

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 15, 2020

ROSEHILL RESOURCES INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

001-37712  
(Commission File  
Number)

90-1184262  
(IRS Employer  
Identification No.)

16200 Park Row, Suite 300  
Houston, Texas, 77084  
(Address of principal executive offices, including zip code)

(281) 675-3400  
(Registrant's telephone number, including area code)

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 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 Securities Exchange Act of 1934.

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock	ROSE	The NASDAQ Capital Market
Class A Common Stock Public Warrants	ROSEW	The NASDAQ Capital Market
Class A Common Stock Public Units	ROSEU	The NASDAQ Capital Market

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

As previously disclosed, on March 28, 2018, Rosehill Operating Company, LLC (“Rosehill Operating”), Rosehill Resources Inc. (the “Company”), as parent and JPMorgan Chase Bank, N.A. (as lender, Administrative Agent and Issuing Bank), and each of the lenders from time to time party thereto (collectively, the “Lenders”) entered into an Amended and Restated Credit Agreement (the “Credit Agreement”) under which Rosehill Operating’s borrowing base is \$340 million as of March 19, 2020. The Credit Agreement matures on August 31, 2022 and automatically extends to March 28, 2023 upon the payment in full of the Company’s 10.00% Senior Secured Second Lien Notes due January 31, 2023.

The material terms of the Credit Agreement are described under “Note 10-Long-Term Debt” of the Notes to Consolidated Financial Statements of the Company, which Note is included in the Company’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2019, filed with the Securities and Exchange Commission (the “SEC”) on November 7, 2019, and which description is incorporated by reference herein. As of March 13, 2020, the Company had \$266 million outstanding under the Credit Agreement and had \$74 million available for borrowing.

On March 19, 2020, the Company announced that it had fully drawn the available capacity under the Credit Agreement as a precautionary measure in order to increase its cash position and preserve financial flexibility in light of current uncertainty in the global markets and commodity prices. The terms of repayment of the borrowings is set forth in the Credit Agreement as more fully described above.

**Item 7.01. Regulation FD Disclosure**

On March 19, 2020, the Company issued a press release announcing that it withdrew its previously announced full-year 2020 guidance in light of the ongoing impact of current uncertainty in the global markets and commodity prices. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information contained under Item 7.01 of this Current Report on Form 8-K (including Exhibit 99.1) is being furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits*

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release dated March 19, 2020, issued by Rosehill Resources, Inc.</a>

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**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.

ROSEHILL RESOURCES INC.

Date: March 19, 2020

By: /s/ R. Craig Owen  
Name: R. Craig Owen  
Title: Senior Vice President and Chief Financial Officer



## **Rosehill Resources Inc. Halts 2020 Capital Activity, Withdraws Previous Guidance and Focuses on Cash Flow and Liquidity**

HOUSTON, March 19, 2020 (GLOBE NEWSWIRE) -- Rosehill Resources Inc. ("Rosehill" or the "Company") (NASDAQ: ROSE, ROSEW, ROSEU) today provided an operational and financial update and withdrew its previously issued 2020 guidance in light of deteriorating global markets and commodity prices.

### **Capital Activity and Guidance**

The Company has halted all drilling and completion activity for 2020. The Company now has five drilled uncompleted wells all located in Loving County after drilling eight wells and completing eight wells to date in 2020. Through February, the Company's average net production for 2020 was approximately 20,900 barrels of oil equivalent per day.

Rosehill's 2020 guidance issued on December 16, 2019 should no longer be relied upon.

### **Liquidity and Commodity Hedges**

The Company fully drew the amount available under its revolving credit facility as a precautionary measure in order to increase its cash position and preserve financial flexibility in light of current uncertainty in the global markets and commodity prices. After this draw, the Company's total debt under its credit facility increased to \$340 million with total cash on hand of \$73 million. The Company remains fully compliant with all of its financial covenants.

The Company's commodity derivative portfolio continues to be a significant asset with a projected settlement value of approximately \$159 million and mark-to-market value of approximately \$143 million, both as of March 18, 2020.

### **Management Comments**

David French, Rosehill's President and Chief Executive Officer, commented, "In response to recent global market conditions and their effect on commodity prices, we have taken actions to position our business for maximum resiliency. These actions include halting all drilling and completion activities, along with increasing available liquidity through recent drawing of available amounts under our revolving credit facility."

### **About Rosehill Resources Inc.**

Rosehill Resources Inc. is an independent oil and gas exploration company with assets positioned in the Delaware Basin portion of the Permian Basin. The Company's strategy includes the focused development of its multi-bench assets in the Northern Delaware Basin and the Southern Delaware Basin, as well as adding economic drilling inventory to support future growth.

### **Forward-Looking Statements**

This communication includes certain statements that may constitute "forward-looking statements" for purposes of the federal securities laws. All statements, other than statements of historical fact included in this communication, regarding Rosehill's opportunities in the Delaware Basin, strategy, future operations, hedge value, liquidity, expected drilling and completions activity, financial position, including compliance with financial covenants, estimated results of operations, future earnings, future capital spending plans, expected gains from settling derivatives, prospects, plans and objectives of management are forward-looking statements. When used in this communication, the words "could," "believe," "anticipate," "intend," "estimate," "expect," "project," "guidance," "forecast" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words.

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You should not place undue reliance on these forward-looking statements. Although the Company believes that the plans, intentions and expectations reflected in or suggested by the forward-looking statements in this communication are reasonable, no assurance can be given that these plans, intentions or expectations will be achieved or occur, and actual results could differ materially and adversely from those anticipated or implied by the forward-looking statements. Some factors that could cause actual results to differ include, but are not limited to, the Company's ability to realize the anticipated benefits of its drilling and completion activities, commodity price volatility, inflation, lack of availability of drilling and completion equipment and services, environmental risks, drilling and other operating risks, regulatory changes, the uncertainty inherent in estimating oil and natural gas reserves and in projecting future rates of production, cash flow and access to capital, the timing of development expenditures and the other risks and uncertainties discussed under the section titled "Risk Factors" in the Company's Form 10-K, and in other public filings with the Securities and Exchange Commission (the "SEC") by the Company. The Company's SEC filings are available publicly on the SEC's website at [www.sec.gov](http://www.sec.gov). These forward-looking statements are based on management's current expectations and assumptions about future events and are based on currently available information as to the outcome and timing of future events. All forward-looking statements speak only as of the date of this communication. Except as otherwise required by applicable law, the Company disclaims any duty to update any forward-looking statements, all of which are expressly qualified by the statements in this section, to reflect events or circumstances after the date of this communication.

**Contact Information:**

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