

CIMAREX ENERGY CO
Form S-4/A
April 26, 2005

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As filed with the Securities and Exchange Commission on April 25, 2005

Registration No. 333-123019

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

**AMENDMENT NO. 2
TO
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

CIMAREX ENERGY CO.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1311
(Primary Standard Industrial
Classification Code Number)

45-0466694
(I.R.S. Employer
Identification Number)

**1700 Lincoln Street, Suite 1800
Denver, Colorado 80203-4518
(303) 295-3995**

(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

**Paul Korus
Cimarex Energy Co.
1700 Lincoln Street, Suite 1800
Denver, Colorado 80203-4518
(303) 295-3995**

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:

**Thomas A. Richardson
J. Gregory Holloway
Jennifer A. D'Alessandro
Holme Roberts & Owen LLP
1700 Lincoln Street, Suite 4100
Denver, Colorado 80203
(303) 861-7000**

**Joe Dannenmaier
Wesley P. Williams
Thompson & Knight L.L.P.
1700 Pacific Avenue, Suite 3300
Dallas, Texas 75201
(214) 969-1700**

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective and upon consummation of the merger described in the enclosed proxy statement/prospectus. If any of the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to Be Registered(1) | Amount to be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|-------------------------|---|---|----------------------------|
| Common Stock, \$0.01 par value | 36,330,639 shares(2) | Not Applicable | \$1,356,051,324.38(3) | \$159,607.24(4) |
| Common Stock, \$0.01 par value | 4,245,153 shares(5) | Not Applicable | \$164,589,163.47(6) | \$19,372.14(4) |
| Total | 40,575,792 shares | Not Applicable | Not Applicable | \$178,979.39(4) |

- (1) Each share of common stock registered hereunder includes an associated preferred stock purchase right. Until the occurrence of certain prescribed events, none of which has occurred, the preferred stock purchase rights are not exercisable, are evidenced by certificates representing the common stock, and may be transferred only with the common stock. No separate consideration is payable for the preferred stock purchase rights, and no additional registration fee is payable with respect to such preferred stock purchase rights.
- (2) Represents shares of the registrant's common stock that the registrant may be required to issue to holders of Magnum Hunter Resources, Inc. common stock (excluding shares held by subsidiaries of Magnum Hunter) and Series A preferred stock in the merger, calculated as (i) the product of (a) 87,543,662 shares of Magnum Hunter common stock (excluding shares held by subsidiaries of Magnum Hunter) that may be canceled in the merger, and (b) the exchange ratio of 0.415 of a share of registrant common stock for each share of Magnum Hunter common stock, plus (ii) 20 shares of the registrant's common stock that the registrant may be required to issue to holders of Magnum Hunter Series A preferred stock in the merger.
- (3) Estimated solely for the purposes of calculating the registration fee required by Section 6(b) of the Securities Act of 1933, as amended, and calculated pursuant to Rule 457(f) under the Securities Act. Pursuant to Rule 457(f)(1) under the Securities Act, the proposed maximum aggregate offering price of the 36,330,639 shares of the registrant's common stock was calculated based upon the market value of the 87,543,662 shares of Magnum Hunter common stock to be exchanged in the merger, determined in accordance with Rule 457(c), as the product of (i) \$15.49, the average of the high and low prices per share of Magnum Hunter common stock outstanding as of February 17, 2005, as reported on the New York Stock Exchange, and (ii) 87,543,662 shares of Magnum Hunter common stock that may be canceled in the merger (excluding shares held by subsidiaries of Magnum Hunter).
- (4) Previously paid.
- (5) Represents additional shares of the registrant's common stock that the registrant may be required to issue to holders of Magnum Hunter Resources, Inc. common stock in the merger, calculated as the product of (i) 10,229,283 additional shares of Magnum Hunter that have become or may become outstanding due to the exercise of options or warrants and that may be canceled in the merger, and (ii) the exchange ratio of 0.415 of a share of registrant common stock for each share of Magnum Hunter common stock.
- (6) Estimated solely for the purposes of calculating the registration fee required by Section 6(b) of the Securities Act of 1933, as amended, and calculated pursuant to Rule 457(f) under the Securities Act. Pursuant to Rule 457(f)(1) under the Securities Act, the proposed maximum aggregate offering price of the 4,245,153 shares of the registrant's common stock was calculated based upon the market value of the 10,229,283 additional shares of Magnum Hunter common stock to be exchanged in the merger, determined in accordance with Rule 457(c), as the product of (i) \$16.09, the average of the high and low prices per share of Magnum Hunter common stock outstanding as of April 7, 2005, as reported on the New York Stock Exchange, and (ii) 10,229,283 additional shares of Magnum Hunter common stock that may be canceled in the merger.

