

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE

SECURITIES AND EXCHANGE ACT OF 1934

Date of Report (date of earliest event reported) February 26, 1997

LOMAK PETROLEUM, INC.  
(Exact name of registrant as specified in its charter)  
COMMISSION FILE NUMBER 0-9592

DELAWARE  
(State or other jurisdiction  
of incorporation or organization)

34-1312571  
(IRS Employer  
Identification Number)

500 THROCKMORTON STREET  
FORT WORTH, TEXAS  
(Address of principal executive offices)

76102  
(Zip Code)

Registrant's telephone number, including area code: (817) 870-2601

## ITEM 5. ACQUISITION OR DISPOSITION OF ASSETS.

The Company acquired oil and gas properties and equipment located in West Texas, South Texas and the Gulf of Mexico (the "Cometra Properties") from Cometra Energy, L.P., Cometra Production Company, L.P. and Rockland, L.P. (collectively "Cometra") for a purchase price of \$385 million (the "Cometra Acquisition"). The Cometra Acquisition increased the Company's proved reserves at December 31, 1996 by 68% to 644 Bcfe and increased its Present Value by 98% to \$974 million. The Cometra Properties, located primarily in the Company's core operating areas, include 515 producing wells, 401 proven development projects and substantial additional development and exploration potential on approximately 150,000 gross acres (90,000 net acres). In addition, the Cometra Properties include 265 miles of gas pipelines, a 25,000 Mcf/d gas processing plant and an above-market gas contract with a major Texas gas utility covering approximately 30% of the December 1996 production from the Cometra Properties.

The purchase price for the Cometra Acquisition was approximately \$385 million, consisting of \$355 million in cash and 1,410,106 shares of the Company's Common Stock. The Company financed the cash portion of the purchase price with \$221 million of borrowings under a recently expanded bank credit facility (the "Credit Agreement") and the issuance to Cometra of a \$134 million non-interest bearing promissory note due March 31, 1997, which is secured by a bank letter of credit. The promissory note will be repaid at maturity through borrowings under the Credit Agreement. The Credit Agreement permits the Company to obtain revolving credit loans and issue letters of credit from time to time in an aggregate amount not to exceed \$400 million initially. Availability under the credit agreement will be reduced to \$325 million on August 13, 1997, unless otherwise agreed to by the lenders.

The foregoing description of the above described transaction is qualified in its entirety by reference to the Purchase and Sale Agreements, which are being filed herewith as Exhibits 1 and 2 and are fully incorporated by reference herein.

## ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

## (a) Financial Statements of Assets Acquired

Report of Independent Public Accountants  
Statements of revenues and direct operating expenses for the years ended December 31, 1994, 1995 and 1996 Notes to statements of revenues and direct operating expenses

## (b) Pro Forma Financial Information

Pro forma combined statement of income for the year ended December 31, 1996 Pro forma combined balance sheet at December 31, 1996 Notes to pro forma combined financial statements

## (c) Exhibits

- \*1. Purchase and Sale Agreement between Cometra Energy, L.P. and Cometra Production Company, L.P., as seller, and Lomak Petroleum, Inc., as buyer, dated as of December 31, 1996, including First Amendment to Purchase and Sale Agreement, dated January 10, 1997.
- \*2. Purchase and Sale Agreement between Rockland L.P., as seller, and Lomak Petroleum, Inc., as buyer, dated as of December 31 1996.
- \* Previously filed as exhibit in Form S-3, Registration No. 333-20257, dated January 23, 1997.

## SIGNATURE

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.

LOMAK PETROLEUM, INC.

By /s/ Thomas W. Stoelk  
-----  
Thomas W. Stoelk  
Chief Financial Officer

February 26, 1997

## REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

THE BOARD OF DIRECTORS AND STOCKHOLDERS  
LOMAK PETROLEUM, INC.:

We have audited the accompanying statements of revenues and direct operating expenses of the American Cometra Interests, as described in Note 1, for the years ended December 31, 1994, 1995 and 1996. These financial statements are the responsibility of management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

The accompanying statements of revenues and direct operating expenses reflect the revenues and direct operating expenses attributable to the American Cometra Interests, as described in Note 1, and are not intended to be a complete presentation of the revenues and expenses of the American Cometra Interests.

In our opinion, the financial statements referred to above present fairly, in all material respects, the revenues and direct operating expenses of the American Cometra Interests, as described in Note 1, for the years ended December 31, 1994, 1995 and 1996, in conformity with generally accepted accounting principles.

COOPERS & LYBRAND L.L.P.

