

Edgar Filing: ENCORE ACQUISITION CO - Form 8-K

ENCORE ACQUISITION CO  
Form 8-K  
November 10, 2003

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): November 10, 2003

ENCORE ACQUISITION COMPANY  
(Exact name of registrant as specified in its charter)

Delaware	001-16295	75-2
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(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer I

777 Main Street, Suite 1400, Ft. Worth, Texas	76102
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(Address of principal executive offices)	(Zip code)

Registrant's telephone number, including area code: (817) 877-9955

Item 7. Financial Statements and Exhibits

(c) Exhibits

99.1 Press Release dated November 10, 2003

Item 9. Regulation FD Disclosure

On November 10, 2003, Encore Acquisition Company, a Delaware corporation (the "Company"), issued a press release announcing that the Company intends to offer 8 million shares of common stock to the public under the Company's shelf registration statement filed with the Securities and Exchange Commission in August 2003. The underwriters will be granted an option to purchase an additional 1.2 million shares of the Company's common stock to cover over-allotments, if any. A copy of the press release is attached as Exhibit 99.1 and incorporated herein by reference.

The Company intends to use the net proceeds from the offering to repurchase, concurrently with the closing of the offering, 6.0 million shares of common stock from J.P. Morgan Partners (SBIC), LLC and 2.0 million shares of common stock from Warburg, Pincus Equity Partners, L.P. The shares repurchased by the Company will be retired immediately upon repurchase and will no longer be outstanding. Upon completion of the offering and repurchase, J.P. Morgan

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Partners (SBIC), LLC and Warburg, Pincus Equity Partners L.P. will beneficially own approximately 2.9% and 25.2%, respectively, of the Company's common stock, assuming no exercise of the underwriters' over-allotment option. The Company will use the net proceeds from any exercise of the underwriters' over-allotment option initially to purchase up to 866,643 shares of common stock from J.P. Morgan Partners (SBIC), LLC and thereafter to purchase up to 333,357 shares of common stock from Warburg, Pincus Equity Partners L.P. Assuming exercise of the over-allotment option in full, J.P. Morgan Partners (SBIC), LLC would no longer own any shares of common stock of the Company, and Warburg, Pincus Equity Partners L.P. would beneficially own 24.1% of the Company's common stock.

The press release and the above information are being furnished under Item 9 and shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing. The furnishing of the information in this report is not intended to, and does not, constitute a determination or admission by the Company that the information in this report is material or complete, or that investors should consider this information before making an investment decision with respect to any security of the Company.

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### SIGNATURES

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.

ENCORE ACQUISITION COMPANY

Date: November 10, 2003

By: /s/ Morris B. Smith

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Morris B. Smith  
Chief Financial Officer, Treasurer,  
Executive Vice President and  
Principal Financial Officer

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