

ABRAXAS PETROLEUM CORP
Form 424B5
May 23, 2016
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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-188110

PROSPECTUS SUPPLEMENT

(To Prospectus dated June 13, 2013)

ABRAXAS PETROLEUM CORPORATION

25,000,000 Shares

Common Stock

We are offering 25,000,000 shares of our common stock. Our common stock is listed on The NASDAQ Stock Market under the symbol AXAS. The last reported sale price of our common stock on May 19, 2016 was \$1.33 per share.

Investing in our common stock involves risks. See Risk Factors on page S-12 of this prospectus supplement, on page 2 of the accompanying prospectus and in our reports filed with the Securities and Exchange Commission which are incorporated by reference herein for a description of various risks you should consider in evaluating an investment in our shares.

	Public Offering Price	Underwriting Discounts and Commissions(1)	Proceeds, Before Expenses, to Us
Total	\$ 25,000,000	\$ 1,250,000	\$ 23,750,000
Per Share	\$ 1.00	\$ 0.05	\$ 0.95

(1) Please read Underwriting for a description of all underwriting compensation payable in connection with this offering.

The underwriters may also purchase up to an additional 3,750,000 shares of common stock from us at the public offering price above, less underwriting discounts and commissions, within 30 days of the date of this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities described herein or determined if this prospectus supplement or accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares of common stock to purchasers on or about May 25, 2016 through the book-entry facilities of The Depository Trust Company.

Joint Book-Running Managers

Johnson Rice & Company L.L.C.

Canaccord Genuity

Stephens Inc.

Co-Managers

Euro Pacific Capital, Inc.

Ladenburg Thalmann

The date of this prospectus supplement is May 19, 2016

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering of common stock, adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference into this prospectus supplement. The second part, the accompanying prospectus, including the documents incorporated by reference, provides more general information about the securities we may offer from time to time, some of which may not apply to this offering. The accompanying prospectus was filed as part of our registration statement on Form S-3 (Registration No. 333-188110) with the Securities and Exchange Commission (the SEC) on May 31, 2013. Generally, when we use the term prospectus, we are referring to both parts of this document combined. We urge you to carefully read this prospectus supplement, the information incorporated by reference, the accompanying prospectus, and any free writing prospectus that we authorize to be distributed to you before buying any of the securities being offered under this prospectus supplement. This prospectus supplement may supplement, update, or change information contained in the accompanying prospectus. To the extent that any statement that we make in this prospectus supplement is inconsistent with statements made in the accompanying prospectus or any documents incorporated by reference herein or therein, the statements made in this prospectus supplement will be deemed to modify or supersede those made in the accompanying prospectus and such documents incorporated by reference herein and therein.

You should rely only on the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus and in any written communication from us or the underwriters, including any free writing prospectus. We and the underwriters have not authorized anyone to provide you with different information. We and the underwriters are not making an offer of these securities in any state where the offer or sale is not permitted. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the offering, including the merits and risks involved. None of Abraxas Petroleum Corporation, the underwriters or any of their respective representatives is making any representation to you regarding the legality of an investment decision in our common stock by you under applicable laws. You should not assume that the information provided by this prospectus supplement, the accompanying prospectus, or the documents incorporated by reference in this prospectus supplement and in the accompanying prospectus is accurate as of any date other than its respective date. Our business, financial condition, results of operations, and prospects may have changed since those dates.

Before you invest in our common stock, you should carefully read the registration statement (including the exhibits thereto) of which this prospectus supplement and the accompanying prospectus form a part, as well as this prospectus supplement, the accompanying prospectus, and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus. The incorporated documents are described in this prospectus supplement under the heading **Where You Can Find More Information**.

When used in this prospectus supplement, the terms **Abraxas**, **the Company**, **we**, **our** and **us** refer to Abraxas Petroleum Corporation and its subsidiaries, unless otherwise indicated or the context otherwise requires. We have provided definitions for some of the oil and gas industry terms used in this prospectus supplement in the section entitled **Glossary of Terms**.

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FORWARD-LOOKING INFORMATION

We make forward-looking statements throughout this prospectus supplement, the accompanying prospectus and the documents included or incorporated by reference. Whenever you read a statement that is not a statement of historical fact (such as statements including words like believe, expect, anticipate, intend, plan, seek, estimate, could, potentially, would or similar expressions), you must remember that these are forward-looking statements, and that our expectations may not be correct, even though we believe they are reasonable. The forward-looking information contained in this prospectus supplement, the accompanying prospectus or in the documents included or incorporated by reference is generally located in the material set forth under the headings Prospectus Supplement Summary, Risk Factors, Business, and Management's Discussion and Analysis of Financial Condition and Results of Operations but may be found in other locations as well. These forward-looking statements generally relate to our plans and objectives for future operations and are based upon our management's reasonable estimates of future results or trends. The factors that may affect our expectations regarding our operations include, among others, the following:

the prices we receive for our production and the effectiveness of our hedging activities;

the availability of capital including under our credit facility;

our success in development, exploitation and exploration activities;

declines in our production of oil and gas;

our indebtedness and the significant amount of cash required to service our indebtedness;

limits on our growth and our ability to finance our operations, fund our capital needs and respond to changing conditions imposed by our bank credit facility and restrictive debt covenants;

our ability to make planned capital expenditures;

ceiling test write-downs resulting, and that could result in the future, from lower oil and natural gas prices;

political and economic conditions in oil producing countries, especially those in the Middle East;

price and availability of alternative fuels;

our ability to procure services and equipment for our drilling and completion activities;

our acquisition and divestiture activities;

weather conditions and events;

the proximity, capacity, cost and availability of pipelines and other transportation facilities; and

other factors discussed elsewhere in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein.

Except as otherwise required by law, we disclaim any duty to update any forward-looking statements, all of which are qualified by the statements in this section, to reflect events or circumstances after the date of this prospectus supplement. See also [Where You Can Find More Information](#).

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This summary provides a brief overview of information contained elsewhere in or incorporated by reference into this prospectus supplement and the accompanying prospectus. Because it is abbreviated, this summary does not contain all of the information that you should consider before investing in our common stock. You should carefully read this entire prospectus supplement, the accompanying prospectus, any free writing prospectus distributed by us, as well as the financial statements and other information incorporated by reference into this prospectus supplement and the accompanying prospectus before making an investment decision, including the information presented under the headings Risk Factors and Forward-Looking Information in this prospectus supplement. All reserve information is derived from reserve reports prepared by DeGolyer and MacNaughton, an independent engineering firm, for approximately 99% of the PV-10 of our properties as of the date of each of the reports. The remaining reserve estimates were prepared by Abraxas personnel. We have provided definitions of some of the oil and gas industry terms used in this prospectus supplement in the section entitled Glossary of Terms.

Overview

We are an independent energy company primarily engaged in the acquisition, exploration, development and production of oil and gas. At December 31, 2015, our estimated net proved reserves were 43.2 MMBoe, of which 39.8% were classified as proved developed, 71% were oil and NGL and 95% of which (on a PV-10 basis) were operated by us. Our daily net production for the quarter ended March 31, 2016 was 5,916 Boepd, of which 77% was oil or liquids.

Our oil and gas assets are located in three operating regions: the Rocky Mountain, Permian/Delaware Basin and onshore Gulf Coast. The following table sets forth certain information related to our properties as of and for the year ended December 31, 2015:

	Gross Producing Wells	Average Working Interest	Total Net Acres	Estimated Net Proved Reserves		Net Production	
				(MBoe)	% Oil/NGL	(MBoe)	% Oil/NGL
Rocky Mountain	788	11.79%	44,013	29,476	83.9%	1,324.4	85.6%
Permian/Delaware Basin	240	64.22%	28,370	10,106	40.3%	293.6	44.7%
Onshore Gulf Coast	78	82.71%	14,141	3,608	52.5%	562.8	73.5%
Total United States	1,106	28.17%	86,524	43,190	71.0%	2,180.8	77.0%

Strategy

Our business strategy is to focus our capital and resources on our core operated basins, maintain financial flexibility and profitably grow production and reserves. Key elements of our business strategy include:

Focusing our capital and resources on our core operated basins. Our core basins consist of the Williston Basin (Bakken/Three Forks and Powder River Basin), onshore Gulf Coast (Eagle Ford shale and Austin Chalk) and Permian/Delaware Basin (Bone Spring and Wolfcamp). Given the disparity which has existed during the past several

years and which continues currently between oil and gas prices, the economics of drilling oil wells is far superior to drilling gas wells. Thus, substantially all of our 2016 estimated capital expenditures (approximately \$40.0 million) will be used in completing seven wells which have already been drilled in the Bakken/Three Forks, drilling and completing at least one horizontal well in the Austin Chalk in the Onshore Gulf Coast region and drilling two horizontal wells targeting the Bone Spring and Wolfcamp formations in the Delaware Basin. As part of our efforts to focus our property portfolio, we are continually marketing assets we have deemed non-core. These include assets with a low working interest that are non-operated and/or that fall outside of our four

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core basins. Any proceeds from these asset sales will be used to reduce our indebtedness and/or be redeployed into our core operating basins.

Maintaining financial flexibility. Other than the net proceeds from this offering, our primary sources of capital are availability under our credit facility and cash flow from operations. Availability under our credit facility is subject to a borrowing base which is determined semi-annually by our lenders. On April 20, 2016, after factoring in the significant deterioration in commodity pricing, our borrowing base was reduced to \$130.0 million in connection with the amendment of the credit facility. The borrowing base will be automatically reduced to \$120.0 million on October 1, 2016, unless our next scheduled redetermination has taken effect or our borrowing base has otherwise been reduced prior to October 1, 2016. As of May 13, 2016, we had approximately \$123.0 million borrowed under our credit facility. For more information, see [Recent Developments-Credit Facility Amendment](#) below.

We seek to reduce the volatility of our cash flow from operations by hedging a portion of our production. As of May 13, 2016, we had NYMEX-based fixed price commodity swap arrangements on approximately 67% of our estimated net proved developed producing reserves (as of December 31, 2015) through December 31, 2016, 90% for 2017 and 88% for 2018.

We plan on deploying our available capital in a cost-effective manner. We seek to operate a high percentage of our properties which allows us to better control costs. At December 31, 2015, we operated properties comprising 95% of our proved developed reserves on a PV-10 basis. We intend to maintain our liquidity and the strength of our balance sheet during 2016. We have set our capital budget for 2016 at a maximum of \$40.0 million subject to an improvement in commodity prices. Without this improvement in commodity prices, our capital expenditure budget for 2016 is approximately \$17.5 million. For more information, please see [2016 Budget](#) below.

Profitably grow production and reserves. We have a substantial low-decline legacy production base as evidenced by our approximately 19.8-year reserve life as of year-end 2015. Our capital is currently being deployed largely into unconventional oil assets with relatively predictable production profiles, yet steep initial decline rates. Therefore, the economics of these oil wells are highly dependent on both near term commodity prices and strong operational cost control. Cost savings achieved through efficiencies of using our rig in the Williston Basin, and heightened focus on cost control in all of our operated positions both contribute to our history of adding low cost barrels to our production base.

Our Competitive Strengths

Exposure to oil focused resource plays. We hold core acreage positions in the Bakken/Three Forks, Eagle Ford and Permian/Delaware Basin. We believe our assets in these plays are characterized by low geological risk and repeatable drilling opportunities that we expect will result in a predictable production growth profile. Our portfolio is oil-focused, with oil representing 56% of our proved reserves as of December 31, 2015.

We are proven operators. Our CEO, Robert L.G. Watson, founded Abraxas in 1977 and has assembled an experienced operating and technical team. Abraxas prides itself on its in-house expertise specifically focused on horizontal drilling, geo-steering and hydraulic fracturing.

Conservative capital structure. After giving effect to this offering and the application of the net proceeds therefrom, we expect to have approximately \$34.0 million of available borrowing capacity under our credit facility. We will seek to maintain financial flexibility to allow us to actively develop our drilling, development and exploration activities across our portfolio and maximize our ability to complete any incremental acquisition opportunities.

