;
- the availability of transportation and refining capacity for the crude oil we produce in the Uinta Basin;
- drilling risks and results;
- the prices of goods and services;
- the availability of drilling rigs and other support services;
- global events that may impact our domestic and international operating contracts, markets and prices;
- labor conditions;
- weather conditions;
- environmental liabilities that are not covered by an effective indemnity or insurance;
- competitive conditions;
- civil or political unrest in a region or country;
- our ability to monetize non-strategic assets, pay debt and the impact of changes in our investment ratings;

- electronic, cyber or physical security breaches;
- changes in tax rates;
- uncertainties and changes in estimates of reserves;
- the effect of worldwide energy conservation measures;
- the price and availability of, and demand for, competing energy sources; and
- the additional factors discussed elsewhere in our public filings and press releases, including the factors dissussed in "Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates” included in our 2011 Annual Report on Form 10-K and the "Risk Factors" set forth below in Item 1A of this report.

All forward-looking statements in this report, as well as all other written and oral forward-looking statements attributable to us or persons acting on our behalf, are expressly qualified in their entirety by the cautionary statements contained in this section and elsewhere in this report. These factors are not necessarily all of the important factors that could affect us. Use caution and common sense when considering these forward-looking statements. Unless securities laws require us to do so, we do not undertake any obligation to publicly correct or update any forward-looking statements whether as a result of changes in internal estimates or expectations, new information, subsequent events or circumstances or otherwise.

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Commonly Used Oil and Gas Terms

Below are explanations of some commonly used terms in the oil and gas business.

Barrel or Bbl. One stock tank barrel, or 42 U.S. gallons liquid volume.

Basis risk. The risk associated with the sales point price for oil or gas production varying from the reference (or settlement) price for a particular hedging transaction.

Bcf. Billion cubic feet.

Bcfe. Billion cubic feet equivalent, determined using the ratio of six Mcf of natural gas to one barrel of crude oil or condensate.

BOEPD. Barrels of oil equivalent per day.

BOPD. Barrels of oil per day.

Btu. British thermal unit, which is the heat required to raise the temperature of a one-pound mass of water from 58.5 to 59.5 degrees Fahrenheit.

Field. An area consisting of a single reservoir or multiple reservoirs all grouped on or related to the same individual geological structural feature or stratigraphic condition.

FPSO. A floating production, storage and off-loading vessel commonly used overseas to produce oil from locations where pipeline infrastructure is not available.

MBbls. One thousand barrels of crude oil or other liquid hydrocarbons.

Mcf. One thousand cubic feet.

Mcfe. One thousand cubic feet equivalent, determined using the ratio of six Mcf of natural gas to one barrel of crude oil or condensate.

MMBtu. One million Btus.

MMMBtu. One billion Btus.

NGL. Natural gas liquid.

NYMEX. The New York Mercantile Exchange.

NYMEX Henry Hub. Henry Hub is the major exchange for pricing natural gas futures on the New York Mercantile Exchange. It is frequently referred to as the Henry Hub Index.

Proved reserves. Proved reserves are those quantities of oil and natural gas, which, by analysis of geoscience and engineering data, can be estimated with reasonable certainty to be economically producible – from a given date forward, from known reservoirs and under existing economic conditions, operating methods and government regulations – prior to the time at which contracts providing the right to operate expire, unless evidence indicates that renewal is reasonably certain, regardless of whether deterministic or probabilistic methods are used for the estimation. The project to extract the hydrocarbons must have commenced or the operator must be reasonably certain that it will commence the project within a reasonable time.

Working interest. The operating interest that gives the owner the right to drill, produce and conduct operating activities on the property and a share of production.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risk from changes in oil and natural gas prices, interest rates and foreign currency exchange rates as discussed below.