Fort Worth, Texas  
February 7, 1997

THE AMERICAN COMETRA INTERESTS  
STATEMENTS OF REVENUES AND DIRECT OPERATING EXPENSES

	YEAR ENDED DECEMBER 31, 1994 -----	YEAR ENDED DECEMBER 31, 1995 -----	YEAR ENDED DECEMBER 31, 1996 -----
Revenues:			
Oil and gas production	\$46,808,830	\$43,513,982	\$60,751,200
Marketing and gas plant operating activities (net)	3,370,500	5,276,900	7,273,100
	-----	-----	-----
Total Revenues	50,179,330	48,790,882	68,024,300
Direct operating expenses	(14,447,533)	(12,727,532)	(14,375,900)
	-----	-----	-----
Excess of revenues over operating expenses	\$35,731,797	\$36,063,350	\$53,648,400
	=====	=====	=====

The accompanying notes are an integral part of these financial statements.

THE AMERICAN COMETRA INTERESTS  
NOTES TO STATEMENTS OF REVENUES  
AND DIRECT OPERATING EXPENSES

(1) GENERAL:  
Organization

The accompanying statements present the revenues and direct operating expenses of certain working and other interests in oil and gas properties and the Sterling gas plant and related pipeline owned by American Cometra, Inc. (the "American Cometra Interests") which were purchased by Lomak Petroleum, Inc. ("Lomak"). Such financial statements were derived from the historical records of the predecessor owner and represent Lomak's interest.

Basis of Presentation

The historical financial statements reflecting financial position, results of operations and cash flows required by generally accepted accounting principles are not presented, as such information is neither readily available on an individual property basis nor meaningful for the American Cometra Interests. During the periods presented, the American Cometra Interests were not accounted for as a separate entity. These statements do not include depreciation, depletion and amortization, general and administrative, interest, federal income tax expenses, or federal income tax credits allowed under Section 29 of the Internal Revenue Code. Accordingly, the accompanying financial statements are not intended to be a complete presentation of the results of operations of American Cometra Interests in conformity with generally accepted accounting principles.

Revenue Recognition

Revenues are recognized when oil and gas production is sold. Direct operating expenses are accrued when services are provided. Netted against marketing and gas plant operating activities is \$9,758,300, \$7,700,000 and \$11,478,400 for the years ended December 31, 1994, 1995 and 1996, respectively, relating to costs associated with those activities.

Use of Estimates

Management has made a number of estimates and assumptions relating to the reporting of revenues and direct operating expenses to prepare these financial statements in conformity with generally accepted accounting principles. Actual results could differ from those estimates.

(2) SALES TO MAJOR CUSTOMERS:

For the year ended December 31, 1994, 1995 and 1996 four purchasers accounted for 33%, 54% and 74% of total revenues, respectively.

(3) OIL AND GAS RESERVES INFORMATION (UNAUDITED):

The estimates of the American Cometra Interests in proved oil and gas reserves, which are located entirely in the United States, are based on evaluations by an independent petroleum engineer, Netherland, Sewell & Associates as of December 31, 1996. These reserves were estimated in accordance with guidelines established by the Securities and Exchange Commission which require that reserve reports be prepared under existing economic and operating conditions with no provision for price escalations except by contractual arrangements. Reserves as of December 31, 1994 and 1995 were derived from the December 31, 1996 reserve estimates after considering historical production and drilling activities.

Lomak's management emphasizes that reserve estimates are inherently imprecise. Accordingly, the estimates are expected to change as future information becomes available.

## THE AMERICAN COMETRA INTERESTS

## NOTES TO STATEMENTS OF REVENUES

## AND DIRECT OPERATING EXPENSES -- (CONTINUED)

## (3) OIL AND GAS RESERVES INFORMATION (UNAUDITED), CONTINUED:

The following unaudited table sets forth the estimated proved oil and gas reserve quantities of the American Cometra Interests at December 31, 1994, 1995 and 1996:

	CRUDE OIL (BBLS)	NATURAL GAS (MCFS)
	-----	-----
	(in thousands)	
PROVED RESERVES:		
Balance, December 31, 1993	10,107	194,508
Production	(404)	(14,372)
Purchases	--	1,294
Extensions, discoveries, renewals	505	12,683
Sales	--	--
	-----	-----
Balance, December 31, 1994	10,208	194,113
Production	(626)	(15,212)
Purchases	93	1,502
Extensions, discoveries, renewals	24	9,210
Sales	(14)	--
	-----	-----
Balance, December 31, 1995	9,685	189,613
Production	(803)	(16,124)
Extensions, discoveries, renewals	848	28,516
	-----	-----
Balance, December 31, 1996	9,730	202,005
	=====	=====
PROVED DEVELOPED RESERVES:		
Balance, December 31, 1994	5,062	97,269
	=====	=====
Balance, December 31, 1995	4,550	93,398
	=====	=====
Balance, December 31, 1996	4,595	103,749
	=====	=====

The "Standardized Measure of Discounted Future Net Cash Flows Relating to Proved Oil and Gas Reserves" (Standardized Measure) is a disclosure requirement under Statement of Financial Accounting Standards No. 69. The Standardized Measure does not purport to present the fair market value of proved oil and gas reserves. This would require consideration of expected future economic and operating conditions, which are not taken into account in calculating the Standardized Measure.