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Operating control over the majority of our asset portfolio. As of December 31, 2015, we operated approximately 95% of our estimated proved reserves. We believe that our high level of operational control enables us to develop our resource base in an efficient and cost-effective manner. In addition, our operated positions enable us to better manage the pace of development and allocate our capital expenditures to our highest return projects.

Our management has a proven acquisition and development track record. Our executive officers average over 30 years of experience in the oil and gas industry and have demonstrated a successful track record of acquiring, developing and exploiting assets in areas where our properties are located.

Properties

Our properties are located in the Rocky Mountain, onshore Gulf Coast and Permian/Delaware Basin regions of the United States.

Rocky Mountain Williston Basin Bakken/Three Forks and Powder River Basin

We acquired our leasehold position in the Williston Basin principally through a producing property acquisition in January 2008 from St. Mary Land & Exploration, now known as SM Energy Company. Since the beginning of 2014, we have closed several transactions that put us in a position to gain additional operated drilling units. Our current position consists of 4,915 net acres, most of which is focused on our North Fork and Lillibridge prospects in McKenzie County, North Dakota. We intend to continue to acquire long-term leases in areas in which we own a concentrated interest, or in drilling units where we can increase our working interest at a reasonable cost.

Through March 31, 2016, we have drilled and completed 30 gross wells on our North Fork and Lillibridge prospects and have seven gross wells waiting on completion. Using current spacing, we believe we have an additional 60 wells which can be drilled on our operated properties. Abraxas' full \$40.0 million budget for 2016 includes \$18.0 million for the completion of seven gross operated horizontal wells targeting the Bakken/Three Forks formation. Gross drilling and completion costs for a horizontal well in this formation are estimated at \$7.3 million and, based on our independent reserve report, net ultimate estimated recoveries are 556 MBoe (76% oil).

Abraxas holds approximately 16,333 net acres targeting the Turner formation in the Powder River Basin. The Company's Turner acreage is located in two areas: the Porcupine area with 1,928 net acres and the Brooks Draw area with 14,755 net acres. In March 2012, Abraxas completed the Hedgehog 2H on the Porcupine Prospect, which has had cumulative gross production of 358 MBoe (23% oil) over its first 48 months.

Gulf Coast Eagle Ford/Austin Chalk

Abraxas acquired the majority of its original leasehold position in the Eagle Ford/Austin Chalk through our legacy activity targeting the Edwards formation in DeWitt and Lavaca Counties, Texas. Since 2014, Abraxas has been actively acquiring leases and focusing on two core prospects in the Eagle Ford: the Jourdanton Prospect and the Cave / Dilworth East Prospect.

Jourdanton Prospect. The Jourdanton Prospect consists of approximately 7,776 net acres in Atascosa County, Texas on which Abraxas holds a 100% working interest. Abraxas acquired the leases beginning in 2010, targeting an analogous geologic environment to a competitor's leasehold in the Karnes trough. Our leasehold sits in the up-dip portion of the Eagle Ford between two faults, known as a graben, where the Eagle Ford is thicker. In 2011, the prospect was part of a joint venture, which drilled its first well on the prospect, the Grass Farms 1H. The well exhibited a modest 30-day production rate of around 100 Boe per day and the joint venture chose to

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focus its efforts in other areas of the Eagle Ford. As a result of the dissolution of the joint venture, Abraxas acquired a 100% working interest across the acreage and elected to shoot 3D seismic. After interpreting the 3D seismic data, it was determined that the Grass Farms 1H crossed a fault and was actually not in zone. Abraxas then elected to drill a second well at Jourdanton, the Blue Eyes 1H, to fully test the concept in December 2013. During 2014 and 2015, Abraxas drilled and completed eight wells in this area, which produced 30-day initial production rates of 383 Boe per day on average.

In late 2015, we observed a third party operator's success drilling and placing modern completions on Austin Chalk wells in the Karnes trough. Abraxas' Jourdanton acreage sits in a similar graben system to the Karnes trough, with comparable reservoir thickness and permeability. Notably, vertical Austin Chalk production in and around Abraxas acreage position has shown superior results to those in the Karnes trough. This has led our management to seek ways to exploit this potential. Abraxas plans to drill one horizontal well in 2016 using similar drilling and completion techniques to those that led to the unlocking of the significant Austin Chalk resource in the Karnes trough. Gross drilling and completion costs for a 5,000 foot horizontal Austin chalk well are estimated at \$5.0 million. Abraxas' full \$40.0 million budget for 2016 allocates \$5.0 million to the Jourdanton Prospect to test the Austin Chalk. We have been in active discussions with potential joint venture partners with respect to the development of the Jourdanton Prospect. If we are successful in agreeing to a joint venture, it could lead to an expansion of 2016 planned activity, but with lower capital exposure as a result of a decrease of our interest in any wells. We cannot assure you whether we will be successful in entering into a joint venture or the final terms of any such joint venture.

Cave/Dilworth East Prospect. The Cave Prospect consists of approximately 411 net acres in McMullen County, Texas on which Abraxas holds a 100% working interest. The lease is now fully developed in the lower Eagle Ford. The Dilworth East Prospect consists of approximately 1,180 net acres in McMullen County, Texas on which Abraxas holds a 100% working interest. The Dilworth East prospect has the potential to accommodate up to ten (including the already drilled R. Henry 1H and R. Henry 2H wells) 5,000-5,500 foot locations and three 8,500 foot locations. Abraxas' full \$40.0 million budget for 2016 does not allocate any capital to the Cave or Dilworth East Prospects.

Permian/Delaware Basin

Abraxas holds approximately 5,227 net acres targeting the Bone Spring and Wolfcamp formations in Ward and Reeves Counties, Texas. We are currently attempting to acquire additional interests in this area although we cannot assure you that we will be able to do so. Historically, these have been legacy properties for Abraxas and are entirely held by production. The existing wells produce oil from shallow vertical wells in the Cherry Canyon formation and gas from deeper horizontal wells in the Montoya and Devonian formations. Abraxas' acreage in the Wolfcamp and Bone Spring formations is located in the transition zone between the Delaware Basin and Central Basin Platform. The Wolfcamp interval is thinner than other productive zones found deeper in the basin, but has a similar sequence of shale, limestone and sandstone. Importantly, the interval is overpressured and Abraxas has had positive oil shows in vertical zones across the Bone Spring, Wolfcamp and Pennsylvanian intervals. Abraxas has identified four horizontal Wolfcamp A / third Bone Spring wells in the Company's direct area that have produced 191, 214, 180 and 37 MBoe in their first ten, eight, six and one months of production, respectively. Abraxas plans to drill two 5,000 foot horizontal Wolfcamp A test wells on its acreage position. Abraxas' full \$40.0 million budget for 2016 allocates \$10.0 million to the planned Permian/Delaware Basin program.

Legacy Properties Permian Basin and Williston Basin

Abraxas has a substantial base of conventional legacy oil and gas assets primarily in the Permian Basin of Texas and Williston Basin in North Dakota. Our legacy properties in the Permian Basin region are primarily located in two sub-basins, the Delaware Basin and the Eastern Shelf. In the Delaware Basin, our wells are located

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in Pecos, Reeves, and Ward Counties, Texas and produce oil and gas from multiple stacked formations from the Bell Canyon at 5,000 feet down to the Ellenburger at 16,000 feet. In the Eastern Shelf, our wells are principally located in Coke, Scurry, Mitchell and Nolan Counties, Texas and produce oil and gas from the Strawn Reef formation at 5,000 to 7,500 feet and oil from the shallower Clearfork formation at depths ranging from 2,300 to 3,300 feet. On our legacy properties in the Williston Basin, our wells are principally located in North Dakota and Montana and produce oil and gas from the Madison, Duperow and Red River from 7,000 to 16,000 feet.

For more information on our business and properties, please refer to our Annual Report on Form 10-K for the year ended December 31, 2015, which we refer to as our 2015 10-K, which is incorporated by reference in this prospectus supplement.

2016 Budget

Our capital expenditure budget for 2016 is approximately \$40.0 million and assumes an improvement in commodity prices by the summer of 2016 and re-starting our company-owned rig, the Raven Rig #1. Without this improvement in commodity prices or restarting Raven Rig #1 and prior to this offering, our planned capital expenditures for 2016 were approximately \$17.5 million which we intended to fund primarily with cash flows from operations along with borrowings under our credit facility and sales of non-core assets. Substantially all of the \$17.5 million was planned to be spent on completing previously drilled wells in the Bakken/Three Forks in the Rocky Mountain region. These wells are classified as PDNP as of December 31, 2015. The net proceeds to Abraxas from this offering will be used to reduce borrowings under our credit facility, expand our planned drilling capital expenditures to the full \$40.0 million budgeted and for general corporate purposes, including further capital expenditures and acquisitions in 2016.

The 2016 capital expenditure budget is subject to change depending upon a number of factors, including the availability of drilling equipment and personnel, economic and industry conditions at the time of drilling, prevailing and anticipated prices for oil and gas, the availability of sufficient capital resources for drilling prospects, our financial results, the availability of leases on reasonable terms and our ability to obtain permits for drilling locations. The full \$40.0 million 2016 capital budget is as follows (in millions):

	Year End December 31, 2016 (In millions)
Williston Basin/Bakken/Three Forks	\$ 18.0
Onshore Gulf Coast (Austin Chalk)	5.0
Permian/Delaware Basin	10.0
General corporate purposes (including acquisitions)	7.0
Total	\$ 40.0

Recent Developments*Credit Facility Amendment*

On April 20, 2016, we entered into an amendment, which we refer to as the amendment, to our third amended and restated senior secured credit facility with Société Générale, as administrative agent and issuing lender, and certain

other lenders, which we refer to as our credit facility. In connection with the amendment, we liquidated a portion of our hedge contracts and entered into new hedges for similar volumes. In connection with the hedge monetization, we received approximately \$10.0 million of proceeds, which were used to reduce borrowings under the credit facility to \$124.0 million on the date of the amendment.

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The amendment provides for a borrowing base of \$130.0 million effective April 1, 2016. Unless the redetermination scheduled to occur with the delivery of our internal engineering report on or about August 31, 2016, which we refer to as the Fall 2016 Scheduled Redetermination, has become effective prior to October 1, 2016, the borrowing base will be automatically reduced to \$120.0 million on October 1, 2016 unless it has been otherwise redetermined prior to that date. The borrowing base will also be reduced in connection with any sales of producing properties with a market value of 5% or more of our then-current borrowing base and in connection with any hedge termination which could reduce the collateral value by 5% or more.

Under the terms of the amendment, outstanding amounts under the credit facility bear interest (x) at any time an event of default exists, at 3% per annum plus the amounts set forth below, (y) between April 1, 2016 to the earlier of October 1, 2016 and the effective date of the Fall 2016 Scheduled Redetermination, at 0.25% per annum plus the rates set forth below and (z) at all other times, at (a) the greater of (1) the reference rate announced from time to time by Société Générale, (2) the Federal Funds Rate plus 0.5%, and (3) a rate determined by Société Générale as the daily one-month LIBOR plus, in each case, (b) 0.75%-1.75%, depending on the utilization of the borrowing base, or, if we elect, LIBOR plus, in each case, 1.75%-2.75% depending on the utilization of the borrowing base. At April 1, 2016, the interest rate on the credit facility was approximately 2.93% assuming LIBOR borrowings.

The amendment also sets forth certain additional covenants including:

100% of the net proceeds from any sale of any of our properties occurring between April 1, 2016 and October 1, 2016 must be used to repay amounts outstanding under the credit facility;

100% of the net proceeds from any terminations of derivative contracts must be used to repay amounts outstanding under the credit facility;

if the sum of our cash on hand plus liquid investments exceeds \$10.0 million, then the amount in excess of \$10.0 million must be used to pay amounts outstanding under the credit facility;

granting the lenders a security interest in at least 90% of the PV-10 of our proven reserves; and

granting the lenders a security interest in our headquarters building and two ranches we own, none of which have previously secured our obligations under the credit facility.