Oil and Natural Gas Prices

As part of our risk management program, we generally hedge a substantial, but varying, portion of our anticipated future oil and gas production for the next 36 months to reduce our exposure to fluctuations in oil and natural gas prices. In the case of significant acquisitions, we may hedge acquired production for a longer period. In addition, we may utilize basis contracts to hedge the differential between NYMEX Henry Hub posted prices and those of our physical pricing points. Reducing our exposure to price volatility helps ensure that we have adequate funds available for our capital programs and helps us manage returns on some of our acquisitions and more price sensitive drilling programs. Our decision on the quantity and price at which we choose to hedge our production is based in part on our view of current and future market conditions. While the use of hedging arrangements limits the downside risk of adverse price movements, their use also may limit future benefits from favorable price movements. In addition, the use of hedging transactions may involve basis risk. All of our hedging transactions have been carried out in the over-the-counter market. The use of hedging transactions also involves the risk that the counterparties, which generally are financial institutions, will be unable to meet the financial terms of such transactions. Our derivative contracts are with multiple counterparties to minimize our exposure to any individual counterparty. For a further discussion of our hedging activities, see the information under the caption “Oil and Gas Hedging” in Item 2 of this report and the discussion and tables in Note 4, “Derivative Financial Instruments,” to our consolidated financial statements appearing earlier in this report.

Interest Rates

At September 30, 2012, our debt was comprised of:

	Fixed Rate Debt	Variable Rate Debt
	(In millions)	
Revolving credit facility	$—	$145
5¾% Senior Notes due 2022	750	—
5 % Senior Notes due 2024	1,000	—
7 % Senior Subordinated Notes due 2018	600	—
6 % Senior Subordinated Notes due 2020	695	—
Total debt	$3,045	$145

We consider our interest rate exposure to be minimal because approximately 95% of our obligations were at fixed rates. Our variable rate debt is currently at an interest rate of 2%.

Foreign Currency Exchange Rates

The functional currency for all of our foreign operations is the U.S. dollar. To the extent that business transactions in these countries are not denominated in the respective country’s functional currency, we are exposed to foreign currency exchange risk. We consider our current risk exposure to exchange rate movements, based on net cash flows, to be immaterial. We did not have any open derivative contracts relating to foreign currencies at September 30, 2012.

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Item 4. Controls and Procedures

Disclosure Controls and Procedures

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of September 30, 2012.

Changes in Internal Control over Financial Reporting

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, of our internal control over financial reporting to determine whether any changes occurred during the third quarter of 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Based on that evaluation, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II

Item 1. Legal Proceedings

In August 2010, we received a Notice of Violation (NOV) from the Environmental Protection Agency (EPA) alleging that we failed to provide adequate financial assurance for water injection wells falling under EPA jurisdiction that are located at our Monument Butte field in Duchesne County, Utah (Monument Butte). The injection wells are part of an enhanced oil recovery project designed to optimize production from Monument Butte. Regulations under the Safe Drinking Water Act, or SDWA, require operators of injection wells to file proof of financial assurance annually to cover the costs to plug and abandon the injection wells. The NOV alleges that our 2010 and 2009 filings (for 2009 and 2008) did not meet the financial ratio tests that are acceptable as one form of required financial assurance under SDWA regulations. The NOV was completely administrative in nature and did not contain any allegations of environmental spills, releases or pollution. Upon receipt of the NOV, we promptly complied with the EPA's request to put in place alternate financial assurance for the wells even though we in fact believed we did meet the financial ratio tests. We held preliminary discussions with the EPA regarding potential settlement of this matter; however, the EPA determined that the NOV could not be resolved within the EPA's settlement authority under the SDWA and required a referral to the Department of Justice (DOJ). We intend to vigorously defend against the DOJ's allegations. Although the outcome of this matter cannot be predicted with certainty, we do not expect it to have a material adverse effect on our financial position, cash flows or results of operations.

Item 1A. Risk Factors

The following risk factors update, and should be considered in addition to, the risk factors previously reported in our Annual Report on Form 10-K for the year ended December 31, 2011.

Federal legislation regarding derivatives could have an adverse effect on our ability and cost of entering into derivative transactions.

On July 21, 2010, President Obama signed into law the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Reform Act), which, among other provisions, establishes federal oversight and regulation of the over-the-counter derivatives market and entities, such as Newfield, that participate in that market. The Dodd-Frank Reform Act is intended to reduce the risk of future financial crises and to make major changes to the U.S. financial regulatory system. While the Dodd-Frank Reform Act technically became effective on July 16, 2011, many provisions of the new law required the subsequent issuance of final rules by the Commodity Futures Trading Commission (CFTC) and SEC before those provisions become effective.

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Of the final rules issued to date, some of the most significant rules implement new core principles for mandatory clearing and exchange trading requirements and institute a new customer margin segregation regime for cleared swaps. Moreover, on July 10, 2012, the CFTC and SEC adopted a final rule defining what constitutes a "swap" under the Dodd-Frank Reform Act and the other implemented final rules. The rulemaking also finalized the compliance dates for previously promulgated final rules (e.g. October 12, 2012), including the registration of swap dealers and major swap participants, required reporting of swap transactions to a swap data repository, and the implementation of aggregate position limits, which were contingent upon the adoption of the final "swap" definition.