Future net cash flows for the period presented were derived from the December 31, 1996 reserve estimate after considering historical production and drilling activities. December 31, 1996 prices in the reserve estimates were adjusted for fixed and determinable escalations to the estimated future production less estimated future production costs based on period-end costs and future development costs. Future net cash inflows were discounted using a 10% annual discount rate to arrive at the Standardized Measure. Future income tax estimates are not included, as the historical tax basis of the properties is not relevant.

THE AMERICAN COMETRA INTERESTS  
NOTES TO STATEMENTS OF REVENUES  
AND DIRECT OPERATING EXPENSES--(CONTINUED)

(3) OIL AND GAS RESERVES INFORMATION (UNAUDITED), CONTINUED:

The standardized measure of discounted future net cash flows relating to proved oil and gas properties is as follows:

	AS OF DECEMBER 31, 1994 -----	AS OF DECEMBER 31, 1995 -----	AS OF DECEMBER 31, 1996 -----
		(in thousands)	
Future cash inflows	\$1,207,887	\$1,179,424	\$1,156,858
Future costs:			
Production	(243,413)	(232,040)	(219,098)
Development	(99,353)	(92,534)	(88,350)
	-----	-----	-----
Undiscounted future net cash flows	865,121	854,850	849,410
10% discount factor	(444,749)	(408,382)	(367,919)
	-----	-----	-----
Standardized measure	\$ 420,372 =====	\$ 446,468 =====	\$ 481,491 =====

Changes in standardized measure of discounted future net cash flows from proved reserve quantities are as follows:

	YEAR ENDED DECEMBER 31, 1994 -----	YEAR ENDED DECEMBER 31, 1995 -----	YEAR ENDED DECEMBER 31, 1996 -----
		(in thousands)	
Standardized measure, beginning of year	\$395,914	\$420,372	\$446,468
Purchases	627	1,228	--
Extensions, discoveries, additions	17,730	15,051	38,185
Production	(33,490)	(32,141)	(47,809)
Sales	--	(79)	--
Accretion of discount	39,591	42,037	44,647
	-----	-----	-----
Standardized measure, end of year	\$420,372 =====	\$446,468 =====	\$481,491 =====

## UNAUDITED PRO FORMA COMBINED FINANCIAL STATEMENTS

The accompanying unaudited pro forma combined financial statements give effect to:(i) the purchase by the Company of certain oil and gas properties from Bannon Energy Incorporated (the "Bannon Acquisition") in April 1996 for \$37 million, (ii) the Cometra Acquisition, (iii) the private placements of 600,000 shares of Common Stock and \$55 million of 6% Convertible Subordinated Debentures (collectively referred to as "Private Placements"), and (iv) the application of the estimated net proceeds from the Private Placements. The unaudited pro forma combined statement of income for the year ended December 31, 1996 was prepared as if the Bannon Acquisition, the Cometra Acquisition, and the Private Placements (collectively, the Transactions") had occurred on January 1, 1996. The accompanying unaudited pro forma combined balance sheet of the Company as of December 31, 1996 has been prepared as if the Transactions had occurred as of that date. The historical information provided in the statement of income for the year ended December 31, 1996 includes results for the properties acquired in the Bannon Acquisition for the period January 1, 1996 until its purchase on March 31, 1996.

This information is not necessarily indicative of future consolidated results of operations and it should be read in conjunction with the separate historical statements and related notes of the respective entities appearing elsewhere in this Registration Statement or incorporated by reference herein.

LOMAK PETROLEUM, INC. AND SUBSIDIARIES  
 PRO FORMA COMBINED STATEMENT OF INCOME  
 YEAR ENDED DECEMBER 31, 1996  
 (DOLLARS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)  
 (UNAUDITED)