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THE OFFERING

Common stock offered by us	25,000,000 shares; 28,750,000 shares if the underwriters exercise in full their option to purchase additional shares
Common stock to be outstanding after this offering	131,387,103 shares; 135,137,103 shares if the underwriters exercise in full their option to purchase additional shares
Use of proceeds	We estimate that we will receive net proceeds from this offering of approximately \$23.5 million after deducting underwriting discounts and commissions and estimated offering expenses, or approximately \$27.1 million if the underwriters exercise the option in full to purchase additional shares. We intend to use the net proceeds from this offering (including any proceeds from the exercise of the underwriters option to purchase additional shares) to repay indebtedness outstanding under our credit facility, expand our planned drilling capital expenditures to the full \$40.0 million budgeted for 2016 and for general corporate purposes including acquisitions. Our credit facility matures on June 30, 2018. At May 13, 2016, the principal balance outstanding under our credit facility was approximately \$123.0 million and the interest rate on the credit facility was 3.44% per annum. See Use of Proceeds included elsewhere in this prospectus supplement.
NASDAQ Stock Market Symbol	AXAS
Dividend policy	We currently anticipate that we will retain all future earnings, if any, to finance the growth and development of our business. We do not intend to pay cash dividends in the foreseeable future. In addition, our credit facility prohibits us from paying dividends and making other distributions.
Risk factors	We are subject to a number of risks that you should carefully consider before deciding to invest in our common stock. These risks are discussed more fully in Risk Factors in this prospectus supplement, the prospectus and the documents incorporated by reference in this prospectus supplement, as the same may be updated in our reports filed with the SEC.

The number of shares to be outstanding after this offering is based on 106,387,103 shares of our common stock outstanding as of May 19, 2016 and excludes 8,827,097 shares that may be issued pursuant to outstanding stock options and restricted stock units granted under equity incentive plans (of which 5,126,630 were vested at May 19, 2016).

Unless otherwise indicated, the information in this prospectus supplement assumes that the underwriters will not exercise their option to purchase additional shares.

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The following table presents summary historical financial data for the periods and as of the dates indicated. The following table should be read in conjunction with Selected Financial Data, Management's Discussion and Analysis of Financial Condition and Results of Operations, and the financial statements and related notes appearing in our Annual Report on Form 10-K for the year ended December 31, 2015 and our Quarterly Report on Form 10-Q for the three months ended March 31, 2016, each of which is incorporated by reference into this prospectus supplement. The summary historical financial data as of December 31, 2014 and 2015 and for the years ended December 31, 2013, 2014 and 2015 have been derived from the audited consolidated financial statements of Abraxas incorporated by reference in this prospectus supplement. The summary historical financial data as of December 31, 2013 has been derived from the audited consolidated financial statements of Abraxas, which are not included or incorporated by reference in this prospectus supplement. The summary historical financial data as of March 31, 2016 and for the three months ended March 31, 2015 and 2016 are derived from the unaudited condensed consolidated financial statements incorporated by reference in this prospectus supplement. Our historical results are not necessarily indicative of results that may be expected for any future period.

	Historical			Three Months	
	Year Ended December 31,	2014	2015	Ended March 31,	2016
	2013			(unaudited)	
	(In thousands, except per share data)				
Revenues	\$ 92,324	\$ 133,776	\$ 67,030	\$ 18,661	\$ 9,564
Operating Costs and Expenses:					
Lease operating	23,205	25,875	23,074	6,293	4,751
Production taxes	8,437	11,462	6,679	1,800	1,175
Rig expense					79
Depreciation, depletion and amortization	25,588	43,139	33,721	12,069	5,892
Impairment			128,573		35,085
General and administrative	11,997	13,378	11,788	3,034	2,725
Other (income) expense:					
Net interest expense	4,553	2,568	3,904	833	1,238
Amortization of deferred financing fees	1,367	934	643	157	164
(Gain) loss on sale of properties	(33,377)				
Loss (gain) on derivative contracts	2,474	(25,237)	(19,301)	(4,827)	(665)
Other	539	(7)	318		
Income (loss) before income tax	\$ 47,541	\$ 61,664	\$ (127,369)	\$ (698)	\$ (40,880)
Income tax benefit (expense)	(700)	287	279		
Net income (loss) from continuing operations	\$ 46,841	\$ 61,951	\$ (127,090)	\$ (698)	\$ (40,880)
Net income (loss) from discontinued operations net of tax	(8,194)	1,318	(20)	(20)	
Net income (loss)	\$ 38,647	\$ 63,269	\$ (127,110)	\$ (718)	\$ (40,880)

Net income (loss) per common share from
continuing operations:

Basic	\$ 0.51	\$ 0.63	\$ (1.21)	\$ (0.01)	\$ (0.39)
Diluted	\$ 0.50	\$ 0.61	\$ (1.21)	\$ (0.01)	\$ (0.39)

Net income (loss) per common share from
discontinued operations:

Basic	\$ (0.09)	\$ 0.01	\$	\$	\$
Diluted	\$ (0.09)	\$ 0.01	\$	\$	\$

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	Historical			Three Months Ended	
	2013	Year Ended December 31, 2014 (In thousands)	2015	2015	2016 (unaudited)
Cash flow data:					
Net cash provided by (used in) operating activities	\$ 51,654	\$ 96,203	\$ 6,979	\$ (27,108)	\$ (2,490)
Net cash provided by (used in) investing activities	32,486	(186,468)	(69,253)	(12,400)	10
Net cash provided by (used in) financing activities	(81,014)	88,832	62,042	39,605	(577)

	Historical			At March 31,	
	2013	At December 31, 2014 (In thousands)	2015	2016	(unaudited)
Consolidated Balance Sheet Data:					
Working capital (deficit) (1)	\$ (38,401)	\$ (52,832)	\$ (18,967)	\$ (9,686)	
Total assets	223,650	374,899	267,872	212,195	
Current maturities of long-term debt	2,142	2,235	2,330	6,350	
Long-term debt	41,790	76,554	138,402	133,804	
Stockholders' equity (deficit)	86,906	207,495	84,465	44,432	

- (1) Working capital deficit excludes: current hedging assets of \$85 thousand, \$12,214 thousand, and \$18,902 thousand as of December 31, 2013, 2014 and 2015, respectively, and \$13,091 thousand as of March 31, 2016; current hedging liabilities of \$2,728 thousand and \$13 thousand as of December 31, 2013 and 2014, respectively, and \$10 thousand as of March 31, 2016; and current maturities of long term debt of \$2,142 thousand, \$2,235 thousand and \$2,330 thousand as of December 31, 2013, 2014 and 2015, respectively, and \$6,350 thousand as of March 31, 2016.

Table of Contents**Summary Operating and Reserve Data**

	Year Ended December 31,			Three Months Ended March 31,	
	2013	2014	2015	2015	2016
Production (1):					
Oil (MBbl)	829	1,394	1,440	403	327
Gas (MMcf)	3,343	2,918	3,015	798	778
NGL (MBbl)	147	208	238	57	82
Total (MBoe)(2)	1,533	2,088	2,181	593	538
Average Daily:					
Production (Boe)	4,200	5,720	5,975	6,590	5,916
Average Sales Price (1, 3):					
Oil (\$/Bbl)	\$ 92.02	\$ 82.42	\$ 41.15	\$ 39.52	\$ 26.21
Gas (\$/Mcf)	3.27	4.17	1.94	2.51	0.99
NGL (\$/Bbl)	34.32	32.02	7.89	12.63	2.48
Oil Equivalents (\$/Boe)	60.18	64.04	30.72	31.44	17.72
Expenses (per Boe) (1):					
Lease operating expenses	\$ 15.14	\$ 12.39	\$ 10.75	\$ 10.61	\$ 8.82
Production tax expense	5.50	5.49	3.06	3.04	2.18
General and administrative (excl. stock based compensation)	6.45	5.11	3.61	3.75	3.56
Depreciation and amortization expense	16.69	20.66	17.76	20.35	10.94

	As of December 31,		
Reserve Data:	2013	2014	2015
Oil (MBbl)	20,914	29,390	24,131
Gas (MMcf)	48,109	55,853	75,027
NGL (MBbl)	2,037	3,708	6,556
Total (MBoe)	30,970	42,407	43,190
Proved Developed as a % of total	44%	42%	40%
PV-10 (in thousands) (4)	\$ 425,235	\$ 637,443	\$ 197,521
Standardized measure (in thousands)	\$ 340,985	\$ 512,557	\$ 197,521

(1) Excludes discontinued operations

(2) Oil and gas were combined by converting gas to a Boe equivalent on the basis of 6 Mcf of gas to 1 Bbl of oil.

(3) Before realized gain (loss) on derivative contracts.

(4) PV-10 is considered a non-GAAP financial measure under SEC regulations. For a reconciliation of PV-10 to the Standardized Measure, see Reconciliation of PV-10 to Standardized Measure below

Reconciliation of PV-10 to Standardized Measure

PV-10 is the estimated present value of the future net revenues from our proved oil and gas reserves before income taxes discounted using a 10% discount rate. PV-10 is considered a non-GAAP financial measure under SEC regulations because it does not include the effects of future income taxes, as is required in computing the standardized measure of discounted future net cash flows. We believe that PV-10 is an important measure that can be used to evaluate the relative significance of our oil and gas properties and that PV-10 is widely used by securities analysts and investors when evaluating oil and gas companies. Because many factors that are unique to each individual company impact the amount of future income taxes to be paid, the use of a pre-tax measure provides greater comparability of assets when evaluating companies. We believe that most other companies in

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the oil and gas industry calculate PV-10 on the same basis. PV-10 is computed on the same basis as the standardized measure of discounted future net cash flows but without deducting income taxes.

The following table provides a reconciliation of PV-10 to the standardized measure of discounted future net cash flows at December 31, 2013, 2014 and 2015:

	As of December 31,		
	2013	2014	2015
PV-10 (in thousands)	\$ 425,235	\$ 637,443	\$ 197,251
Present value of future income taxes discounted at 10% (in thousands)	(84,250)	(124,886)	
Standardized measure (in thousands)	\$ 340,985	\$ 512,557	\$ 197,521

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RISK FACTORS

An investment in our common stock involves risk. You should carefully consider the following risk factors and the risk factors contained in the accompanying prospectus, as well as the risk factors included in Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2015, as updated by our subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, together with all other information contained in this prospectus supplement, the accompanying prospectus, and the documents incorporated herein and therein by reference in evaluating our business and prospects. The risks and uncertainties described in this prospectus supplement, the accompanying prospectus and the documents incorporated herein and therein by reference are not the only ones we face. Additional risks and uncertainties, other than those we describe in this prospectus supplement, the accompanying prospectus, and the documents incorporated herein and therein by reference, that are not presently known to us or that we currently believe are immaterial, may also impair our business operations. If any of those risks occur, our business, financial condition, and results of operations could be harmed, the trading price of our common stock could decline and you could lose all or part of your investment.

You will experience immediate dilution in the book value per share of the common stock you purchase. You will experience further dilution if we issue additional equity securities in future transactions.

Because the price per share of our common stock being offered is substantially higher than the book value per share of our common stock, you will suffer substantial dilution in the net tangible book value of the common stock you purchase in this offering. Based on the public offering price of \$1.00 per share, if you purchase shares of common stock in this offering, you will suffer immediate and substantial dilution of \$0.48 per share in the net tangible book value of the common stock. See the section entitled **Dilution** below for a more detailed discussion of the dilution you will incur if you purchase common stock in this offering.

We are currently authorized to issue 200,000,000 shares of common stock with such rights as determined by our board of directors. We may in the future issue previously authorized and unissued securities, resulting in the dilution of the ownership interests of current stockholders. The potential issuance of any such additional shares of common stock may create downward pressure on the trading price of our common stock. We may also issue additional shares of common stock or other securities that are convertible into or exercisable for common stock for capital raising or other business purposes. Future sales of substantial amounts of common stock, or the perception that sales could occur, could have a material adverse effect on the price of our common stock.

We will not pay dividends on our common stock for the foreseeable future.

We currently anticipate that we will retain all future earnings, if any, to finance the growth and development of our business. We do not intend to pay cash dividends in the foreseeable future. In addition, our credit facility prohibits us from paying dividends and making other cash distributions.

Shares eligible for future sale may depress our stock price.

