

RANGE RESOURCES CORP

Form 8-K

April 28, 2008

**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): April 28, 2008

RANGE RESOURCES CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction of
incorporation)

001-12209
(Commission
File Number)

34-1312571
(IRS Employer
Identification No.)

**100 Throckmorton Street,
Suite 1200
Ft. Worth, Texas**
(Address of principal
executive offices)

76102
(Zip Code)

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

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

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 (see General Instruction A.2. below):

- 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))
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Item 7.01 Regulation FD Disclosure.

On April 28, 2008, Range Resources Corporation (Range) issued a press release announcing that it intends, subject to market conditions, to publicly offer 3.5 million shares of common stock through an underwritten offering. The underwriters for the offering will also have the option to purchase up to 525,000 additional shares of common stock to cover any over-allotments. A copy of this press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

On April 28, 2008, Range issued a press release announcing that it intends, subject to market conditions, to publicly offer \$250 million aggregate principal amount of senior subordinated notes due 2018 in a registered public offering. A copy of this press release is furnished as Exhibit 99.2 to this Current Report on Form 8-K.

The completion of the common stock offering is not conditioned upon the completion of the public offering of senior subordinated notes and vice versa.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K under this heading, including Exhibits 99.1 and 99.2, shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number Description

99.1 Press Release, dated April 28, 2008, relating to common stock offering

99.2 Press Release, dated April 28, 2008, relating to senior subordinated notes offering

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.

RANGE RESOURCES CORPORATION

By: /s/ Roger S. Manny
Roger S. Manny
*Senior Vice President Chief Financial
Officer*

Date: April 28, 2008

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EXHIBIT INDEX

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