The CFTC had previously issued a final rule in 2011 on position limits for certain futures and option contracts in the major energy markets and for swaps that are their economic equivalents. Certain bona fide hedging transactions or positions would be exempt from these position limits. However, a recent ruling by a federal district court vacated and remanded the regulations back to the CFTC for additional rulemaking action on the grounds that the CFTC did not comply with the Dodd-Frank Reform Act's statutory instruction to demonstrate the necessity of position limits before imposing them.

There are substantial costs associated with the Dodd-Frank Reform Act that create disincentives for end-users like Newfield to reasonably hedge their commercial risk associated with anticipated production of oil and gas. As a result, the Dodd-Frank Reform Act, as implemented by final CFTC rule on July 10, 2012, contains an exception from the clearing requirement that is intended to be available to end-users at their election. The optional exception from the mandatory clearing and trading requirement is available to qualifying end-users under certain circumstances when the following conditions are satisfied: (i) end-user is not a financial entity; (ii) the swap is hedging or mitigating commercial risk; and (iii) the end-user satisfies certain notification and reporting obligations.

The CFTC end-user exception rule technically became effective on September 17, 2012. However, the CFTC noted that compliance will not be necessary or possible until swaps become subject to the clearing requirement. On July 24, 2012, the CFTC proposed the first set of swaps subject to mandatory clearing. Final rules determining which other swaps are subject to mandatory clearing and trading and final rules implementing swap execution facilities are expected by the end of 2012.

The Dodd-Frank Reform Act and any subsequent final rules and regulations promulgated by CFTC or SEC could significantly increase the cost of derivative contracts (including through requirements to post collateral which could adversely affect our available liquidity), materially alter the terms of derivative contracts, reduce the availability of derivatives to protect against risks we encounter, reduce our ability to monetize or restructure existing derivative contracts, and increase our potential exposure to less creditworthy counterparties. If we reduce our use of derivatives or commodity prices decline as a result of the legislation and regulations, our results of operations may become more volatile and cash flows may be less predictable, which could adversely affect our ability to plan for and fund capital expenditures, our results of operations, or our cash flows.

The potential adoption of federal, state and local legislative and regulatory initiatives related to hydraulic fracturing could result in operating restrictions or delays in the completion of oil and gas wells.

Hydraulic fracturing is an essential and common practice in the oil and gas industry used to stimulate production of natural gas and/or oil from dense subsurface rock formations. We routinely apply hydraulic-fracturing techniques on almost all of our U.S. onshore oil and natural gas properties, including our unconventional resource plays in the Woodford Shale of Oklahoma, the Granite Wash of Texas and Oklahoma, the Uinta Basin of Utah and the Eagle Ford and Pearsall shales of southwest Texas, which represented approximately 82% of our proved reserves and approximately 89% of our probable reserves at year-end 2011. Hydraulic fracturing involves using water, sand, and certain chemicals to fracture the hydrocarbon-bearing rock formation to allow flow of hydrocarbons into the wellbore.

As explained in more detail below, the hydraulic fracturing process is typically regulated by state oil and natural gas agencies, although the EPA, the Bureau of Land Management (BLM) and other federal regulatory agencies have taken steps to impose federal regulatory requirements. Certain states in which we operate, have adopted, and other states are considering adopting, regulations that could impose more stringent permitting, public disclosure, and well construction requirements on hydraulic fracturing operations or otherwise seek to ban fracturing activities altogether. For example, Texas adopted a law in June 2011 requiring disclosure to the Railroad Commission of Texas (RCT) and the public of certain information regarding the components used in the hydraulic fracturing process, and the RCT adopted rules regarding the same in December 2011. On September 11, 2012, the RCT approved new regulations relating to the commercial recycling of produced water and/or hydraulic fracturing flowback fluid.

In the past three years, news reports indicate that at least 23 states have approved or considered additional legislative mandates or administrative rules on hydraulic fracturing. In addition to state laws, local land use restrictions, such as city ordinances, may restrict or prohibit the performance of well drilling in general and/or hydraulic fracturing in particular. In the event state, local, or municipal legal restrictions are adopted in areas where we are currently conducting operations, or in the future plan to conduct operations, we may incur additional costs to comply with such requirements that may be significant in nature, experience delays or curtailment in the pursuit of exploration, development, or production activities, and perhaps even be precluded from the drilling of wells.