At May 19, 2016, we had 106,387,103 shares of common stock outstanding of which 13,262,323 shares were held by affiliates and, in addition, 8,827,097 shares of common stock were subject to outstanding options and restricted stock units granted under equity incentive plans (of which 5,126,630 shares were vested at May 19, 2016).

All of the shares of common stock held by affiliates are restricted or control securities under Rule 144 promulgated under the Securities Act. The shares of common stock issuable upon exercise of stock options have been registered under the Securities Act. Sales of shares of common stock under Rule 144 or another exemption under the Securities

Act or pursuant to a registration statement could have a material adverse effect on the price of our common stock and could impair our ability to raise additional capital through the sale of equity securities.

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The price of our common stock has been volatile and could continue to fluctuate substantially.

Our common stock is traded on The NASDAQ Stock Market. The market price of our common stock has been volatile. For example, during 2015, the closing market price of our common stock ranged from \$0.84 to \$3.98 per share. The market for our common stock is likely to continue to be volatile and could fluctuate substantially based on a variety of factors, including the following:

fluctuations in commodity prices;

variations in results of operations;

legislative or regulatory changes;

general trends in the oil and gas industry;

sales of common stock or other actions by our stockholders;

additions or departures of key management personnel;

commencement of or involvement in litigation;

speculation in the press or investment community regarding our business;

an inability to maintain the listing of our common stock on a national securities exchange;

market conditions; and

analysts' estimates and other events in the oil and gas industry.

We may issue shares of preferred stock with greater rights than our common stock.

Subject to the rules of The NASDAQ Stock Market, our articles of incorporation authorize our board of directors to issue one or more series of preferred stock and set the terms of the preferred stock without seeking any further approval from holders of our common stock. Any preferred stock that is issued may rank ahead of our common stock in terms of dividends, priority and liquidation premiums and may have greater voting rights than our common stock.

Anti-takeover provisions could make a third party acquisition of us difficult.

Our articles of incorporation and bylaws provide for a classified board of directors, with each member serving a three-year term, and eliminate the ability of stockholders to call special meetings or take action by written consent. Provisions in our articles of incorporation and bylaws could make it more difficult for a third party to acquire us without the approval of our board. In addition, the Nevada corporate statute also contains certain provisions that could make an acquisition by a third party more difficult.

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We estimate that the net proceeds to be received by us from this offering will be approximately \$23.5 million after deducting underwriting discounts and commissions and estimated offering expenses, or approximately \$27.1 million if the underwriters exercise their option to purchase additional shares in full.

The following table sets forth the proceeds we expect to receive from this offering and our uses of such proceeds.

	(in millions)
Gross proceeds from this offering (1)	\$ 25.0
Use of proceeds	
Repayment of indebtedness and general corporate purposes (2)	\$ 23.5
Discounts, commissions and offering expenses (3)	1.5
Total use of proceeds	\$ 25.0

- (1) If the underwriters exercise their option to purchase additional shares in full, the gross proceeds would be approximately \$28.8 million.
- (2) We plan to use the net proceeds from this offering (including any proceeds from the exercise of the underwriters option to purchase additional shares), along with cash on hand, to repay indebtedness outstanding under our credit facility, expand our planned drilling capital expenditures to the full \$40.0 million budgeted and for general corporate purposes including acquisitions. Our credit facility matures on June 30, 2018. At May 13, 2016, the principal balance outstanding under our credit facility was approximately \$123.0 million and the interest rate was 3.44% per annum. Borrowings under our credit facility have been used primarily for capital expenditures and general corporate purposes including acquisitions.
- (3) Includes underwriting discounts and commissions of approximately \$1.3 million associated with this offering and \$0.2 million of offering expenses. If the underwriters exercise their option to purchase additional shares in full, underwriting discounts and commissions for this offering would increase to approximately \$1.4 million.

Table of Contents**CAPITALIZATION**

The following table sets forth:

our historical cash and capitalization as of March 31, 2016; and

our cash and capitalization as of March 31, 2016, as adjusted to reflect this offering and the application of the net proceeds we expect to receive as described under Use of Proceeds.

We derived this table from, and it should be read in conjunction with, our historical financial statements and the accompanying notes incorporated by reference in this prospectus supplement.

	As of March 31, 2016	
	Historical	As Adjusted
	(In thousands)	
Cash and cash equivalents	\$ 483	\$ 483
Debt:		
Current maturities of long-term debt	6,350	6,350
Long-term debt (1)	133,804	110,304
Total Debt	\$ 140,154	116,654
Stockholders' equity (deficit):		
Preferred stock, par value \$0.01 per share authorized 1,000,000 shares; -0- shares issued and outstanding		
Common stock, par value \$0.01 per share authorized 200,000,000 shares; issued and outstanding 106,387,103		
As Adjusted - 131,387,103 shares outstanding	1,064	1,314
Additional Paid in Capital	314,698	337,948
Retained Earnings	(271,330)	(271,330)
Accumulated Other Comprehensive Income (Loss)		
Total Stockholders' Equity	\$ 44,432	\$ 67,932
Total Capitalization	\$ 185,069	\$ 184,586

(1) As of March 31, 2016, we had \$134.0 million outstanding under our credit facility. As of May 13, 2016, we had approximately \$123.0 million outstanding under our credit facility.

Table of Contents**DILUTION**

If you invest in our common stock, you will experience dilution to the extent of the difference between the price per share you pay in this offering and the net tangible book value per share of our common stock immediately after this offering. Our net tangible book value as of March 31, 2016 was approximately \$44.4 million, or approximately \$0.42 per share. Net tangible book value per share is determined by dividing our total tangible assets, less total liabilities, by the number of outstanding shares of our common stock.

After giving effect to the sale of 25,000,000 shares of common stock by us at a price of \$1.00 per share and after deducting our estimated offering expenses payable by us, our as-adjusted net tangible book value as of March 31, 2016 would have been approximately \$67.9 million, or approximately \$0.52 per share. This represents an immediate increase in net tangible book value of approximately \$0.10 per share to our existing stockholders and an immediate dilution in pro forma net tangible book value of approximately \$0.48 per share to new investors purchasing common stock in this offering. Dilution per share to new investors is determined by subtracting pro forma net tangible book value per share after this offering from the public offering price per share paid by new investors. The following table illustrates this calculation on a per share basis:

Offering price per share	\$ 1.00
Net tangible book value per share as of March 31, 2016	\$ 0.42
Increase in net tangible book value per share attributable to new investors	0.10
As adjusted net tangible book value per share after this offering	\$ 0.52
Dilution per share to new investors	\$ 0.48

If the underwriters exercise in full their option to purchase additional shares of common stock at the public offering price of \$1.00 per share, the as adjusted net tangible book value after this offering would have been \$0.53 per share, representing an increase in net tangible book value of \$0.11 per share to existing stockholders and immediate dilution in net tangible book value of \$0.47 per share to investors purchasing our common stock in this offering at the assumed public offering price.

In addition, we had 8,672,097 options to purchase shares of our common stock outstanding at March 31, 2016 at a weighted average exercise price of \$2.43 per share. To the extent that the outstanding stock options may be exercised or other shares issued, investors purchasing our common stock in this offering will experience further dilution. In the event we need to raise additional capital in the future and we issue additional equity securities, our then existing stockholders may also experience dilution.

Table of Contents**COMMON STOCK PRICE RANGE AND DIVIDEND POLICY**

The following table sets forth certain information as to the high and low sales price quoted for our common stock on The NASDAQ Stock Market.

Period	High	Low
2014		
First Quarter	\$ 4.15	\$ 2.99
Second Quarter	6.41	3.82
Third Quarter	6.45	4.81
Fourth Quarter	5.30	2.33
2015		
First Quarter	\$ 3.56	\$ 2.33
Second Quarter	3.98	2.82
Third Quarter	2.95	1.20
Fourth Quarter	1.95	0.84
2016		
First Quarter	\$ 1.31	\$ 0.65
Second Quarter Through May 19, 2016	1.58	0.89

Our common stock trades on The NASDAQ Stock Market under the symbol AXAS. The reported closing price for our common stock on The NASDAQ Stock Market on May 19, 2016, was \$1.33 per share. As of May 19, 2016, there were 106,387,103 shares of common stock outstanding, and our outstanding shares of common stock were held by approximately 1,040 stockholder accounts of record.

We have not paid any cash dividends on our common stock, and it is not presently determinable when, if ever, we will pay cash dividends in the future. In addition, our credit facility prohibits the payment of cash dividends on our common stock.

Table of Contents**UNDERWRITING**

We are offering the shares of common stock described in this prospectus supplement through the underwriters named below. Johnson Rice & Company L.L.C. and Canaccord Genuity Inc. are acting as the representatives of the underwriters named below. Subject to the terms and conditions of the underwriting agreement between us and the representatives, we have agreed to sell to the underwriters, and each underwriter has severally agreed to purchase, at the public offering price less the underwriting discounts and commissions set forth on the cover page of this prospectus supplement, the number of shares of common stock listed next to its name in the following table:

Name	Number of Shares
Johnson Rice & Company L.L.C.	10,000,000
Canaccord Genuity Inc.	9,000,000
Stephens Inc.	5,000,000
Euro Pacific Capital, Inc.	500,000
Ladenburg Thalmann & Co. Inc.	500,000
Total	25,000,000

The underwriting agreement provides that the underwriters' obligation to purchase our common stock is subject to approval of legal matters by counsel and the satisfaction of the conditions contained in the underwriting agreement. The conditions contained in the underwriting agreement include the conditions that the representations and warranties made by us to the underwriters are true, that there has been no material adverse change to our condition or in the financial markets, and that we deliver to the underwriters customary closing documents. The underwriters are obligated to purchase all of the shares of common stock (other than those covered by the option to purchase additional shares described below) if they purchase any of the shares of common stock.

Option to Purchase Additional Common Shares

We have granted to the underwriters an option, exercisable for 30 days from the date of this prospectus supplement, to purchase up to 3,750,000 additional shares of common stock at the public offering price per share less the underwriting discount and commissions shown on the cover page of this prospectus supplement.

Underwriting Discount and Commissions and Offering Expenses

The underwriters propose to offer the common stock to the public at the public offering price set forth on the cover of this prospectus supplement. The underwriters may offer the common stock to securities dealers at the price to the public less a concession not in excess of \$0.03 per share of common stock. After the common stock is released for sale to the public, the underwriters may vary the offering price and other selling terms from time to time.

The following table summarizes the compensation to be paid to the underwriters by us:

	Total
Per Share	

		No Option Exercise	Full Option Exercise
Public offering price	\$ 1.00	\$ 25,000,000	\$ 28,750,000
Underwriting discounts and commissions to be paid by us	\$ 0.05	\$ 1,250,000	\$ 1,437,500
Proceeds, before expenses, to us	\$ 0.95	\$ 23,750,000	\$ 27,312,500

We estimate our expenses associated with the offering, excluding underwriting discounts and commissions, will be approximately \$0.2 million. We have also agreed to reimburse the underwriters for certain of their expenses as set forth in the underwriting agreement, which are not expected to exceed \$50,000.

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Indemnification

We have agreed to indemnify the underwriters against certain liabilities, including liabilities under the U.S. federal securities laws, or to contribute to payments that may be required to be made in respect of these liabilities.

Lock-Up Agreements

We and our officers and directors have agreed that, for a period of 90 days from the date of this prospectus supplement, we and they will not, without the prior written consent of the representatives (which consent may be withheld at the sole discretion of the representatives), directly or indirectly, sell, offer, contract, or grant any option to sell, pledge, transfer, or establish an open put equivalent position within the meaning of the Exchange Act or otherwise dispose of or transfer, or announce the offering of, or file any registration statement under the Securities Act in respect of, any shares of our common stock, options, or warrants to acquire shares of our common stock or securities exchangeable or exercisable for or convertible into shares of our common stock. In addition, our officers and directors may not enter into a swap or other derivatives transaction that transfers to another, in whole or in part, the economic benefits or risk of ownership in our common stock, or otherwise dispose of any shares of our common stock, options or warrants or securities exchangeable or exercisable for or convertible into shares of our common stock currently or later owned either of record or beneficially, or publicly announce an intention to do any of the foregoing.