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this joint proxy statement/prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This joint proxy statement/prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED APRIL 25, 2005

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

Cimarex Energy Co., referred to as Cimarex, its wholly owned subsidiary, Cimarex Nevada Acquisition Co., referred to as Merger Sub, and Magnum Hunter Resources, Inc., referred to as Magnum Hunter, have entered into an Agreement and Plan of Merger dated as of January 25, 2005, as amended by Amendment No. 1 dated as of February 18, 2005 and Amendment No. 2 dated as of April 20, 2005, referred to as the merger agreement. Under the merger agreement, Cimarex will acquire Magnum Hunter through a merger of Merger Sub with and into Magnum Hunter, referred to as the merger. Following the merger, Magnum Hunter will be the surviving corporation and will continue as a wholly owned subsidiary of Cimarex. The merger agreement is attached as *Annex A* to this joint proxy statement/prospectus and is incorporated into this joint proxy statement/prospectus by reference.

This joint proxy statement/prospectus describes the merger agreement, the merger and the transactions related to the merger in detail and provides information concerning the annual meeting of Cimarex stockholders and the special meeting of Magnum Hunter stockholders. Before we can complete the merger, we must obtain the approval of our common stockholders. We are sending you this joint proxy statement/prospectus to ask holders of Cimarex common stock to vote in favor of the approval of the issuance of shares of Cimarex common stock in connection with the merger and holders of Magnum Hunter common stock to vote in favor of the approval of the merger agreement.

At the effective time of the merger, each issued and outstanding share of Magnum Hunter common stock will be canceled and converted into the right to receive 0.415 of a share of Cimarex common stock, and all of the issued and outstanding shares of Magnum Hunter Series A preferred stock will be canceled and converted into the right to receive, in the aggregate, 20 shares of Cimarex common stock, each as described under "The Merger Merger Consideration" in this joint proxy statement/prospectus.

The board of directors of Cimarex, by unanimous vote of the directors present:

has determined that the merger agreement and the transactions contemplated thereby, including the merger, are fair to, and in the best interests of, Cimarex and its stockholders;

has approved and adopted the merger agreement and approved the merger and the other transactions contemplated thereby; and

recommends that the stockholders of Cimarex vote "FOR" approval of the issuance of shares of Cimarex common stock in connection with the merger.

The issuance of shares of Cimarex common stock in the merger requires the affirmative vote of a majority of the votes cast in person or by proxy and entitled to vote at the Cimarex annual meeting.

Cimarex is proposing to amend its amended and restated certificate of incorporation to increase the number of authorized shares of common stock and the maximum number of board seats. Approval of each of these proposals requires the affirmative vote of a majority of the outstanding shares of Cimarex common stock as of the record date for the meeting. Also, Cimarex is proposing to amend its Amended and Restated 2002 Stock Incentive Plan. Approval of this proposal requires the affirmative vote of a majority of the votes cast in person or by proxy and entitled to vote at the Cimarex annual meeting. Finally, Cimarex is proposing to elect three directors to serve until the 2008 annual meeting and to ratify its audit committee's appointment of KPMG LLP as Cimarex's independent auditors for the year ending December 31, 2005. The merger is not conditioned on approval of any of these additional proposals.

The board of directors of Magnum Hunter unanimously:

has determined that the merger agreement and the transactions contemplated thereby, including the merger, are fair to, and in the best interests of, Magnum Hunter and its stockholders;

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has approved and adopted the merger agreement and approved the merger and the other transactions contemplated thereby; and

recommends that the stockholders of Magnum Hunter vote "FOR" approval of the merger agreement and the merger.

The approval of the merger agreement and the merger by Magnum Hunter stockholders requires the affirmative vote of the holders of at least a majority of the shares of Magnum Hunter common stock issued and outstanding and entitled to vote at the Magnum Hunter special meeting.

Cimarex stockholders will vote at the Cimarex annual meeting at _____, at _____ p.m. local time on _____, 2005. Magnum Hunter stockholders will vote at the Magnum Hunter special meeting at _____ at _____ a.m. local time on _____, 2005.