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Notwithstanding state regulatory requirements relating to hydraulic fracturing, there are steps by federal governmental agencies that are either underway or are being proposed that focus on environmental aspects of hydraulic fracturing practices. The White House Council on Environmental Quality is coordinating an administration-wide review of hydraulic fracturing practices, and a committee of the United States House of Representatives has conducted an investigation of hydraulic fracturing practices. The EPA has asserted federal regulatory authority over certain hydraulic fracturing activities involving diesel under the Safe Drinking Water Act and recently released draft permitting guidance for hydraulic fracturing activities using diesel. Further, on November 23, 2011, the EPA announced that it was granting in part a petition to initiate rulemaking under the Toxic Substances Control Act, relating to chemical substances and mixtures used in oil and gas exploration and production. In addition, on May 11, 2012, the BLM issued a proposed rule that that would require the public disclosure of chemicals used in hydraulic fracturing operations, set requirements for well-bore integrity and establish flowback water standards for all hydraulic fracturing operations on federal public lands and American Indian Tribal lands. The proposed rule also requires that an operator certify, in writing, that (a) the stimulation design complies with all federal, state, tribal and local regulations; (b) the stimulation was completed in accordance with the design approved by BLM and all applicable regulations; and (c) the well-bore integrity was maintained during the fracturing process and flowback water was properly stored, treated and disposed.   Furthermore, a number of federal agencies are analyzing, or have been requested to review, a variety of environmental issues associated with hydraulic fracturing. The EPA has commenced a study of the potential environmental effects of hydraulic fracturing on drinking water and groundwater, with initial results expected to be available by late 2012 and final results by 2014. In addition, the U.S. Department of Energy has conducted an investigation into practices the agency could recommend to better protect the environment from drilling using hydraulic fracturing completion methods. In a November 18, 2011 report, the Shale Gas Subcommittee of the Secretary of Energy Advisory Board issued 20 recommendations to federal agencies, states, and private entities that are intended to reduce the environmental impact and assure the safety of shale gas production.

Given the heightened awareness regarding the use of hydraulic fracturing, it is possible that regulatory agencies or private parties may suggest that hydraulic fracturing has caused groundwater contamination, whether or not such allegations are accurate. For example, on December 8, 2011, the EPA released a preliminary report indicating that hydraulic fracturing is responsible for groundwater contamination in Pavillion, Wyoming, although the EPA's draft report has been hotly criticized as ignoring certain facts and utilizing incorrect data. In addition, the EPA has alleged in an enforcement action against an operator in Texas that the operator contaminated local groundwater wells, although the RCT found after an evidentiary hearing that the operator was not responsible for the contamination. Thus, regulatory agencies or private parties alleging groundwater contamination linked to hydraulic fracturing could trigger defense costs in administrative or civil litigation to rebut the allegations.

Additionally, certain members of the Congress have called upon (a) the U.S. Government Accountability Office to investigate how hydraulic fracturing might adversely affect water resources, (b) the SEC to investigate the natural gas industry and any possible misleading of investors or the public regarding the economic feasibility of pursuing natural gas deposits in shales by means of hydraulic fracturing, and (c) the U.S. Energy Information Administration to provide a better understanding of that agency's estimates regarding natural gas reserves, including reserves from shale formations, as well as uncertainties associated with those estimates. These on-going or proposed studies, depending on their degree of pursuit and any meaningful results obtained, could spur initiatives to further regulate hydraulic fracturing under the Safe Drinking Water Act or other regulatory mechanisms.

Further, on August 16, 2012, the EPA approved final regulations under the federal Clean Air Act that establish new air emission controls for oil and natural gas production and natural gas processing operations. Specifically, the EPA finalized rules under the New Source Performance Standards (NSPS) and National Emission Standards for Hazardous Air Pollutants (NESHAPS) programs. The EPA regulations include NSPS standards for completions of hydraulically-fractured gas wells. Before January 1, 2015, these standards require owners/operators to reduce volatile organic compound emissions from natural gas not sent to the gathering line during well completion either by flaring using a completion combustion device or by capturing the gas using green completions. After January 1, 2015, operators must capture the gas and make it available for use or sale, which can be done through the use of green completions. The standards are applicable to newly drilled and fractured wells as well as existing wells that are refractured. Further, the regulations under NESHAPS include specific new requirements, effective in 2012, for emissions from compressors, controllers, dehydrators, storage tanks, gas processing plants and certain other equipment. We are currently evaluating the effect these regulations could have on our business. Compliance with such regulations could result in additional costs, including increased capital expenditures and operating costs, for us and our customers which may adversely impact our business.