The restrictions above do not apply to (i) our issuance of shares of our common stock or options to purchase shares of our common stock, or shares of our common stock upon exercise of options, pursuant to any stock option, stock bonus, or other stock plan or arrangement described in this prospectus supplement or the accompanying prospectus, or any amendment to or replacement of such plan and (ii) the filing of one or more registration statements on Form S-8 or amendments thereto relating to the issuance of shares of our common stock or the issuance and exercise of options to purchase shares of our common stock granted under our employee benefit plans existing on the date of this prospectus supplement or any amendment to or replacement of such plan. Our officers and directors may transfer shares of our common stock or such other convertible, exercisable or exchangeable securities without the prior written consent of the representatives if: (a) the representatives receive a signed lock-up agreement for the balance of the 90-day restricted period from each donee, trustee, distributee, or transferee, as the case may be; (b) any such transfer does not involve a disposition for value; (c) such transfers are not publicly reportable under the Securities Act, the Exchange Act, and their related rules and regulations; (d) the transferor does not otherwise voluntarily effect any public filing or report regarding such transfers; and (e) such transfer is (i) a bona fide gift or gifts; (ii) to any trust for the direct or indirect benefit of the transferor or the immediate family of the transferor; or (iii) to the transferor's affiliates or to any investment fund or other entity controlled or managed by the transferor.

If (A) during the last 17 days of the 90-day period, we issue an earnings release or material news or a material event relating to us occurs or (B) prior to the expiration of the 90-day period, we announce that we will release earnings results during the 16-day period beginning on the last day of the 90-day period, then in each case the 90-day period will be extended until the expiration of the 18-day period beginning on the date of the issuance of the earnings release or the occurrence of the material news or material event, as applicable, except that such extension will not apply under certain circumstances if we certify to the representatives that our common stock is an actively traded security as defined in Regulation M and that we meet certain other requirements.

Price Stabilization, Short Positions and Penalty Bids; Passive Market Making

The underwriters may engage in over-allotment, stabilizing transactions, syndicate covering transactions, penalty bids and passive market making in accordance with Regulation M under the Exchange Act. Over-allotment involves syndicate sales in excess of the offering size, which creates a syndicate short position. Covered short sales are sales

made in an amount not greater than the number of shares available for purchase by

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the underwriters under their over-allotment option. The underwriters may close out a covered short sale by exercising their over-allotment option or purchasing shares in the open market. Naked short sales are sales made in an amount in excess of the number of shares available under the over-allotment option. The underwriters must close out any naked short sale by purchasing shares in the open market. Stabilizing transactions permit bids to purchase the underlying security so long as the stabilizing bids do not exceed a specified maximum. Syndicate covering transactions involve purchases of the shares of common stock in the open market after the distribution has been completed in order to cover syndicate short positions. Penalty bids permit the underwriters to reclaim a selling concession from a syndicate member when the shares of common stock originally sold by such syndicate member is purchased in a syndicate covering transaction to cover syndicate short positions. Penalty bids may have the effect of deterring syndicate members from selling to people who have a history of quickly selling their shares. In passive market making, market makers in the shares of common stock who are underwriters or prospective underwriters may, subject to certain limitations, make bids for or purchases of the shares of common stock until the time, if any, at which a stabilizing bid is made. These stabilizing transactions, syndicate covering transactions and penalty bids may cause the price of the shares of common stock to be higher than it would otherwise be in the absence of these transactions. The underwriters are not required to engage in these activities, and may end any of these activities at any time.

Electronic Distribution

This prospectus supplement, the accompanying prospectus and the documents incorporated herein and therein by reference in electronic format may be made available on the websites maintained by one or more of the underwriters. The underwriters may agree to allocate a number of shares of common stock for sale to their online brokerage account holders. The common stock will be allocated to underwriters that may make Internet distributions on the same basis as other allocations. In addition, common stock may be sold by the underwriters to securities dealers who resell common stock to online brokerage account holders.

Other than this prospectus supplement, the accompanying prospectus and the documents incorporated herein and therein by reference in electronic format, information contained in any website maintained by an underwriter is not part of this prospectus supplement, the accompanying prospectus, the documents incorporated herein and therein by reference or registration statement of which the prospectus supplement forms a part, has not been endorsed by us and should not be relied on by investors in deciding whether to purchase common stock. The underwriters are not responsible for information contained in websites that they do not maintain.

Relationship with the Underwriters

From time to time, certain of the underwriters and their respective affiliates have provided, and may continue to provide, investment banking services to us in the ordinary course of their businesses, and have received, and may continue to receive, compensation for such services.

LEGAL MATTERS

Certain legal matters in connection with the common stock offered pursuant to this prospectus supplement will be passed upon by Winstead PC, San Antonio, Texas. The validity of the common stock offered by this prospectus supplement and certain legal matters with respect to Nevada law will be passed upon for us by Holland & Hart LLP, Reno, Nevada. Certain legal matters will be passed upon for the underwriters by Porter Hedges LLP, Houston, Texas.

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EXPERTS

The financial statements of Abraxas Petroleum Corporation as of December 31, 2015 and 2014 and for each of the three years in the period ended December 31, 2015 and management's assessment of the effectiveness of

internal control over financial reporting as of December 31, 2015 incorporated by reference in this Prospectus Supplement have been so incorporated in reliance on the reports of BDO USA, LLP, an independent registered public accounting firm, incorporated herein by reference, given on the authority of said firm as experts in auditing and accounting.

The information relating to our oil and gas reserves, as of December 31, 2015, incorporated into this prospectus supplement by reference, including all statistics and data, was derived from an audit letter dated February 8, 2016 evaluating our oil and gas properties, prepared by DeGolyer and MacNaughton, our independent petroleum engineer, in reliance on the authority of such firm as experts in the oil and gas industry.

WHERE YOU CAN FIND MORE INFORMATION

Our SEC filings are available to the public over the Internet at the SEC's web site at www.sec.gov. You may also read and copy any document we file at the SEC's public reference rooms located at 100 F. Street, N.E., Washington D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms and their copy charges.

Also, using our website, www.abraxaspetroleum.com, you can access electronic copies of documents we file with the SEC, including our annual reports on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K and any amendments to those reports. Information on our website is not incorporated by reference in this prospectus supplement. Access to those electronic filings is available as soon as practical after filing with the SEC. You may also request a copy of those filings, including exhibits, at no cost by writing or telephoning our principal executive office, which is:

18803 Meisner Drive

San Antonio, Texas 78258

Attn: Investor Relations

(210) 490-4788

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INCORPORATION BY REFERENCE

The SEC allows us to incorporate by reference the information we have filed with it, which means that we can disclose important information to you by referring you to those documents. The information we incorporate by reference is an important part of this prospectus supplement, and later information that we file with the SEC will automatically update and supersede this information. The following documents that we have filed with the SEC pursuant to the Securities Exchange Act of 1934, as amended, are incorporated herein by reference:

our Annual Report on Form 10-K for the fiscal year ended December 31, 2015, filed with the Commission on March 15, 2016;

our Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, filed with the Commission on May 10, 2016;

our Current Reports on Form 8-K filed with the Commission on January 15, 2016, April 21, 2016, May 10, 2016 and May 11, 2016; and

the description of our common stock in our registration statement on Form 8-A as filed with the SEC on July 24, 2008, as that description may be updated from time to time.

In addition, all documents filed by us with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (other than those furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K, unless otherwise stated therein) after the date of this prospectus supplement and prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or that deregisters all securities remaining unsold, will be considered to be incorporated by reference into this prospectus supplement and to be a part of this prospectus supplement from the dates of the filing of such documents. Pursuant to General Instruction B of Form 8-K, any information submitted under Item 2.02, Results of Operations and Financial Condition, or Item 7.01, Regulation FD Disclosure, of Form 8-K is not deemed to be filed for the purpose of Section 18 of the Exchange Act, and we are not subject to the liabilities of Section 18 with respect to information submitted under Item 2.02 or Item 7.01 of Form 8-K. We are not incorporating by reference any information submitted under Item 2.02 or Item 7.01 of Form 8-K into any filing under the Securities Act or the Exchange Act or into this prospectus supplement, unless otherwise indicated on such Form 8-K.

You may get copies of this prospectus supplement or any of the incorporated documents (excluding exhibits, unless the exhibits are specifically incorporated) at no charge to you by writing to Abraxas Petroleum Corporation, Attention: Investor Relations, at 18803 Meisner Drive, San Antonio, Texas 78258, or calling (210) 490-4788.

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GLOSSARY OF TERMS

Unless otherwise indicated in this prospectus, gas volumes are stated at the legal pressure base of the State or area in which the reserves are located at 60 degrees Fahrenheit. Oil and gas equivalents are determined using the ratio of six Mcf of gas to one barrel of oil, condensate or natural gas liquids.

The following definitions shall apply to the technical terms used in this prospectus.

Terms used to describe quantities of oil and gas:

Bbl barrel or barrels.

Boe barrels of oil equivalent.

MBbl thousand barrels.

MBoe thousand barrels of oil equivalent.

Mcf thousand cubic feet of gas.

MBoe million barrels of oil equivalent.

MMcf million cubic feet of gas.

NGL natural gas liquids measured in barrels.

Terms used to describe our interests in wells and acreage:

Net acres are the sum of fractional ownership working interests in gross acres (e.g., a 50% working interest in a lease covering 320 gross acres is equivalent to 160 net acres).

Terms used to assign a present value to or to classify our reserves:

*Developed oil and gas reserves** Developed oil and gas reserves are reserves of any category that can be expected to be recovered:

(i) Through existing wells with existing equipment and operating methods or in which the cost of the required equipment is relatively minor compared to the cost of a new well; and

(ii) Through installed extraction equipment and infrastructure operational at the time of the reserves estimate if the extraction is by means not involving a well.

*Proved developed non-producing reserves** or *PDNP** are those quantities of oil and gas reserves that are developed behind pipe in an existing well bore, from a shut-in well bore or that can be recovered through improved recovery only after the necessary equipment has been installed, or when the costs to do so are relatively minor. Shut-in reserves are expected to be recovered from (1) completion intervals which are open at the time of the estimate but which have not started producing, (2) wells that were shut-in for market conditions or pipeline connections, or (3) wells not capable of production for mechanical reasons. Behind-pipe reserves are expected to be recovered from

zones in existing wells that will require additional completion work or future recompletion prior to the start of production.

Proved developed reserves* Reserves that can be expected to be recovered through existing wells with existing equipment and operating methods.

Proved reserves* Reserves that geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions.

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Proved undeveloped reserves or PUDs* Reserves that are expected to be recovered from new wells on undrilled acreage or from existing wells, in each case where a relatively major expenditure is required.

PV-10 means estimated future net revenue, discounted at a rate of 10% per annum, before income taxes and with no price or cost escalation or de-escalation, calculated in accordance with guidelines promulgated by the Securities and Exchange Commission (SEC).

Standardized Measure means estimated future net revenue, discounted at a rate of 10% per annum, after income taxes and with no price or cost escalation or de-escalation, calculated in accordance with Accounting Standards Codification (ASC) 932, Disclosures About Oil and Gas Producing Activities.

Undeveloped oil and gas reserves* Undeveloped oil and gas reserves are reserves of any category that are expected to be recovered from new wells on undrilled acreage, or from existing wells where a relatively major expenditure is required for recompletion.

* This definition is an abbreviated version of the complete definition set forth in Rule 4-10(a) of Regulation S-X. For the complete definition, see: http://www.ecfr.gov/cgi-bin/retrieveECFR?gp=1&SID=7aa25d3cede06103c0ecec861362497d&ty=HTML&h=L&n=pt173.210&r=PART#se17.3.210_14_610

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ABRAXAS PETROLEUM CORPORATION

\$200,000,000

Debt Securities

Common Stock

Preferred Stock

Depository Shares

Warrants

Guarantees

Subscription Rights

Units

We may offer, from time to time, in one or more series:

unsecured senior debt securities;

secured senior debt securities;

unsecured subordinated debt securities;

secured subordinated debt securities;

shares of common stock;

shares of preferred stock;

shares of preferred stock that may be represented by depositary shares;

warrants to purchase debt securities, common stock, preferred stock or other securities;

subscription rights to purchase debt securities, common stock, preferred stock or other securities; and

units to purchase one or more of these classes of securities.