Cimarex common stock is listed for trading on the New York Stock Exchange under the symbol "XEC." Magnum Hunter common stock is listed for trading on the New York Stock Exchange under the symbol "MHR."

Before casting your vote, please take the time to review carefully this joint proxy statement/prospectus, including the section entitled "Risk Factors" beginning on page I-29.

Your vote is very important regardless of the number of shares you hold. We enthusiastically support this combination of our companies and join with our boards of directors in recommending that you vote "FOR" the approval of the issuance of shares of Cimarex common stock in connection with the merger, in the case of Cimarex stockholders, and "FOR" the approval of the merger agreement and the merger, in the case of Magnum Hunter stockholders.

Sincerely,

F.H. Merelli
Chairman of the Board, Chief Executive Officer
and President of Cimarex Energy Co.

Richard R. Frazier
President and Chief Executive Officer
of Magnum Hunter Resources, Inc.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities offered by this joint proxy statement/prospectus or passed on the adequacy or accuracy of the disclosure in this joint proxy statement/prospectus. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated _____, 2005, and is first being mailed to Cimarex stockholders on or about _____, 2005 and to Magnum Hunter stockholders on or about _____, 2005.

Cimarex Energy Co.

1700 Lincoln Street, Suite 1800
Denver, Colorado 80203-4518

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON _____, 2005

To the Stockholders of Cimarex Energy Co.:

The annual meeting of stockholders of Cimarex Energy Co., referred to as Cimarex, will be held on _____, 2005, at _____ p.m., Mountain Time, at _____, for the following purposes:

1. To consider and vote on a proposal to approve the issuance of shares of Cimarex common stock in connection with the merger of Cimarex Nevada Acquisition Co., referred to as Merger Sub, a wholly owned subsidiary of Cimarex, with and into Magnum Hunter Resources, Inc., a Nevada corporation, referred to as Magnum Hunter.
2. To consider and vote upon a proposal to amend Cimarex's amended and restated certificate of incorporation to increase the number of authorized shares of common stock from 100 million shares to 200 million shares.
3. To consider and vote upon a proposal to amend Cimarex's amended and restated certificate of incorporation to increase the maximum size of the board of directors from nine to ten directors.
4. To consider and vote upon a proposal to amend Cimarex's Amended and Restated 2002 Stock Incentive Plan to increase the number of shares authorized for issuance under the plan from seven million shares to 12.7 million shares and make certain other changes.
5. To consider and vote upon a proposal to elect three directors to serve until the 2008 annual meeting.
6. To consider and vote upon a proposal to ratify the audit committee's appointment of KPMG LLP as Cimarex's independent auditors for the year ending December 31, 2005.
7. To transact any other business that may be properly brought before the annual meeting or any adjournments or postponements thereof.

A copy of the merger agreement is attached as *Annex A* to the joint proxy statement/prospectus accompanying this notice.

The board of directors of Cimarex, by unanimous vote of the directors present:

- (i) **has determined that the merger agreement and the transactions contemplated thereby, including the merger, are fair to, and in the best interests of, Cimarex and its stockholders;**
- (ii) **has approved and adopted the merger agreement and approved the merger and the other transactions contemplated thereby;**
- (iii) **recommends that the stockholders of Cimarex vote "FOR" approval of the issuance of shares of Cimarex common stock in connection with the merger;**
- (iv)

recommends that the stockholders of Cimarex vote "FOR" approval of each of the proposed amendments to the amended and restated certificate of incorporation and "FOR" approval of the proposed amendment to the Amended and Restated 2002 Stock Incentive Plan;

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- (v) **recommends that stockholders of Cimarex vote "FOR" each of the named nominees for director; and**
- (vi) **recommends that stockholders of Cimarex vote "FOR" the ratification of KPMG LLP as Cimarex's independent auditors for the year ending December 31, 2005.**

Only stockholders of record at the close of business on April 29, 2005 are entitled to notice of and to vote at the annual meeting. All stockholders are invited to attend the annual meeting in person. To ensure your representation at the annual meeting, you are urged to vote in one of the following ways:

- (1) by completing, signing and dating the accompanying proxy card and returning it in the enclosed postage-prepaid envelope,
- (2) by completing your proxy using the toll free number listed on the proxy card, or
- (3) by completing your proxy on the Internet at the address listed on your proxy card.