Based on the foregoing, increased regulation and attention given to the hydraulic-fracturing process from federal agencies, various states and local governments could lead to greater opposition, including litigation, to oil and gas production activities using hydraulic-fracturing techniques. Additional legislation or regulation could also lead to operational delays or increased operating costs in the production of oil and natural gas, including from the developing shale plays, or could make it more difficult to perform hydraulic fracturing. The adoption of any federal, state or local laws or the implementation of regulations regarding hydraulic fracturing could potentially cause a decrease in the completion of new oil and gas wells and increased compliance costs and time, which could adversely affect our financial position, results of operations and cash flows.

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We are subject to complex laws and regulatory actions that can affect the cost, manner, feasibility or timing of doing business.

Existing and potential regulatory actions could increase our costs and reduce our liquidity, delay our operations or otherwise alter the way we conduct our business. Exploration and development and the production and sale of oil and gas are subject to extensive federal, state, local and international regulation. We may be required to make large expenditures to comply with environmental and other governmental regulations. Matters subject to regulation include:

- the amounts and types of substances and materials that may be released into the environment;
- response to unexpected releases to the environment;
- reports and permits concerning exploration, drilling, production and other operations;
- the spacing of wells;
- unitization and pooling of properties;
- calculating royalties on oil and gas produced under federal and state leases; and
- taxation

Under these laws, we could be liable for personal injuries, property damage, oil spills, discharge of hazardous materials, remediation and clean-up costs, natural resource damages and other environmental damages. We also could be required to install expensive pollution control measures or limit or cease activities on lands located within wilderness, wetlands or other environmentally or politically sensitive areas. In addition, failure to comply with these laws may result in the suspension or termination of our operations and subject us to administrative, civil and criminal penalties as well as the imposition of corrective action orders. Any such liabilities, penalties, suspensions, terminations or regulatory changes could have a material adverse effect on our financial condition, results of operations or cash flows.

Further, changes to existing environmental regulations, or the adoption of new regulations, may unfavorably impact us, our suppliers or our customers. For example, governments around the world have become increasingly focused on regulating greenhouse gas (GHG) emissions in some manner. In the absence of federal regulation to address climate change, the U.S. EPA has taken action to regulate GHGs under the existing requirements of the Clean Air Act. The EPA has adopted rules requiring the reporting of GHG emissions from specified large GHG emission sources in the United States on an annual basis, beginning in 2011 for emissions occurring after January 1, 2010, as well as from certain onshore oil and natural gas production, processing, transmission, storage and distribution facilities on an annual basis, beginning in 2012 for emissions occurring in 2011. The new regulations could impact certain facilities in which we have interests (legal, equitable, operated or non-operated) by increasing the regulatory reporting requirements.

In December 2009, the EPA issued an endangerment finding concluding that the current and projected concentrations of GHGs in the atmosphere from motor vehicles threaten the public health and welfare of current and future generations. The finding required the EPA to regulate GHG emissions from new cars and light trucks under the Clean Air Act and to develop and apply relevant GHG permitting programs to large stationary sources. On January 2, 2011, the EPA initiated Prevention of Significant Deterioration (PSD) permitting requirements for carbon dioxide and other GHGs from large and modified stationary sources. Permits limiting GHGs have been issued for a variety of new or modified facilities under the Clean Air Act PSD program. GHG emissions also trigger Title V operating permit requirements for new and existing sources that exceed certain emission thresholds. The PSD permitting requirement is triggered when a new or modified facility emits specified levels of GHGs (e.g., 75,000-100,000 tons per year). Emission levels in excess of these thresholds can then trigger preconstruction permit requirements and application of best available control technology (BACT) as determined on a source-by-source basis. In most cases, based on cost, the BACT compliance option selected for GHGs is increased energy efficiency.