The securities:

will have a maximum aggregate offering price of \$200,000,000;

will be offered at prices and on terms to be set forth in an accompanying prospectus supplement;

may be offered separately or together, or in separate series;

may be convertible into or exchangeable for other securities;

may be guaranteed by certain of our subsidiaries; and

may be listed on a national securities exchange, if specified in an accompanying prospectus supplement.

Our common stock is listed on The NASDAQ Stock Market under the symbol AXAS.

We will provide the specific terms of the securities in supplements to this prospectus. This prospectus may be used to offer and sell securities only if it is accompanied by a prospectus supplement.

YOU SHOULD READ THIS PROSPECTUS AND ANY PROSPECTUS SUPPLEMENT CAREFULLY BEFORE YOU INVEST, INCLUDING THE RISK FACTORS WHICH BEGIN ON PAGE 2 OF THIS PROSPECTUS.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

This prospectus is dated June 13, 2013

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission utilizing a shelf registration process. Under this shelf process, we may sell different types of the securities described in this prospectus in one or more offerings up to a total offering amount of \$200,000,000.

This prospectus provides you with a general description of the securities we may offer. Each time we sell securities, we will provide a prospectus supplement that will contain specific information about the terms of that offering and the securities offered by us in that offering. The prospectus supplement may also add, update or change information contained in this prospectus. You should read both this prospectus and any prospectus supplement together with additional information described under the heading **Where You Can Find More Information**.

You should rely only on the information contained in this prospectus, any prospectus supplement and the documents we have incorporated by reference. We have not authorized anyone to provide you with different information. You should assume that the information in this prospectus, any accompanying prospectus supplement or any document incorporated by reference is accurate as of any date other than the date of such document.

WHERE YOU CAN FIND MORE INFORMATION

Our SEC filings are available to the public over the Internet at the SEC's web site at www.sec.gov. You may also read and copy any document we file at the SEC's public reference rooms located at 100 F. Street, N.E., Washington D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms and their copy charges.

Also, using our website, www.abraxaspetroleum.com, you can access electronic copies of documents we file with the SEC, including our annual reports on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K and any amendments to those reports. Information on our website is not incorporated by reference in this prospectus. Access to those electronic filings is available as soon as practical after filing with the SEC. You may also request a copy of those filings, including exhibits, at no cost by writing or telephoning our principal executive office, which is:

18803 Meisner Drive

San Antonio, Texas 78258

Attn: Investor Relations

(210) 490-4788

This prospectus is part of a registration statement that we have filed with the SEC relating to the securities offered hereby. As permitted by SEC rules, this prospectus does not contain all of the information we have included in the registration statement and the accompanying exhibits and schedules we filed with the SEC. You may refer to the registration statement, exhibits and schedules for more information about us and such securities. The registration statement, exhibits and schedules are available at the SEC's public reference room or through its Internet website at www.sec.gov.

The SEC allows us to incorporate by reference the information we have filed with it, which means that we can disclose important information to you by referring you to those documents. The information we incorporate by reference is an important part of this prospectus, and later information that we file with the SEC will automatically

update and supersede this information. The following documents that we have filed with the SEC pursuant to the Exchange Act are incorporated herein by reference:

Our Annual Report on Form 10-K for the year ended December 31, 2012, filed with the Commission on March 18, 2013;

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Our Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, filed with the Commission on May 10, 2013;

Our Current Reports on Form 8-K filed with the Commission on April 4, 2013 and May 15, 2013;

The description of our common stock contained in our Registration Statement on Form 8-A, filed on July 24, 2008, including any amendments or reports filed for the purpose of updating such description; and

The description of our preferred purchase rights contained in our Registration Statement on Form 8-A, filed on March 17, 2010, including any amendments or reports filed for the purpose of updating such description.

Notwithstanding the foregoing, information that we elect to furnish, but not file, or have furnished, but not filed, with the Commission in accordance with Commission rules and regulations is not incorporated into this Registration Statement and does not constitute a part hereof.

All documents filed by us pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (excluding any information furnished pursuant to Item 2.02 or Item 7.01 on any current report on Form 8-K) subsequent to the date of this filing and prior to the termination of this offering shall be deemed to be incorporated in this prospectus and to be a part hereof from the date of the filing of such document. Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for all purposes to the extent that a statement contained in this prospectus, or in any other subsequently filed document which is also incorporated or deemed to be incorporated by reference, modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

FORWARD-LOOKING INFORMATION

We make forward-looking statements throughout this prospectus and the documents included or incorporated by reference in this prospectus. Whenever you read a statement that is not simply a statement of historical fact (such as statements including words like believe, expect, anticipate, intend, plan, seek, estimate, could, potentially, expressions), you must remember that these are forward-looking statements, and that our expectations may not be correct, even though we believe they are reasonable. The forward-looking information contained in this prospectus or in the documents included or incorporated by reference in this prospectus is generally located in the material set forth under the headings About Abraxas, Risk Factors, Business, Properties, and Management's Discussion and Analysis, Financial Condition and Results of Operations but may be found in other locations as well. These forward-looking statements generally relate to our plans and objectives for future operations and are based upon our management's reasonable estimates of future results or trends. The factors that may affect our expectations regarding our operations include, among others, the following:

our success in development, exploitation and exploration activities;

our ability to make planned capital expenditures;

declines in our production of oil and gas;

prices for oil and gas;

our ability to raise equity capital or incur additional indebtedness;

political and economic conditions in oil producing countries, especially those in the Middle East;

price and availability of alternative fuels;

our restrictive debt covenants;

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our acquisition and divestiture activities;

weather conditions and events;

the proximity, capacity, cost and availability of pipelines and other transportation facilities;

results of our hedging activities; and

other factors discussed elsewhere in this prospectus and the documents incorporated by reference in this prospectus.

Except as otherwise required by law, we disclaim any duty to update any forward-looking statements, all of which are qualified by the statements in this section, to reflect events or circumstances after the date of this prospectus. See also [Where You Can Find More Information](#).

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ABOUT ABRAXAS

This summary highlights selected information from this prospectus, but does not contain all information that may be important to you. This prospectus includes specific terms of this offering and information about our business and financial data. To understand all of the terms of this offering and for a more complete understanding of our business, you should carefully read this entire prospectus, our annual report on Form 10-K for the year ended December 31, 2012 and our quarterly report on Form 10-Q for the quarter ended March 31, 2013 including the consolidated financial statements and the notes to those financial statements included in such reports, which are incorporated by reference herein. The terms Abraxas, we, us, our, or the Company, refer to Abraxas Petroleum Corporation, together with its consolidated subsidiaries. We have provided definitions for some of the oil and gas industry terms used in this prospectus in the section entitled Glossary of Terms.

We are an independent energy company primarily engaged in the development and production of oil and gas. Historically, we have grown through the acquisition and subsequent development and exploitation of producing properties, principally through the redevelopment of old fields utilizing new technologies such as modern log analysis and reservoir modeling techniques as well as 3-D seismic surveys, horizontal drilling and modern completion techniques. As a result of these activities, we believe that we have a number of development opportunities on our properties. In addition, we intend to expand upon our development activities with complementary exploration projects in our core areas of operation. Success in our development and exploration activities is critical in the maintenance and growth of our current production levels and associated reserves.

Abraxas was originally incorporated in Texas in 1977 and re-incorporated in Nevada in 1990 when it became a public company. Our common stock is listed on The NASDAQ Stock Market under the symbol AXAS. Our principal office is located at 18803 Meisner Drive, San Antonio, Texas 78258, and our telephone number is (210) 490-4788. Information contained on our website, www.abraxaspetroleum.com, is not part of this prospectus.

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RISK FACTORS

An investment in our securities involves a high degree of risk. You should carefully consider the risk factors and all of the other information included in, or incorporated by reference into, this prospectus, including those included in our most recent Annual Report on Form 10-K and, if applicable, in our Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, in evaluating an investment in our securities. If any of these risks were to occur, our business, financial condition or results of operations could be adversely affected. In that case, the trading price of our securities could decline and you could lose all or part of your investment. When we offer and sell any securities pursuant to a prospectus supplement, we may include additional risk factors relevant to such securities in the prospectus supplement.

USE OF PROCEEDS

Unless we specify otherwise in the applicable prospectus supplement, the net proceeds we receive from the sale of the securities offered by this prospectus and any prospectus supplement will be used for general corporate purposes. General corporate purposes may include any of the following:

repaying debt;

providing working capital;

funding capital expenditures; or

paying for possible acquisitions or the expansion of our business.

We may temporarily invest the net proceeds we receive from any offering of securities or use the net proceeds to repay short-term debt until we can use them for their stated purposes.

DILUTION

Our net tangible book value at December 31, 2012 was \$0.50 per share of common stock. Net tangible book value per share of common stock is determined by dividing our tangible net worth, which is tangible assets less liabilities, by the total number of shares of our common stock outstanding. If we offer shares of our common stock, purchasers of our common stock in that offering may experience immediate dilution in net tangible book value per share. The prospectus supplement relating to an offering of shares of our common stock will set forth the information regarding any dilutive effect of that offering.

RATIO OF EARNINGS TO FIXED CHARGES

The following table contains our consolidated ratio of earnings to fixed charges for the periods indicated. You should read these ratios in connection with our consolidated financial statements, including the notes to those statements, incorporated by reference in this prospectus.

	Year Ended December 31,				
	2008	2009	2010	2011	2012
Ratio of earnings to fixed charges	*	*	1.15x	3.05x	*

* Earnings inadequate to cover fixed charges.

Earnings consist of income (loss) from continuing operations before income taxes plus fixed charges. Fixed charges consist of interest expense and amortization of deferred financing fees. Our earnings were inadequate to cover fixed charges in 2008, 2009 and 2012 by \$52.4 million, \$17.5 million and \$18.5 million respectively. In

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2010 and 2011 we had earnings before fixed charges of \$13.3 million and \$20.3 million, respectively, and fixed charges of \$11.6 million and \$6.7 million, respectively, resulting in a ratio of earnings to fixed charges of 1.15x and 3.05x, respectively.

DESCRIPTION OF DEBT SECURITIES

The following description of debt securities sets forth certain general terms and provisions of the debt securities to which this prospectus and any prospectus supplement may relate. The particular terms of any series of debt securities and the extent to which the general provisions may apply to a particular series of debt securities will be described in a prospectus supplement relating to that series. The debt securities will be issued under one or more separate indentures between us and a trustee to be named in the prospectus supplement. Senior debt securities will be issued under a senior indenture and subordinated debt securities will be issued under a subordinated indenture. Together the senior indenture and the subordinated indenture are called the indentures.

Because we have included only a summary of the indenture terms, you must read the indentures in full to understand every detail of the terms of the debt securities. The summary is not complete. The forms of the indentures have been filed as exhibits to the registration statement to which this prospectus relates and you should read the indentures for provisions that may be important to you.

As used in this section of the prospectus and under the caption Description of Capital Stock, the terms we, our and us mean Abraxas Petroleum Corporation only, and not its subsidiaries.

General

Unless otherwise indicated in the applicable prospectus supplement, the debt securities will be our direct, unsecured obligations. The senior debt securities will rank equally with all of our other senior and unsubordinated debt. The subordinated debt securities will have a junior position to certain of our debt, as described in the subordinated securities themselves or under the supplemental indenture under which they are issued.

We conduct some of our operations through our subsidiaries. To the extent of such operations, holders of debt securities will have a position junior to the prior claims of creditors of our subsidiaries, including trade creditors, debtholders, secured creditors, taxing authorities and guarantee holders, and any preferred stockholders, except to the extent that we may ourselves be a creditor with recognized and unsubordinated claims against any subsidiary.

If specified in the prospectus supplement, the debt securities will be general obligations of our subsidiaries that execute subsidiary guarantees. Unless otherwise specified in the prospectus supplement, such subsidiary guarantees will be unsecured obligations. See Subsidiary Guarantees.