You may revoke your proxy in the manner described in the accompanying joint proxy statement/prospectus at any time before it has been voted. Any stockholder attending the annual meeting may vote in person even if he, she or it has returned a proxy.

IMPORTANT: WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, WE ASK YOU TO COMPLETE AND PROMPTLY RETURN THE ENCLOSED PROXY CARD IN THE ENVELOPE PROVIDED OR TO VOTE BY TELEPHONE OR ON THE INTERNET USING THE INSTRUCTIONS ON THE PROXY CARD.

By order of the Board of Directors,

Mary K. Rohrer
Assistant Corporate Secretary

Date: _____, 2005

Magnum Hunter Resources, Inc.

600 East Las Colinas Boulevard
Suite 1100
Irving, Texas 75039

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON _____, 2005

Dear Stockholder:

A special meeting of stockholders of Magnum Hunter Resources, Inc., referred to as Magnum Hunter, on _____, 2005, at _____ a.m., Central Time, at _____, for the following purposes:

1. To consider and vote on a proposal to approve the Agreement and Plan of Merger, dated as of January 25, 2005, as amended by Amendment No. 1, dated as of February 18, 2005 and Amendment No. 2, dated as of April 20, 2005, by and among Magnum Hunter, Cimarex Energy Co., a Delaware corporation, referred to as Cimarex, and Cimarex Nevada Acquisition Co., referred to as Merger Sub, a wholly owned subsidiary of Cimarex, and the merger contemplated thereby, in which Merger Sub will merge with and into Magnum Hunter.
2. To transact any other business that may be properly brought before the special meeting or any adjournments or postponements thereof.

A copy of the merger agreement is attached as *Annex A* to the joint proxy statement/prospectus accompanying this notice.

The board of directors of Magnum Hunter unanimously:

- (i) **has determined that the merger agreement and the transactions contemplated thereby, including the merger, are fair to, and in the best interests of, Magnum Hunter and its stockholders;**
- (ii) **has approved and adopted the merger agreement and approved the merger and the other transactions contemplated thereby; and**
- (iii) **recommends that the stockholders of Magnum Hunter vote "FOR" approval of the merger agreement and the merger.**

The board of directors has fixed April 15, 2005, as the record date for the determination of stockholders entitled to notice of, and to vote at, the special meeting and any adjournment or postponement thereof. Only stockholders of record at the close of business on April 15, 2005 are entitled to notice of and to vote at the special meeting. A complete list of stockholders entitled to vote at the special meeting will be maintained in Magnum Hunter's offices at 600 East Las Colinas Boulevard, Suite 1100, Irving, Texas 75039, for ten days before the special meeting. The enclosed proxy is solicited by the board of directors of Magnum Hunter. All stockholders are invited to attend the special meeting in person. To ensure your representation at the special meeting, you are urged to vote by completing, signing and dating the accompanying proxy card and returning it in the enclosed postage-prepaid envelope.

You may revoke your proxy in the manner described in the accompanying joint proxy statement/prospectus at any time before it has been voted. Any stockholder attending the special meeting may vote in person even if he, she or it has returned a proxy.

IMPORTANT: WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING, WE ASK YOU TO COMPLETE AND PROMPTLY RETURN THE ENCLOSED PROXY CARD IN THE ENVELOPE PROVIDED.

By Order of the Board of Directors

Richard R. Frazier

President and Chief Executive Officer

Irving, Texas
, 2005

Please do not send your stock certificates at this time. If the merger is completed, you will be sent written instructions for exchanging your stock certificates.

ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates by reference important business and financial information about Cimarex that is not included in or delivered with this document. Such information is included in Cimarex's documents filed with the Securities and Exchange Commission, referred to as the SEC, which are available without charge from the SEC's website at www.sec.gov. See "Chapter III The Stockholder Meetings, Voting and Other Information Where You Can Find More Information" on page III-9.

Copies of the documents relating to Cimarex may also be obtained without charge from Cimarex on the Internet at www.cimarex.com, under the "Investor Relations" section, or by contacting Cimarex, Attn: Mary Kay Rohrer, Assistant Corporate Secretary, 1700 Lincoln Street, Suite 1800, Denver, Colorado 80203-4518, telephone (303) 295-3995. Information contained on Cimarex's website does not constitute part of this joint proxy statement/prospectus. Cimarex includes its website address in this joint proxy statement/prospectus only as an inactive textual reference and does not intend it to be an active link to Cimarex's website. Reports and other information concerning Cimarex can also be inspected at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

If you wish to obtain any of these documents from Cimarex, you should, to ensure timely delivery, make your request no later than , 2005.

