
**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)

**Second Amended and Restated
Unit Corporation
Stock and Incentive Compensation Plan
dated May 6, 2015**
(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 -8973

(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 ☒

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	1,200,000	\$31.14(2)	\$37,368,000(2)	\$4,342.16

- (1) This Registration Statement covers 1,200,000 additional shares available for issuance under the Second Amended and Restated Unit Corporation Stock and Incentive Compensation Plan dated May 6, 2015. This Registration Statement shall also cover any additional shares of Common Stock that become issuable under the plan, by reason of any stock dividend, stock split, recapitalization or other similar transaction that results in an increase in the number 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, pursuant to 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 June 11, 2015.

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**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 “Company” or the “Registrant”), to be issued pursuant to the Second Amended and Restated Unit Corporation Stock and Incentive Compensation Plan dated May 6, 2015 (the “Plan”). The additional shares relate to the amendment and restatement of the Plan approved by the stockholders of the Registrant at the Annual Meeting of Stockholders on May 6, 2015, to, among other things, increase the number of shares of common stock available for issuance under the Plan by 1,200,000 shares. The contents of the Registrant’s Registration Statement on Form S-8, Registration No. 333-135194, filed with the Securities and Exchange Commission (the “Commission”) on June 21, 2006, relating to the Plan is hereby incorporated by reference in this Registration Statement, except as amended hereby, pursuant to 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 the 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 Report on Form 10-Q for the fiscal quarter ended March 31, 2015, filed with the Commission on May 7, 2015;
- (c) the Registrant’s Current Report on Form 8-K, filed with the Commission on May 8, 2015;
- (d) 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 pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (excluding any information furnished pursuant to any Current Report on Form 8-K), subsequent to the effective date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents. Any statement contained in any document incorporated or deemed to be incorporated by reference herein shall 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 herein 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 Registrant, 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 160,536 shares of our common stock.

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Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4	Second Amended and Restated Unit Corporation Stock and Incentive Compensation Plan dated May 6, 2015 (incorporated by reference to Exhibit 10 to the Registrant's Form 8-K dated May 8, 2015).
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.

SIGNATURES

Pursuant to 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 17th day of June, 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	June 17, 2015
<u>/s/ Larry D. Pinkston</u> Larry D. Pinkston	Director, President and Chief Executive Officer (Principal Executive Officer)	June 17, 2015
<u>/s/ David T. Merrill</u> David T. Merrill	Chief Financial Officer and Treasurer (Principal Financial Officer)	June 17, 2015
<u>/s/ Don Hayes</u> Don Hayes	Vice President and Controller (Principal Accounting Officer)	June 17, 2015

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<u>/s/ J. Michael Adcock</u> J. Michael Adcock	Director	June 17, 2015
<u>/s/ Gary R. Christopher</u> Gary R. Christopher	Director	June 17, 2015
<u>/s/ Steven B. Hildebrand</u> Steven B. Hildebrand	Director	June 17, 2015
<u>/s/ William B. Morgan</u> William B. Morgan	Director	June 17, 2015
<u>/s/ Larry C. Payne</u> Larry C. Payne	Director	June 17, 2015
<u>/s/ G. Bailey Peyton IV</u> G. Bailey Peyton IV	Director	June 17, 2015
<u>/s/ Robert J. Sullivan, Jr.</u> Robert J. Sullivan, Jr.	Director	June 17, 2015

EXHIBIT INDEX

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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.

June 17, 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 1,200,000 shares of the common stock, par value \$.20 per share, of the Company ("Common Stock"). The Common Stock is to be issued by the Company upon the exercise of stock options and other awards granted pursuant to the Second Amended and Restated Unit Corporation Stock and Incentive Compensation Plan dated May 6, 2015 (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 Common Stock is duly authorized and, upon issuance of the Common Stock in accordance with the terms of the Plan, and the instruments of award or grant (including, without limitation, payment of the exercise price thereof), will be, assuming no change in the applicable law or pertinent facts, 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 and the prospectus constituting a part thereof under the caption "Legal Opinion." 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.

June 17, 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 on our review of the interim financial information of Unit Corporation for the three month period ended March 31, 2015 and 2014 and included in the Company's quarterly report on Form 10-Q for the quarter ended March 31, 2015 is incorporated by reference in its Registration Statement on Form S-8 dated June 17, 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.

/s/ PricewaterhouseCoopers LLP

Houston, Texas
June 17, 2015

Consent of Ryder Scott Company, L.P.

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

June 17, 2015