A prospectus supplement and a supplemental indenture relating to any series of debt securities being offered will include specific terms relating to the offering. These terms will include some or all of the following:

the title and type of the debt securities;

any limit upon the total principal amount of the debt securities;

the dates on which the principal and premium (if any) of the debt securities will be payable;

the interest rate or rates, or the method of determination thereof, that the debt securities will bear and the interest payment dates for the debt securities;

places where payments of the principal, premium, if any, and interest may be made on the debt securities;

any optional redemption periods;

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any subordination and the terms thereof;

any sinking fund, amortization or other provisions that would obligate us to redeem, repurchase or repay some or all of the debt securities;

if other than US dollars, the currency or currencies, or the form of other securities or property in which principal of (and premium, if any) and/or interest on the debt securities will or may be payable;

any index or other method used to determine the amount of payment of principal of (and premium, if any) and/or interest on the debt securities;

whether any portion of the principal amount of such debt securities is payable upon declaration of the acceleration of the maturity thereof;

any additional means of satisfaction or discharge of the debt securities;

whether our subsidiaries will provide guarantees of the debt securities, and the terms of any subordination of such guarantee;

whether the debt securities will be secured or unsecured;

any deletions, modifications, or additions to the events of default or covenants pertaining to the debt securities or made for the benefit of the holders thereof;

whether the debt securities will be convertible or exchangeable and, if so, the provisions regarding convertibility or exchangeability of the debt securities;

whether the debt securities will be subject to certain optional interest rate reset provisions;

whether the debt securities will be issued as a global debt security and, in that case, the identity of the depository for the debt securities; and

any other terms of the debt securities.

Neither of the indentures limits the amount of debt securities that may be issued. Each indenture allows debt securities to be issued up to the principal amount that may be authorized by us and may be in any currency or currency unit designated by us.

Debt securities of a series may be issued in registered, bearer, coupon or global form.

The prospectus supplement for each series of debt securities will state whether the debt securities will be issued in registered form and whether the debt securities will be in denominations other than \$1,000 each or multiples thereof.

Original Issue Discount

One or more series of debt securities offered by this prospectus may be sold at a substantial discount below their stated principal amount, bearing no interest or interest at a rate that at the time of issuance is below market rates. The federal income tax consequences and special considerations applicable to any series of debt securities generally will be described in the applicable prospectus supplement.

Subsidiary Guarantees

Our payment obligations under any series of the debt securities may be jointly and severally guaranteed by one or more of our subsidiaries. If a series of debt securities is so guaranteed by any of our subsidiaries, such subsidiaries will execute a supplemental indenture or notation of guarantee as further evidence of their guarantee. The applicable prospectus supplement will describe the terms of any guarantee by our subsidiaries. We will file

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any supplemental indenture or notation of guarantee relating to any guarantees with the Securities and Exchange Commission, and incorporate them by reference as an exhibit to, or incorporated by reference in, the registration statement of which this prospectus is a part on or before the time such subsidiaries execute a supplemental indenture or notation of guarantee.

The obligations of each subsidiary under its subsidiary guarantee may be limited to the maximum amount that will not result in such guarantee obligations constituting a fraudulent conveyance or fraudulent transfer under federal or state law, after giving effect to all other contingent and fixed liabilities of that subsidiary and any collections from or payments made by or on behalf of any other subsidiary guarantor in respect to its obligations under its subsidiary guarantee.

Each indenture may restrict consolidations or mergers with or into a subsidiary guarantor or provide for the release of a subsidiary from a subsidiary guarantee, as set forth in a related prospectus supplement, the applicable indenture, and any applicable related supplemental indenture.

If a series of debt securities is guaranteed by our subsidiaries and is designated as subordinate to our senior debt, then the guarantee by those subsidiaries will be subordinated to their senior debt and will be subordinated to any guarantees by those subsidiaries of our senior debt. See Subordination.

Subordination

Under the subordinated indenture, payment of the principal, interest and any premium on the subordinated debt securities will generally be subordinated and junior in right of payment to the prior payment in full of any debt specified in the applicable prospectus supplement and supplemental indenture as being senior to the subordinated debt.

Consolidation, Merger or Sale

The indentures generally permit a consolidation or merger between us and another entity. They also permit the sale by us of all or substantially all of our property and assets. If this happens, the remaining or acquiring entity shall assume all of our responsibilities and liabilities under the indentures, including the payment of all amounts due on the debt securities and performance of the covenants in the indentures. However, we will consolidate or merge with or into any other entity or sell all or substantially all of our assets only according to the terms and conditions of the indentures. The remaining or acquiring entity will be substituted for us in the indentures with the same effect as if it had been an original party to the indentures. Thereafter, the successor entity may exercise our rights and powers under any indenture, in our name or in its own name. Any act or proceeding required or permitted to be done by our board of directors or any of our officers may be done by the board or officers of the successor entity. If we sell all or substantially all of our assets, upon compliance with these provisions, we shall be released from all of our liabilities and obligations under any indenture and under the debt securities.

Modification of Indentures

Under each indenture our rights and obligations and the rights of the holders may be modified with the consent of the holders of a majority in aggregate principal amount of the outstanding debt securities of each series affected by the modification. No modification of the principal or interest payment terms, and no modification reducing the percentage required for modifications, is effective against any holder without its consent. Certain of our rights and obligations not having an adverse effect on the rights of the holders may be modified without the consent of the holders of the debt securities.

Events of Default

Each of the indentures defines an event of default with respect to debt securities of any series as any of the following events:

failure to pay interest on any debt security for 30 days after it is due;

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failure to pay the principal of or premium, if any, on any debt security when due;

failure to deposit any sinking fund payment for 30 days after it is due;

failure to perform any other covenant in the indenture that continues for 60 days after being given written notice;

certain events of bankruptcy, insolvency or reorganization; or

any other event of default included in any indenture or supplemental indenture.

An event of default for a particular series of debt securities does not necessarily constitute an event of default for any other series of debt securities issued under an indenture. The trustee may withhold notice to the holders of debt securities of any default (except in the payment of principal or interest) if it considers such withholding of notice to be in the best interests of the holders.

If an event of default for any series of debt securities occurs and continues, the trustee or the holders of at least 25% in aggregate principal amount of the debt securities of the series may declare the entire principal of all the debt securities of that series to be due and payable immediately. If an event of default occurs and is continuing with respect to all series of debt securities as a result of a failure to perform a covenant applicable to all securities or because of bankruptcy, insolvency or reorganization, the trustee or the holders of at least 25% in aggregate principal amount of all of the debt securities may declare the entire principal of all the debt securities to be due and payable immediately. If either of these events occurs, subject to certain conditions, the holders of a majority of the aggregate principal amount of the debt securities of that series (or of the debt securities of all series, as the case may be) can void the declaration. There is no automatic acceleration, even in the event of bankruptcy, insolvency or reorganization.

Other than its duties in case of a default, a trustee is not obligated to exercise any of its rights or powers under any indenture at the request, order or direction of any holders, unless the holders offer the trustee reasonable indemnity. If they provide this reasonable indemnification, the holders of a majority in principal amount of any series of debt securities may direct the time, method and place of conducting any proceeding or any remedy available to the trustee, or exercising any power conferred upon the trustee, for any series of debt securities.

Covenants

Under the indentures, we will:

pay the principal of, and interest and any premium on, the debt securities when due;

maintain a place of payment;

maintain our corporate existence;

deliver a report to the trustee at the end of each fiscal year reviewing our obligations under the indentures;
and

deposit sufficient funds with any paying agent on or before the due date for any principal, interest or premium.

Equal and Ratable Securitization

Neither we nor any restricted subsidiary may secure senior debt securities of any series unless the debt securities of every other series of senior debt securities are also equally and ratably secured. The subordinated securities have no such restrictive covenant.

Payment and Transfer

Principal, interest and any premium on fully registered securities will be paid at designated places. Payment will be made by check mailed to the persons in whose names the debt securities are registered on days specified

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in the indentures or any prospectus supplement. Debt securities payments in other forms will be paid at a place designated by us and specified in a prospectus supplement.

Fully registered securities may be transferred or exchanged at the corporate trust office of the trustee or at any other office or agency maintained by us for such purposes without the payment of any service charge except for any tax or governmental charge.

Global Securities

Certain series of the debt securities may be issued as permanent global debt securities to be deposited with a depository with respect to that series. Unless otherwise indicated in the prospectus supplement, the following is a summary of the depository arrangements applicable to debt securities issued in permanent global form and for which The Depository Trust Company (DTC) acts as depository.

Each global debt security will be deposited with, or on behalf of, DTC, as depository, or its nominee and registered in the name of a nominee of DTC. Except under the limited circumstances described below, global debt securities are not exchangeable for definitive certificated debt securities.

Ownership of beneficial interests in a global debt security is limited to institutions that have accounts with DTC or its nominee (participants) or persons that may hold interests through participants. In addition, ownership of beneficial interests by participants in a global debt security will be evidenced only by, and the transfer of that ownership interest will be effected only through, records maintained by DTC or its nominee for a global debt security. Ownership of beneficial interests in a global debt security by persons that hold through participants will be evidenced only by, and the transfer of that ownership interest within that participant will be effected only through, records maintained by that participant. DTC has no knowledge of the actual beneficial owners of the debt securities. Beneficial owners will not receive written confirmation from DTC of their purchase, but beneficial owners are expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the participants through which the beneficial owners entered the transaction. The laws of some jurisdictions require that certain purchasers of securities take physical delivery of such securities in definitive form. Such laws may impair the ability to transfer beneficial interests in a global debt security.

Payment of principal of, and interest on, debt securities represented by a global debt security registered in the name of or held by DTC or its nominee will be made to DTC or its nominee, as the case may be, as the registered owner and holder of the global debt security representing those debt securities. We have been advised by DTC that upon receipt of any payment of principal of, or interest on, a global debt security, DTC will immediately credit accounts of participants on its book-entry registration and transfer system with payments in amounts proportionate to their respective beneficial interests in the principal amount of that global debt security as shown in the records of DTC. Payments by participants to owners of beneficial interests in a global debt security held through those participants will be governed by standing instructions and customary practices, as is now the case with securities held for the accounts of customers in bearer form or registered in street name, and will be the sole responsibility of those participants, subject to any statutory or regulatory requirements that may be in effect from time to time.

Neither we, any trustee nor any of our respective agents will be responsible for any aspect of the records of DTC, any nominee or any participant relating to, or payments made on account of, beneficial interests in a permanent global debt security or for maintaining, supervising or reviewing any of the records of DTC, any nominee or any participant relating to such beneficial interests.

A global debt security is exchangeable for definitive debt securities registered in the name of, and a transfer of a global debt security may be registered to, any person other than DTC or its nominee, only if:

DTC notifies us that it is unwilling or unable to continue as depositary for that global debt security or at any time DTC ceases to be registered under the Securities Exchange Act of 1934;

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we determine in our discretion that the global debt security shall be exchangeable for definitive debt securities in registered form; or

a supplemental indenture shall so provide.

Any global debt security that is exchangeable pursuant to the preceding sentence will be exchangeable in whole for definitive debt securities in registered form, of like tenor and of an equal aggregate principal amount as the global debt security, in denominations specified in the applicable prospectus supplement (if other than \$1,000 and integral multiples of \$1,000). The definitive debt securities will be registered by the registrar in the name or names instructed by DTC. We expect that these instructions may be based upon directions received by DTC from its participants with respect to ownership of beneficial interests in the global debt security.

Except as provided above, owners of the beneficial interests in a global debt security will not be entitled to receive physical delivery of debt securities in definitive form and will not be considered the holders of debt securities for any purpose under the indentures. No global debt security shall be exchangeable except for another global debt security of like denomination and tenor to be registered in the name of DTC or its nominee. Accordingly, each person owning a beneficial interest in a global debt security must rely on the procedures of DTC and, if that person is not a participant, on the procedures of the participant through which that person owns its interest, to exercise any rights of a holder under the global debt security or the indentures.

We understand that, under existing industry practices, in the event that we request any action of holders, or an owner of a beneficial interest in a global debt security desires to give or take any action that a holder is entitled to give or take under the debt securities or the indentures, DTC would authorize the participants holding the relevant beneficial interests to give or take that action, and those participants would authorize beneficial owners owning through those participants to give or take that action or would otherwise act upon the instructions of beneficial owners owning through them.

