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

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

UNIT CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

73-1283193

(I.R.S. Employer Identification No.)

7130 South Lewis, Suite 1000

Tulsa, Oklahoma

(Address of Principal Executive Offices)

74136

(Zip Code)

Unit Corporation Employees' Thrift Plan

(Full Title of the Plan)

Andrew E. Harding

Associate General Counsel

Unit Corporation

7130 South Lewis, Suite 1000

Tulsa, Oklahoma 74136

(Name and Address of Agent for Service)

Copy to:

Jason B. Coutant, Esq.

Conner & Winters, LLP

4000 One Williams Center

Tulsa, Oklahoma 74172-0148

(918) 586 -5718

(918) 493-7700

(Telephone Number, Including Area Code, of Agent For
Service)

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒ [x]

Accelerated filer ☐ []

Non-accelerated filer ☐ [] (Do not check if a smaller reporting company)

Smaller reporting company ☐ []

CALCULATION OF REGISTRATION FEE

Title Of Each Class Of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.20 per share	1,500,000	\$16.88 (2)	\$25,320,000 (2)	\$2,549.72

(1) This Registration Statement covers shares to be acquired by the Trustee under the Unit Corporation Employees' Thrift Plan (the "Plan") for the accounts of Plan participants. In addition, under Rule 416(c) of the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate amount of interests to be offered or sold under the Plan. This Registration Statement further includes an indeterminate number of additional shares that may be issued to adjust the number of shares issued pursuant to the Plan as the result of any future stock dividend, stock split or similar adjustment of the outstanding shares of Common Stock of the Registrant.

(2) For purposes of determining the registration fee, the maximum per share and aggregate offering prices have been determined under Rule 457(h) of the Securities Act of 1933, as amended, on the basis of the average of the high and low selling prices of the Common Stock of the Registrant as reported on the New York Stock Exchange on December 2, 2015.

TABLE OF CONTENTS

INCORPORATION OF PRIOR REGISTRATION STATEMENT BY REFERENCE	1
PART II	1
Item 3. Incorporation of Documents by Reference	1
Item 5. Interests of Named Experts and Counsel	1
Item 8. Exhibits	2
SIGNATURES	3
EXHIBIT INDEX	5
EX-5: OPINION AND CONSENT OF MARK E. SCHELL, ESQ.	
EX-15: LETTER RE UNAUDITED INTERIM FINANCIAL INFORMATION	
EX-23.1: CONSENT OF PRICEWATERHOUSECOOPERS LLP	
EX-23.3: CONSENT OF RYDER SCOTT COMPANY, L.P.	

INCORPORATION OF PRIOR REGISTRATION STATEMENT BY REFERENCE

This Registration Statement relates to the registration of additional shares of common stock of Unit Corporation, a Delaware corporation (the "Registrant"), to be issued under the Plan. The contents of the Registrant's Registration Statement on Form S-8, Registration No. 333-137857, filed with the Securities and Exchange Commission (the "Commission") on October 6, 2006, relating to the Plan is hereby incorporated by reference in this Registration Statement, except as amended hereby, under General Instruction E of Form S-8.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission by Registrant are incorporated by reference herein:

- (a) the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2014, filed with the Commission on February 24, 2015;
- (b) the Registrant's Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2015, June 30, 2015, and September 30, 2015 filed with the Commission on May 7, 2015, August 4, 2015, and November 3, 2015, respectively;
- (c) the Registrant's Current Reports on Form 8-K, filed with the Commission on May 8, 2015 and August 13, 2015;
- (d) the Plan's Annual Report on Form 11-K for the year ended December 31, 2014, filed with the Commission on June 29, 2015;
- (e) the description of the Registrant's common stock set forth in the Registrant's Registration Statement on Amended Form 8-B, dated October 7, 1986, filed with the Commission, including any amendment or report heretofor or hereafter filed for the purpose of updating the description; and

All documents filed by the Registrant or the Plan under Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (other than current reports or portions thereof furnished under Item 2.02 or 7.01 of Form 8-K), after the effective date of this Registration Statement and before the filing of a post-effective amendment to this Registration Statement indicating that all securities offered under this Registration Statement have been sold or deregistering all securities then remaining unsold, will be deemed to be incorporated by reference in this Registration Statement and to be part of this Registration Statement from the date of filing of such documents. Any statement contained in any document incorporated or deemed to be incorporated by reference in this Registration Statement will be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement in any other subsequently filed document which also is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or superseded.