In addition, the U.S. Congress continues to consider adopting market or tax mechanisms to reduce emissions of GHG. Any such legislation or regulatory programs, depending on design and scope, could increase the cost of oil and gas production. Some states like California have already taken measures to reduce GHG emissions through a mixture of regulatory programs, including a low carbon fuel standard and cap and trade market.

Further, the U.S. Congress has previously proposed legislation that would directly impact our industry. In response to the 2010 Macondo incident in the Gulf of Mexico, the U.S. Congress was considering a number of legislative proposals relating to the upstream oil and gas industry both onshore and offshore that could result in significant additional laws or regulations governing our operations in the United States, including a proposal to raise or eliminate the cap on liability for oil spill cleanups under the Oil Pollution Act of 1990.

These and other potential regulations, if introduced and passed in Congress, could increase our costs, reduce our liquidity, delay our operations or otherwise alter the way we conduct our business, negatively impacting our financial condition, results of operations and cash flows. See also "— The potential adoption of federal, state and local legislative and regulatory initiatives related to hydraulic fracturing could result in operating restrictions or delays in the completion of oil and gas wells."

Although it is not possible at this time to predict whether proposed legislation or regulations will be adopted as initially written, if at all, or how legislation or new regulation that may be adopted would impact our business, any such future laws and regulations could result in increased compliance costs or additional operating restrictions. Additional costs or operating restrictions associated with legislation or regulations could have a material adverse effect on our operating results and cash flows, in addition to the demand for the natural gas and other hydrocarbon products that we produce.

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Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table sets forth certain information with respect to repurchases of our common stock during the three months ended September 30, 2012.

Period	Total Number of Shares Purchased(1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares that May Yet be Purchased Under the Plans or Programs
July 1 - July 31, 2012	5,483	$ 30.40	—	—
August 1 - August 31, 2012	89,705	31.65	—	—
September 1 - September 30, 2012	3,476	32.32	—	—
Total	98,664	$ 31.61	—	—

(1) All of the shares repurchased were surrendered by employees to pay tax withholding upon the vesting of restricted stock awards and restricted stock units. These repurchases were not part of a publicly announced program to repurchase shares of our common stock.

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Item 6. Exhibits

Exhibit Number	Description
3.1	Third Restated Certificate of Incorporation of Newfield (incorporated by reference to Exhibit 3.1 to Newfield's Annual Report on Form 10-K for the year ended December 31, 2011 (File No. 1-12534))
3.2	Amended and Restated Bylaws of Newfield (incorporated by reference to Exhibit 3.2 to Newfield's Current Report on Form 8-K filed with the SEC on February 6, 2009 (File No. 1-12534))
4.1	Sixth Supplemental Indenture, dated as of July 3, 2012, to the Subordinated Indenture, dated as of December 10, 2001, between Newfield and U.S. Bank National Association (as successor to Wachovia Bank, National Association (formerly First Union National Bank)), as Trustee (incorporated by reference to Exhibit 4.1 to Newfield's Current Report on Form 8-K filed with the SEC on July 3, 2012 (File No. 1-12534))
*31.1	Certification of Chief Executive Officer of Newfield pursuant to 15 U.S.C. Section 7241, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
*31.2	Certification of Chief Financial Officer of Newfield pursuant to 15 U.S.C. Section 7241, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
*32.1	Certification of Chief Executive Officer of Newfield pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
*32.2	Certification of Chief Financial Officer of Newfield pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
*101.INS	XBRL Instance Document
*101.SCH	XBRL Schema Document
*101.CAL	XBRL Calculation Linkbase Document
*101.LAB	XBRL Label Linkbase Document
*101.PRE	XBRL Presentation Linkbase Document
*101.DEF	XBRL Definition Linkbase Document

* Filed herewith.

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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 thereunto duly authorized.

	NEWFIELD EXPLORATION COMPANY	
Date: October 29, 2012	By:	/s/ TERRY W. RATHERT Terry W. Rathert Executive Vice President and Chief Financial Officer (Principal Financial Officer)

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Exhibit Index

Exhibit Number	Description
3.1	Third Restated Certificate of Incorporation of Newfield (incorporated by reference to Exhibit 3.1 to Newfield's Annual Report on Form 10-K for the year ended December 31, 2011 (File No. 1-12534))
3.2	Amended and Restated Bylaws of Newfield (incorporated by reference to Exhibit 3.2 to Newfield's Current Report on Form 8-K filed with the SEC on February 6, 2009 (File No. 1-12534))
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