

APACHE CORP  
Form S-8 POS  
July 12, 2016

As filed with the Securities and Exchange Commission on July 12, 2016

Registration No. 333-190619

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

**Post-Effective Amendment No. 1**

**to**

**Form S-8**

**REGISTRATION STATEMENT**

**Under**

**THE SECURITIES ACT OF 1933**

**Apache Corporation**

**(Exact name of registrant as specified in its charter)**

**Delaware**

**41-0747868**  
**(I.R.S. Employer Identification Number)**

**(State or other jurisdiction of incorporation or organization)**

**One Post Oak Central**

**2000 Post Oak Boulevard, Suite 100,**

**Houston, Texas  
(Address of principal executive offices)**

**77056-4400  
(Zip Code)**

**Apache Corporation**

**2011 Omnibus Equity Compensation Plan**

**(Full title of the plan)**

**P. Anthony Lannie, Executive Vice President and General Counsel**

**APACHE CORPORATION**

**2000 Post Oak Boulevard, Suite 100**

**Houston, Texas 77056-4400**

**(Name and address of agent for service)**

**(713) 296-6000**

**(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.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (do not check if a smaller reporting company)

Smaller reporting company

**EXPLANATORY NOTE**

This amendment is filed by the registrant, Apache Corporation ( Apache ), to remove from registration under this Registration Statement certain shares of Apache Common Stock, par value \$0.625 per share ( Apache Common Stock ).

A total of 17,000,000 shares of Apache Common Stock were registered in connection with the 2011 Omnibus Equity Compensation Plan (the 2011 Plan ) on Form S-8 filed with the Securities and Exchange Commission on August 14, 2013 (File No. 333-190619).

With the adoption of Apache s 2016 Omnibus Compensation Plan on May 12, 2016, no further awards may be made under the 2011 Plan. Accordingly, Apache is hereby removing from registration 6,711,000 shares of Apache Common Stock previously registered in connection with the 2011 Plan that have not been issued under the 2011 Plan and which are not subject to outstanding awards thereunder.

**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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Houston, State of Texas.

**APACHE CORPORATION**

Date: July 12, 2016

By: /s/ John J. Christmann IV  
John J. Christmann IV

Chief Executive Officer and President

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities, which includes a majority of the board of directors, on the date indicated.

| <b>Signature</b>          | <b>Title</b>  | <b>Date</b>   |
|---------------------------|---|---------------|
| /s/ John J. Christmann IV | Director  | July 12, 2016 |
| John J. Christmann IV     | Chief Executive Officer and President<br>(Principal Executive Officer)    |               |
| /s/ Stephen J. Riney      | Executive Vice President  | July 12, 2016 |
| Stephen J. Riney          | and Chief Financial Officer<br>(Principal Financial Officer)              |               |
| /s/ Rebecca A. Hoyt       | Senior Vice President,  | July 12, 2016 |
| Rebecca A. Hoyt           | Chief Accounting Officer and Controller<br>(Principal Accounting Officer) |               |

| Signature                 | Title    | Date          |
|---------------------------|----------|---------------|
| Annell R. Bay             | Director |               |
| /s/ Chansoo Joung         | Director | July 12, 2016 |
| Chansoo Joung             |          |               |
| /s/ George D. Lawrence    | Director | July 12, 2016 |
| George D. Lawrence        |          |               |
|                           | Director |               |
| John E. Lowe              |          |               |
| /s/ William C. Montgomery | Director | July 12, 2016 |
| William C. Montgomery     |          |               |
|                           | Director |               |
| Amy H. Nelson             |          |               |
| /s/ Rodman D. Patton      | Director | July 12, 2016 |
| Rodman D. Patton          |          |               |
| /s/ Charles J. Pitman     | Director | July 12, 2016 |
| Charles J. Pitman         |          |               |
|                           | Director |               |
| Daniel W. Rabun           |          |               |
|                           | Director |               |
| Peter A. Ragauss          |          |               |