Item 5. Interests of Named Experts and Counsel.

Mark E. Schell, General Counsel of the Company, as our counsel, will issue an opinion for the Registrant regarding the validity of the shares of common stock offered by this Registration Statement. Mark E. Schell beneficially owns 160,563 shares of our common stock.

Item 8. Exhibits.

Exhibit No.	Description
4.1	Form of Common Stock Certificate of the Registrant (incorporated herein by reference to Exhibit 4.1 to the Registrant's Form S-3 (File No. 333-83551)).
5	Opinion and consent of Mark E. Schell, Esq.*
15	Letter re Unaudited Interim Financial Information.*
23.1	Consent of PricewaterhouseCoopers LLP.*
23.2	Consent of Mark E. Schell, Esq. (included in Exhibit 5).*
23.3	Consent of Ryder Scott Company, L.P.*
24	Power of Attorney (included on signature page).*

* Filed herewith.

The Plan is a 401(k) Profit Sharing Plan maintained by the Registrant. Instead of filing an opinion of counsel or a determination letter from the Internal Revenue Service ("IRS") as required by Item 601(b)(5)(ii) of Regulation S-K, in accordance with Item 8 to Form S-8, the Registrant has submitted the Plan and all prior amendments thereto, and undertakes to submit all future amendments thereto, to the IRS to request a determination letter with respect to form. The Registrant further undertakes to make such submissions to the IRS in a timely manner and will further make all changes required by the IRS in order to cause the Plan to qualify and to continue to be qualified under Section 401 of the Internal Revenue Code.

SIGNATURES

Under the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tulsa, State of Oklahoma on this 8th day of December, 2015.

UNIT CORPORATION

By: /s/ Mark E. Schell

Name: Mark E. Schell

Title: Senior Vice President and
General Counsel

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Mark E. Schell and Larry D. Pinkston, and each of them, such person's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for and in such person's name, place and stead, in the capacities indicated below, to sign a Registration Statement on Form S-8 of Unit Corporation and any and all amendments (including post-effective amendments) thereto, and to file or cause to be filed the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as such person might, or could, do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Name	Title	Date
<u>/s/ John G. Nikkel</u> John G. Nikkel	Chairman of the Board and Director	December 8, 2015
<u>/s/ Larry D. Pinkston</u> Larry D. Pinkston	Director, President and Chief Executive Officer (Principal Executive Officer)	December 8, 2015
<u>/s/ David T. Merrill</u> David T. Merrill	Chief Financial Officer and Treasurer (Principal Financial Officer)	December 8, 2015
<u>/s/ Don Hayes</u> Don Hayes	Vice President and Controller (Principal Accounting Officer)	December 8, 2015

/s/ J. Michael Adcock ----- J. Michael Adcock	Director	December 8, 2015
/s/ Gary R. Christopher ----- Gary R. Christopher	Director	December 8, 2015
/s/ Steven B. Hildebrand ----- Steven B. Hildebrand	Director	December 8, 2015
/s/ Carla S. Mashinski ----- Carla S. Mashinski	Director	December 8, 2015
/s/ William B. Morgan ----- William B. Morgan	Director	December 8, 2015
/s/ Larry C. Payne ----- Larry C. Payne	Director	December 8, 2015
/s/ G. Bailey Peyton IV ----- G. Bailey Peyton IV	Director	December 8, 2015
/s/ Robert J. Sullivan, Jr. ----- Robert J. Sullivan, Jr.	Director	December 8, 2015

Under the requirements of the Securities Act of 1933, the persons who administer the Plan have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tulsa, State of Oklahoma on this 8th day of December, 2015.

