

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): March 7, 2018



Unit Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-9260
(Commission File Number)

73-1283193
(I.R.S. Employer
Identification No.)

8200 South Unit Drive, Tulsa, Oklahoma
(Address of principal executive offices)

74132
(Zip Code)

Registrant's telephone number, including area code: (918) 493-7700

Not Applicable
(Former name or former address, if changed since last report)

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 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. ☐

Section 1 - Registrant's Business and Operations.

Item 1.01. Entry into a Material Definitive Agreement.

On March 7, 2018, the Company and Raymond James & Associates, Inc. amended the previously-filed Distribution Agreement dated as of April 4, 2017 ("Agreement"), by extending the Agreement's term until April 4, 2019. The Agreement relates to the issuance of the Company's stock in an amount having an aggregate offering price of up to \$100,000,000. The other terms and conditions of the Agreement are unchanged and can be found in the Company's Current Report on Form 8-K dated April 4, 2017, and filed the same day.

Section 9 - Financial Statements and Exhibits.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

- 1.1 Amendment to Distribution Agreement, dated as of March 7, 2018, between the Company and Raymond James & Associates, Inc.

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.

Unit Corporation

Date: March 9, 2018

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

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
1.1	<u>Amendment to Distribution Agreement, dated as of March 7, 2018, between the Company and Raymond James & Associates, Inc.</u>

Amendment to Distribution Agreement

March 7, 2018

Raymond James & Associates, Inc.
880 Carillon Parkway
St. Petersburg, Florida 33716

Ladies and Gentlemen:

Reference is hereby made to the Distribution Agreement, dated April 4, 2017 (the "**Distribution Agreement**"), by and among Unit Corporation, a Delaware corporation (the "**Company**"), and Raymond James & Associates, Inc. (the "**Agent**"). Capitalized terms used herein and not defined have the respective meanings set forth in the Distribution Agreement.

WHEREAS, the Company and the Agent desire to amend the Distribution Agreement to extend the Term of the Offering until the earlier of (x) April 4, 2019, (y) the date on which the aggregate Gross Sales Price of Shares issued and sold pursuant to this Agreement and any Terms Agreements is equal to the Maximum Amount and (z) any termination of this Agreement pursuant to Section 8.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, the parties hereto agree as follows:

Effective as of March 7, 2018, the date "April 4, 2018" in Section 1(a) of the Distribution Agreement is hereby amended to "April 4, 2019".

Except as expressly amended hereby, the parties further agree that the Distribution Agreement shall remain in full force and effect in accordance with the provisions thereof.

This Amendment to Distribution Agreement may be executed in any number of counterparts, each of which shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument.

This Amendment to Distribution Agreement will be governed by and construed in accordance with the laws of the State of New York applicable to contracts made and to be performed within the State of New York.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have entered into this Amendment to Distribution Agreement as of the date first written above.

Very truly yours,

UNIT CORPORATION

By: /s/ David T. Merrill

Name: David T. Merrill

Title: Chief Operating Officer

CONFIRMED AND ACCEPTED, as of the date first written above:

RAYMOND JAMES & ASSOCIATES, INC.

By: /s/ Harris Bentsen Falb

Name: Harris Bentsen Falb

Title: Vice President

[SIGNATURE PAGE TO AMENDMENT TO DISTRIBUTION AGREEMENT]