

Western Midstream Operating, LP
Form 8-K
April 17, 2019

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

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): April 11, 2019

WESTERN MIDSTREAM OPERATING, LP
(Exact name of registrant as specified in its charter)

Delaware 001-34046 26-1075808
(State or other jurisdiction (Commission (IRS Employer
of incorporation or organization) File Number) Identification No.)

1201 Lake Robbins Drive
The Woodlands, Texas 77380-1046
(Address of principal executive office) (Zip Code)

(832) 636-6000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the

Exchange Act. "

Item 8.01 Other Events.

On April 11, 2019, Anadarko Petroleum Corporation (“Anadarko”), the indirect general partner and majority unitholder of Western Midstream Partners, LP, which is the indirect general partner and majority unitholder of Western Midstream Operating, LP, entered into an agreement and plan of merger (the “Merger Agreement”) by and among Anadarko, Chevron Corporation (“Chevron”), Justify Merger Sub 1 Inc., a wholly owned subsidiary of Chevron (“Merger Subsidiary 1”), and Justify Merger Sub 2 Inc., a wholly owned subsidiary of Chevron (“Merger Subsidiary 2”).

The Merger Agreement provides that, among other things and subject to the terms and conditions of the Merger Agreement, in exchange for a combination of cash and shares of common stock of Chevron, (1) Merger Subsidiary 1 will be merged with and into Anadarko (the “Merger”), with Anadarko surviving and continuing as the surviving corporation in the Merger as a direct, wholly owned subsidiary of Chevron, and (2) immediately after the effective time of the Merger, Anadarko will be merged with and into Merger Subsidiary 2 (together with the Merger, the “Combination”), with Merger Subsidiary 2 surviving as a direct, wholly owned subsidiary of Chevron. Anadarko expects the Combination to close in the second half of 2019, although it is subject to Anadarko shareholder approval, as well as obtaining regulatory approvals and other customary closing conditions.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WESTERN MIDSTREAM
OPERATING, LP

By: Western
Midstream
Operating
GP, LLC,
its general
partner

Dated: April 17, 2019 By: /s/ John D.
Montanti
John D.
Montanti
Vice
President,
General
Counsel
and
Corporate
Secretary