All information in this document concerning Cimarex has been furnished by Cimarex. All information in this document concerning Magnum Hunter has been furnished by Magnum Hunter. Cimarex has represented to Magnum Hunter, and Magnum Hunter has represented to Cimarex, that the information furnished by and concerning it is true and complete.

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CHAPTER I THE MERGER

QUESTIONS AND ANSWERS ABOUT THE MERGER

General

Q: Why are Cimarex and Magnum Hunter proposing the merger?

A: Cimarex believes that the merger will provide it with:

the opportunity to expand in its existing core areas and to add new projects, without jeopardizing its strong financial position;

a substantial footprint in the Permian Basin from which Cimarex can grow;

complementary operations in the Mid-Continent and Gulf Coast areas;

measured exposure to high potential projects in the Gulf of Mexico; and

the ability to greatly expand its balanced-risk drilling program underpinned by a strong balance sheet.

Magnum Hunter believes that the merger will provide its stockholders with:

a premium over the trading price of Magnum Hunter common stock at the time the transaction was announced; and

the opportunity to participate in a combined enterprise with a highly skilled employee group, enhanced financial strength, and growth opportunities to further build stockholder value.

Please review the more detailed description of our reasons for the merger on pages I-52 and I-54.

Q: What will happen if the merger is completed?

A: Cimarex will acquire Magnum Hunter through the merger of Merger Sub, a wholly owned subsidiary of Cimarex, with and into Magnum Hunter. Magnum Hunter will be the surviving corporation in the merger and, after the merger, Magnum Hunter will continue as a wholly owned subsidiary of Cimarex.

Q: When will the merger be completed?

A: The merger will be completed when the conditions described below under "The Merger Agreement Conditions to the Closing of the Merger" are satisfied (or, where permitted, waived). Fulfilling some of these conditions, such as required regulatory approvals, is not entirely within our control. Cimarex and Magnum Hunter believe that they can complete the merger during the second quarter of 2005. There can be no guarantee, however, as to when all conditions to the merger will be satisfied (or, where permitted, waived) and when, if at all, the closing of the merger will take place. See " Risk Factors Risks Relating to the Merger" beginning on page I-29.

Q:

What do I need to do now?

A:

After carefully reading and considering the information contained in this document, please fill out and sign your proxy card, or (for Cimarex stockholders) vote by mail, telephone or on the Internet according to the instructions provided on the proxy card. Please mail your signed proxy card in the enclosed return envelope, or (for Cimarex stockholders) vote by phone or on the Internet, as soon as possible so that your shares may be represented at the Cimarex annual meeting or the Magnum Hunter special meeting, as applicable. Your proxy will instruct the persons named on the proxy card to vote your shares at the Cimarex annual meeting or the Magnum Hunter special meeting, as applicable, as you direct on the card.

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Q: **May I change my vote after I have mailed my signed proxy?**

A: Yes. You may change your vote at any time before your proxy is voted at the Cimarex annual meeting or the Magnum Hunter special meeting, as applicable. You can do this in several ways. First, you can send a written notice stating that you would like to revoke your proxy. Second, you can complete and submit a new proxy card. Third, if you are a Cimarex stockholder and choose to vote by telephone or on the Internet, you may change your vote by telephone or on the Internet by following the instructions given to you when you call or visit the Internet site. Fourth, you can attend the Cimarex annual meeting or the Magnum Hunter special meeting, as applicable, and vote in person. If you have instructed a broker to vote your shares, you must follow directions received from your broker to change your vote. Further information about these procedures is contained in "Chapter III The Stockholder Meetings, Voting and Other Information The Cimarex Annual Meeting" on page III-1 and "Chapter III The Stockholder Meetings, Voting and Other Information The Magnum Hunter Special Meeting" on page III-4.

Q: **Do I have dissenters' rights of appraisal?**

A: Neither Cimarex common stockholders nor Magnum Hunter common stockholders will have dissenters' rights of appraisal as a result of the merger.

Holdings of Magnum Hunter's Series A preferred stock will have dissenters' rights of appraisal as a result of the merger. See " The Merger Dissenters' Rights of Appraisal" beginning on page I-88.