DTC has advised us that DTC is a limited purpose trust company organized under the laws of the State of New York, a banking organization within the meaning of the New York Banking Law, a member of the Federal Reserve System, a clearing corporation within the meaning of the New York Uniform Commercial Code and a clearing agency registered under the Securities Exchange Act of 1934. DTC was created to hold securities of its participants and to facilitate the clearance and settlement of securities transactions among its participants in those securities through electronic book-entry changes in accounts of the participants, thereby eliminating the need for physical movement of securities certificates. DTC's participants include securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations. DTC is owned by a number of its participants and by the New York Stock Exchange, Inc., the American Stock Exchange, Inc. and the National Association of Securities Dealers, Inc. Access to DTC's book-entry system is also available to others, such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a participant, either directly or indirectly. The rules applicable to DTC and its participants are on file with the Securities and Exchange Commission.

Defeasance

We will be discharged from our obligations on the debt securities of any series at any time if we deposit with the trustee sufficient cash or government securities to pay the principal, interest, any premium and any other sums due to the stated maturity date or a redemption date of the debt securities of the series. If this happens, the holders of the debt securities of the series will not be entitled to the benefits of the indenture except for registration of transfer and exchange of debt securities and replacement of lost, stolen or mutilated debt securities.

We must also obtain an opinion of counsel to the effect that as a result of the defeasance, holders of that series of debt securities will not recognize income, gain or loss for federal income tax purposes and will be subject to federal income tax on the same amount, in the same manner and at the same time as would have been the case if such defeasance had not occurred.

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Meetings

Each indenture contains provisions describing how meetings of the holders of debt securities of a series may be convened. A meeting may be called at any time by the trustee, and also, upon request, by us or the holders of at least 20% in principal amount of the outstanding debt securities of a series. A notice of the meeting must always be given in the manner described under *Notices* below. Generally speaking, except for any consent that must be given by all holders of a series as described under *Modification of Indentures* above, any resolution presented at a meeting of the holders of a series of debt securities may be adopted by the affirmative vote of the holders of a majority in principal amount of the outstanding debt securities of that series, unless the indenture allows the action to be voted upon to be taken with the approval of the holders of a different specific percentage of principal amount of outstanding debt securities of a series. In that case, the holders of outstanding debt securities of at least the specified percentage must vote in favor of the action. Any resolution passed or decision taken at any meeting of holders of debt securities of any series in accordance with the applicable indenture will be binding on all holders of debt securities of that series and any related coupons, unless, as discussed in *Modification of Indentures* above, the action is only effective against holders that have approved it. The quorum at any meeting called to adopt a resolution, and at any reconvened meeting, will be holders holding or representing a majority in principal amount of the outstanding debt securities of a series.

Governing Law

Each indenture and the debt securities will be governed by and construed in accordance with the laws of the State of New York.

Notices

Notices to holders of debt securities will be given by mail to the addresses of such holders as they appear in the security register.

Credit Facilities

Senior Secured Credit Facility

We have a senior secured credit facility with Société Générale, as administrative agent and issuing lender, and certain other lenders, which we refer to as the credit facility. As of December 31, 2012, \$113.0 million was outstanding under the credit facility.

The credit facility has a maximum commitment of \$300.0 million and availability is subject to a borrowing base. As of December 31, 2012 we had a borrowing base of \$150.0 million. In April 2013 this facility was increased to \$155.0 million. Unless redetermined otherwise based on new reserve and production information from the June 30, 2013 engineering report, the borrowing base would reduce to \$145 million on October 1, 2013. Management and the bank group anticipate the facility will be redetermined in a timely manner post the Company providing its June 30, 2013 reserve report. The borrowing base is determined semi-annually by the lenders based upon our reserve reports, one of which must be prepared by our independent petroleum engineers and one of which may be prepared internally. The amount of the borrowing base is calculated by the lenders based upon their valuation of our Proved reserves securing the facility utilizing these reserve reports and their own internal decisions. In addition, the lenders, in their sole discretion, are able to make one additional borrowing base redetermination during any six-month period between scheduled redeterminations and we are able to request one redetermination during any six-month period between scheduled redeterminations. The borrowing base will be automatically reduced in connection with any sales of producing properties with a market value of 5% or more of our then-current borrowing base and in connection with

any hedge termination which could reduce the collateral value by 5% or more. Our borrowing base was increased to \$155.0 million based upon our reserve report dated December 31, 2012. Our borrowing base can never exceed the \$300.0 million maximum commitment amount. Outstanding amounts under the credit facility bear interest at (a) the greater of (1) the

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reference rate announced from time to time by Société Générale, (2) the Federal Funds Rate plus 0.5%, and (3) a rate determined by Société Générale as the daily one-month LIBOR plus, in each case, (b) 1.25% to 2.25%, depending on the utilization of the borrowing base, or, if we elect LIBOR plus 2.25% to 3.25%, depending on the utilization of the borrowing base. At December 31, 2012, the interest rate on the credit facility was 3.21% based on 1-month LIBOR borrowings and level of utilization.

Subject to earlier termination rights and events of default, the stated maturity date of the credit facility is June 30, 2015. Interest is payable quarterly on reference rate advances and not less than quarterly on LIBOR advances. We are permitted to terminate the credit facility and are able, from time to time, to permanently reduce the lenders' aggregate commitment under the credit facility in compliance with certain notice and dollar increment requirements.

Each of our subsidiaries has guaranteed our obligations under the credit facility on a senior secured basis. Obligations under the credit facility are secured by a first priority perfected security interest, subject to certain permitted encumbrances, in all of our and our subsidiary guarantors' material property and assets, other than Raven Drilling.

Under the credit facility, we are subject to customary covenants, including certain financial covenants and reporting requirements. We are required to maintain a current ratio, as of the last day of each quarter of not less than 1.00 to 1.00 and an interest coverage ratio of not less than 2.50 to 1.00. We are also required as of the last day of each quarter to maintain a total debt to EBITDAX ratio as of the last day of each quarter of not more than 4.00 to 1.00. The current ratio is defined as the ratio of consolidated current assets to consolidated current liabilities. For the purposes of this calculation, current assets include the portion of the borrowing base which is undrawn but excludes any cash deposited with a counter-party to a hedging arrangement and any assets representing a valuation account arising from the application of ASC 815 and ASC 410-20 and current liabilities exclude the current portion of long-term debt and any liabilities representing a valuation account arising from the application of ASC 815 and ASC 410-20. The interest coverage ratio is defined as the ratio of consolidated EBITDAX to consolidated interest expense for the four fiscal quarters ended on the calculation date. For the purposes of this calculation, EBITDAX is consolidated net income plus interest expense, oil and gas exploration expenses, income, franchise or margin taxes, depreciation, amortization, depletion and other non-cash charges including non-cash charges resulting from the application of ASC 718, ASC 815 and ASC 410-20 plus all realized net cash proceeds arising from the settlement or monetization of any hedge contracts minus all non-cash items of income which were included in determining consolidated net income, including all non-cash items resulting from the application of ASC 815 and ASC 410-20. Interest expense includes total interest, letter of credit fees and other fees and expenses incurred in connection with any debt. The total debt to EBITDAX ratio is defined as the ratio of total debt to consolidated EBITDAX for the four fiscal quarters ended on the calculation date. For the purposes of this calculation, total debt is the outstanding principal amount of debt, excluding debt associated with the office building, Raven Drilling rig loan and obligations with respect to surety bonds and hedge arrangements.

At December 31, 2012, we were in compliance with all of our debt covenants. As of December 31, 2012, the interest coverage ratio was 7.72 to 1.00, the total debt to EBITDAX ratio was 2.97 to 1.00, our current ratio was 1.19 to 1.00 and we had liquidity of \$39.1 million of which 37.0 million was availability under the credit facility.

The credit facility contains a number of covenants that, among other things, restrict our ability to:

incur or guarantee additional indebtedness;

transfer or sell assets;

create liens on assets;

engage in transactions with affiliates other than on an arm's length basis;

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make any change in the principal nature of our business; and

permit a change of control.

The credit facility also contains customary events of default, including nonpayment of principal or interest, violations of covenants, cross default and cross acceleration to certain other indebtedness, bankruptcy and material judgments and liabilities.

Rig Loan Agreement

On September 19, 2011, Raven Drilling entered into a rig loan agreement with RBS Asset Finance, Inc. to finance the costs of purchasing and refurbishing an Oilwell 2000 hp diesel electric drilling rig (the Collateral). The rig loan agreement provided for interim borrowings payable to Raven Drilling until the final amount of the loan was determined.

On February 14, 2012, Raven Drilling finalized the note with respect to the rig loan agreement. The principal amount of the note is \$7.0 million and bears interest at 4.26%, which equates to the four-year interest swap rate plus 3.50% on the date of closing. Interest only is due for the first 18-months of the note and thereafter, the note will amortize in full over the remaining life of the note. Interest and principal, when required, is payable monthly. Subject to earlier prepayment provisions and events of default, the stated maturity date of the note is February 14, 2017. As of December 31, 2012, \$7.0 million was outstanding under the rig loan agreement.

The Company has guaranteed Raven Drilling's obligations under the rig loan agreement and associated note. Obligations under the rig loan agreement are secured by a first priority perfected security interest, subject to certain permitted encumbrances, in the Collateral.

Real Estate Lien Note

On May 9, 2008, we entered into an advancing line of credit in the amount of \$5.4 million for the purchase and finish out of a building to serve as our corporate headquarters. This note was refinanced in November 2008. The note bears interest at a fixed rate of 5.25% and is payable in monthly installments of principal and interest of \$36,652 based on a twenty year amortization. The note matures in May 2015 at which time the outstanding balance becomes due. The note is secured by a first lien deed of trust on the property and improvements. As of December 31, 2012, \$4.8 million was outstanding on the note.

DESCRIPTION OF CAPITAL STOCK

Common Stock

We are currently authorized to issue up to 200,000,000 shares of common stock, par value \$0.01 per share.

As of May 28, 2013, we had 92,798,792 shares of common stock outstanding and approximately 1,141 stockholders of record.

Holder of our common stock are entitled to cast one vote for each share held of record on all matters submitted to a vote of stockholders and are not entitled to cumulate votes for the election of directors. Holders of our common stock do not have preemptive rights to subscribe for additional shares of common stock issued by us.

Holders of our common stock are entitled to receive dividends as may be declared by the board of directors out of funds legally available for that purpose.

Under the terms of our credit facility, we are prohibited from paying dividends on shares of our common stock. In the event of liquidation, holders of our common stock are entitled to share pro rata in any distribution of

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our assets remaining after payment of liabilities, subject to the preferences and rights of the holders of any outstanding shares of preferred stock. All of the outstanding shares of our common stock are fully paid and nonassessable.

Preferred Stock

Our articles of incorporation authorize the issuance of up to 1,000,000 shares of preferred stock, par value \$0.01 per share, in one or more series. The following description discusses the general terms of the preferred stock that we may issue. The description of preferred stock set forth below and the description of the terms of a particular series of preferred stock set forth in the applicable prospectus supplement are not complete and are qualified in their entirety by reference to our articles of incorporation and to the certificate of designation relating to that series of preferred stock. The certificate of designation for any series of preferred stock will be filed with the Securities and Exchange Commission promptly after the offering of that series of preferred stock.

The particular terms of any series of preferred stock being offered by us under this shelf registration will be described in the prospectus supplement relating to that series of preferred stock. If so indicated in the prospectus supplement relating to a particular series of preferred stock, the terms of any such series of preferred stock may differ from the terms set forth below. The terms of the preferred stock may include:

the title of the series and the number of shares in the series;

the price at which the preferred stock will be offered;

the dividend rate or rates or method of calculating the rates, the dates on which the dividends will be payable, whether or not dividends will be cumulative or noncumulative and, if cumulative, the dates from which dividends on the preferred stock being offered will cumulate;

the voting rights, if any, of the holders of shares of the preferred stock being offered;

the provisions for a sinking fund, if any, and the provisions for redemption, if applicable, of the preferred stock being offered;