Unit Corporation Employees' Thrift Plan

By: Unit Corporation, as Administrator of the Plan

By: /s/ Mark E. Schell
 Name: Mark E. Schell
 Title: Senior Vice President and
 General Counsel

EXHIBIT INDEX

Exhibit No.	Description
4.1	Form of Common Stock Certificate of the Registrant (incorporated herein by reference to Exhibit 4.1 to the Registrant's Form S-3 (File No. 333-83551)).
5	Opinion and consent of Mark E. Schell, Esq.*
15	Letter re Unaudited Interim Financial Information.*
23.1	Consent of PricewaterhouseCoopers LLP.*
23.2	Consent of Mark E. Schell, Esq. (included in Exhibit 5).*
23.3	Consent of Ryder Scott Company, L.P.*
24	Power of Attorney (included on signature page).*

* Filed herewith.

Exhibit 5

December 8, 2015

Unit Corporation
7130 South Lewis, Suite 1000
Tulsa, Oklahoma 74136

Gentlemen:

As General Counsel and Secretary of Unit Corporation, a Delaware corporation (the "Company"), I have supervised the preparation of the registration statement on Form S-8 (the "Registration Statement") filed by the Company under the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder, relating to the registration of 1,500,000 shares of the common stock, par value \$.20 per share, of the Company (the "Shares"). The Shares are to be issued by the Company under the Unit Corporation Employees' Thrift Plan (the "Plan").

In reaching the conclusions expressed in this opinion, I have (a) examined such certificates of public officials and of corporate officers and directors and such other documents and matters as I have deemed necessary or appropriate, (b) relied upon the accuracy of facts and information set forth in all such documents, and (c) assumed the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as copies, and the authenticity of the originals from which all such copies were made.

Based upon, and subject to, the foregoing, I am of the opinion that the Shares are duly authorized and, upon issuance of the Shares in accordance with the terms of the Plan, will be, assuming no change in the applicable law or pertinent facts and receipt of consideration for the Shares with a value in excess of the par value for such Shares, validly issued, fully paid and non-assessable.

I am a member of the bar of the State of Oklahoma. My opinion expressed above is limited to the laws of the State of Oklahoma, the Delaware General Corporation Law and the federal laws of the United States of America, and I do not express any opinion herein concerning the laws of any other jurisdiction. As used herein, the term "Delaware General Corporation Law" includes the statutory provisions contained therein, all applicable provisions of the Delaware Constitution and judicial decisions interpreting those laws as of the date of this opinion.

I consent to the use of this opinion as an exhibit to the Registration Statement and to the reference to my name in the Registration Statement. In giving such consent, I do not hereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act of 1933 or the rules and regulations of the Securities and Exchange Commission issued thereunder.

/s/ Mark E. Schell

Mark E. Schell, Esq.
General Counsel and Secretary

December 8, 2015

Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Commissioners:

We are aware that our report dated May 7, 2015, August 4, 2015, and November 3, 2015 on our review of the interim financial information of Unit Corporation for the three months ended March 31, 2015 and 2014, the three and six months ended June 30, 2015 and 2014 and the three and nine months periods ended September 30, 2015 and 2014, respectively, as included in the Company's quarterly reports on Form 10-Q for the quarters ended March 31, 2015, June 30, 2015, and September 30, 2015, respectively, are incorporated by reference in its Registration Statement on Form S-8 dated December 8, 2015.

Very truly yours,

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Tulsa, Oklahoma

Consent of Independent Registered Public Accounting Firm

We consent to incorporation by reference in this Registration Statement on Form S-8 of our report dated February 24, 2015 relating to the financial statements, financial statement schedule, and the effectiveness of internal control over financial reporting, which appears in Unit Corporation's Annual Report on Form 10-K for the year ended December 31, 2014. We also consent to the incorporation by reference in this Registration Statement of our report dated June 29, 2015 relating to the financial statements, which appears in the Annual Report of Employee Stock Plans on Form 11-K for the year ended December 31, 2014.

/s/ PricewaterhouseCoopers LLP

Tulsa, Oklahoma
December 8, 2015

Exhibit 23.3

Consent of Ryder Scott Company

We consent to incorporation by reference in this Registration Statement on Form S-8 of our report dated January 28, 2015 which appears in the Unit Corporation's Annual Report on Form 10-K for the year ended December 31, 2014.

/s/ Ryder Scott Company, L.P.

Houston, Texas
December 8, 2015