Q: **Who will be the directors of the combined company?**

A: Assuming Cimarex stockholders approve the proposal to increase the maximum size of the Cimarex board, the board of directors of the combined company will consist of the nine then-current directors of Cimarex plus one current Magnum Hunter director to be selected by Cimarex before the effective time of the merger.

Q: **Where can I find more information about Cimarex and Magnum Hunter?**

A: You can find more information about Cimarex and Magnum Hunter from various sources described under "Chapter III The Stockholder Meetings, Voting and Other Information Where You Can Find More Information" on page III-9.

For Cimarex Stockholders

Q: **When and where is the annual meeting of the Cimarex stockholders?**

A: The Cimarex annual meeting will take place on _____, 2005 at _____ p.m., local time. The location of the annual meeting is _____.

Q: **What are Cimarex stockholders being asked to vote upon?**

A: Cimarex stockholders are voting on a proposal to approve the issuance of shares of Cimarex common stock to stockholders of Magnum Hunter in connection with the merger. This stockholder vote is required under the rules of the New York Stock Exchange, referred to as the NYSE, because the aggregate number of shares of Cimarex common stock to be issued to Magnum Hunter stockholders in the merger will exceed 20% of the total number of shares of Cimarex common stock issued and outstanding immediately before the completion of the merger. The approval of the issuance of Cimarex common stock in connection with the merger is a condition to the closing of the merger.

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In addition, Cimarex stockholders are voting on two proposals to amend Cimarex's amended and restated certificate of incorporation, referred to as the Cimarex charter. The first proposal would increase the number of shares of common stock that Cimarex is authorized to issue from 100 million shares to 200 million shares. The second proposal would increase the maximum size of Cimarex's board

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of directors from nine to ten directors. Cimarex stockholders are also voting on a proposal to increase the number of shares available for grants under the Cimarex Amended and Restated 2002 Stock Incentive Plan, referred to as the Cimarex incentive plan, from seven million shares to 12.7 million shares and make other changes to the Cimarex incentive plan as discussed in this joint proxy statement/prospectus. Approval of these amendments is not a condition to the closing of the merger, and the proposed amendment to the Cimarex incentive plan, if approved, will be effected regardless of the outcome of the vote on the share issuance. Neither of the amendments to the Cimarex charter will be effected unless the merger takes place.

Finally, Cimarex is proposing to elect three directors to serve until the 2008 annual meeting and to ratify its audit committee's appointment of KPMG LLP as Cimarex's independent auditors for the year ending December 31, 2005.

Q:
How will Cimarex stockholders be affected by the merger and share issuance?

A:
After the merger, each Cimarex stockholder will have the same number of shares of Cimarex common stock that the stockholder held immediately before the merger. However, because Cimarex will be issuing new shares of Cimarex common stock to Magnum Hunter stockholders in the merger, each outstanding share of Cimarex common stock immediately before the merger will represent a smaller percentage of the aggregate number of shares of Cimarex common stock outstanding after the merger. As a result of the merger, each Cimarex stockholder will own shares in a larger company with more assets.

Q:
What are the tax consequences of the merger?

A:
Cimarex and Magnum Hunter intend for the merger to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, referred to as the Code. Cimarex stockholders will not recognize gain or loss for U.S. federal income tax purposes in connection with the merger. For a summary of the U.S. federal income tax consequences of the merger that are expected to be material to Magnum Hunter stockholders, see " Material United States Federal Income Tax Consequences of the Merger" beginning on page I-92.

Q:
What vote of Cimarex stockholders is required to approve the proposals at the Cimarex annual meeting?

A:
Assuming a quorum is present at the Cimarex annual meeting, the approval of the issuance of shares of Cimarex common stock in connection with the merger and the approval of the proposed amendment to the Cimarex incentive plan require the affirmative vote of a majority of the votes cast in person or by proxy and entitled to vote at the Cimarex annual meeting.

Under applicable Delaware law, the approval of each proposed amendment to the Cimarex charter requires the affirmative vote of a majority of the issued and outstanding shares of Cimarex common stock as of the record date for the Cimarex annual meeting.

Directors will be elected by a plurality of the votes. A "plurality" means that the three director nominees receiving the most "FOR" votes will be elected as Class III directors. Neither abstentions nor broker non-votes will have an effect on the votes for or against the election of a director. The affirmative vote of a majority of the shares present and entitled to vote, in person or by proxy, at the annual meeting is required to ratify the audit committee's appointment of KPMG LLP as Cimarex's independent auditors for 2005.