	Lomak	Bannon Acquisition	Cometra Acquisition	Pro Forma Adjustments		Pro Forma Lomak
	-----	-----	-----	-----		-----
Revenues						
Oil and gas sales	\$ 68,054	\$ 1,703	\$60,751	\$		\$130,508
Field services	14,223	-	-	240	(a)	14,463
Gas transportation and marketing	5,575	-	7,273	11,478	(a)	24,326
Interest and other	3,386	-	-			3,386
	-----	-----	-----			-----
	91,238	1,703	68,024			172,683
	-----	-----	-----			-----
Expenses						
Direct operating	24,456	562	14,376			39,394
Field services	10,443	-	-			10,443
Gas transportation and marketing	1,674	-	-	11,478	(a)	13,152
Exploration	1,460	-	-			1,460
General and administrative	3,966	-	-	1,650	(a)	5,616
Interest	7,487	-	-	23,991	(b)	31,478
Depletion, depreciation and amortization	22,303	-	-	22,086	(c)	44,389
	-----	-----	-----			-----
	71,789	562	14,376			145,932
	-----	-----	-----			-----
Income before income taxes	19,449	1,141	53,648			26,751
Income taxes						
Current	(729)	-	-	(74)	(d)	(803)
Deferred	(6,105)	-	-	(2,455)	(d)	(8,560)
	-----	-----	-----			-----
Net Income	\$12,615	\$1,141	\$53,648			\$17,388
	=====	=====	=====			=====
Net income applicable to						
common shares	\$10,161					\$15,084
	=====					=====
Earnings per common share	\$ 0.69					\$ 0.92
	=====					=====
Weighted average shares						
outstanding	14,812			1,583		16,395
	=====					=====

See notes to pro forma combined financial statements

## LOMAK PETROLEUM, INC.

## PRO FORMA COMBINED BALANCE SHEET DECEMBER 31, 1996

(DOLLARS IN THOUSANDS)

(UNAUDITED)

	LOMAK	PRO FORMA ADJUSTMENTS	PRO FORMA LOMAK
	-----	-----	-----
<b>ASSETS</b>			
Current Assets			
Cash and equivalents	\$ 8,625	\$	\$ 8,625
Accounts receivable	18,121		18,121
Marketable securities	7,658		7,658
Inventory and other	799		799
	-----		-----
Total current assets	35,203		35,203
	-----		-----
Oil and gas properties	282,519	325,000 (e)	607,519
Accumulated depletion and amortization	(53,102)		(53,102)
	-----		-----
	229,417		554,417
	-----		-----
Gas transportation and field service assets	21,139	60,000 (e)	81,139
Accumulated depreciation	(4,997)		(4,997)
	-----		-----
	16,142		76,142
	-----		-----
Other assets	1,785		1,785
	-----		-----
	\$282,547		\$667,547
	=====		=====
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>			
Current liabilities			
Accounts payable	\$ 14,433	\$	\$ 14,433
Accrued liabilities	4,603		4,603
Accrued payroll and benefit costs	3,245		3,245
Current portion of debt	26		26
	-----		-----
Total current liabilities	22,307		22,307
	-----		-----
Revolving credit facility	61,355	355,000 (e)	416,355
6% Convertible subordinated debentures	55,000		55,000
Other long-term debt	425		425
	-----		-----
	116,780		471,780
	-----		-----
Deferred income taxes	25,931		25,931
	-----		-----
Stockholders' equity			
\$2.03 Preferred Stock, \$1 par value	1,150		1,150
Common Stock, \$.01 par value	148	14 (e)	162
Capital in excess of par value	110,248	29,986 (e)	140,234
Retained earnings	5,291		5,291
Unrealized gain on marketable securities	692		692
	-----		-----
Total stockholders' equity	117,529		147,529
	-----		-----
	\$282,547		\$667,547
	=====		=====

See notes to pro forma combined financial statements

LOMAK PETROLEUM, INC.  
NOTES TO PRO FORMA COMBINED FINANCIAL STATEMENTS  
(UNAUDITED)

NOTE (1) PRO FORMA ADJUSTMENTS FOR THE TRANSACTIONS FOR THE YEAR ENDED  
DECEMBER 31, 1996

The accompanying unaudited pro forma consolidated statement of income for the year ended December 31, 1996 has been prepared as if the Transactions had occurred on January 1, 1996 and reflects the following adjustments:

(a) To adjust historical field services revenues for income increases and cost reclassifications and general and administrative expenses for cost increases due to integration of the Bannon Acquisition and the Cometra Acquisition.

(b) To adjust interest expense for the estimated amount that would have been incurred on the incremental borrowings for the Bannon Acquisition and the Cometra Acquisition and net proceeds received from the Private Placements.

(c) To record depletion expense for the Bannon Acquisition and the Cometra Acquisition at a rate of \$0.87 per Mcfe, and to record depreciation expense on the gas processing plant purchased in the Cometra Acquisition.

(d) To adjust the provision for income taxes for the change in taxable income resulting from the Bannon Acquisition, the Cometra Acquisition and the Private Placements and the effect on deferred taxes recorded at January 1, 1996 as if such transactions had taken place at that time.

NOTE (2) PRO FORMA ADJUSTMENTS FOR THE COMETRA ACQUISITION, AS OF DECEMBER 31,  
1996

(e) To record the Cometra Acquisition.