Q:
Does Cimarex's board of directors support the merger?

A:
Yes. The Cimarex board of directors, by unanimous vote of the directors present at their meeting, has determined that the merger agreement and the transactions contemplated thereby, including the

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merger, are fair to, and in the best interests of, Cimarex and its stockholders; approved and adopted the merger agreement and approved the merger and the other transactions contemplated thereby; and recommended that the stockholders of Cimarex vote "FOR" approval of the issuance of shares of Cimarex common stock in the merger.

For a more detailed description of the background and reasons for the merger, see " The Merger Cimarex's Reasons for the Merger and Share Issuance" beginning on page I-52 and " The Merger Magnum Hunter's Reasons for the Merger" beginning on page I-54.

Q: **Does Cimarex's board of directors support the proposed amendments to the Cimarex charter and the Cimarex incentive plan?**

A: Yes. The Cimarex board of directors, by unanimous vote of the directors present at their meeting, has approved and recommended that the stockholders of Cimarex vote "FOR" approval of each of the proposed amendments to the Cimarex charter and "FOR" approval of the proposed amendment to the Cimarex incentive plan.

Q: **How do I vote my shares if they are held in the name of a bank, broker or other nominee?**

A: Your bank, broker or other nominee will vote your shares of Cimarex common stock with respect to the issuance of Cimarex common stock in the merger, the proposed amendments to the Cimarex charter or the proposed amendment to the Cimarex incentive plan only if you provide written instructions to them on how to vote, so it is important that you provide them with instructions. If you do not provide them with instructions, under the rules of the NYSE, they will not be authorized to vote with respect to the issuance of shares of Cimarex common stock in the merger or the other proposals to be presented at the Cimarex annual meeting. If you wish to vote in person at the annual meeting and hold your shares in the name of a bank, broker or other nominee, you must contact your bank, broker or other nominee and request an appropriate proxy. You must bring this proxy to the annual meeting in order to vote in person.

If you are a participant in the Cimarex 401(k) plan and you have shares of Cimarex common stock allocated to your account, you may instruct the plan trustee on how to vote your shares. You will receive instructions from the trustee or the plan administrator on how to give instructions and the effect of not giving instructions.

Q: **What if I do not vote, or abstain from voting, my shares of Cimarex common stock?**

A: Neither an abstention nor a failure to vote will affect the outcome of the vote regarding the issuance of Cimarex common stock in connection with the merger, the proposal to amend the Cimarex incentive plan, the election of Cimarex directors or the ratification of KPMG LLP as Cimarex's independent auditors for 2005, since they will not be counted as votes either for or against the proposals.

Abstentions and failures to vote (including broker non-votes) with respect to either of the proposed amendments to the Cimarex charter will have the effect of a vote against that amendment.

If you sign your proxy card but do not indicate how you want to vote, your shares of Cimarex common stock will be voted "FOR" approval of the issuance of Cimarex common stock in the merger, "FOR" each proposed amendment to the Cimarex charter, "FOR" the proposed amendment to the Cimarex incentive plan, "FOR" each named nominee for director and "FOR" the ratification of KPMG LLP as Cimarex's independent auditors for 2005.

Q: **Are there risks associated with the merger that I should consider in deciding how to vote?**

A: Yes. There are risks associated with all business combinations, including this merger. In particular, you should be aware that the exchange ratio determining the number of shares of Cimarex common

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stock that Cimarex will issue in return for shares of Magnum Hunter common stock in the merger is fixed and will not change as the market price of shares of Cimarex or Magnum Hunter common stock fluctuates in the period before the merger. Accordingly, the value of the shares of Cimarex common stock that Cimarex will issue in the merger in return for shares of Magnum Hunter common stock may be either less than or more than the current price of shares of Magnum Hunter common stock. There are also a number of other risks that are discussed in this joint proxy statement/prospectus. Please read with particular care the more detailed description of the risks associated with the merger and the combined company's operations following the merger under " Risk Factors" beginning on page I-29.

Q:
Who should I contact if I have questions?

A:
If you have any questions about the merger agreement, the merger or the issuance of shares of Cimarex common stock in the merger, or if you need additional copies of this joint proxy statement/prospectus or the enclosed proxy card, you should contact Cimarex, Attn: Mary Kay Rohrer, Assistant Corporate Secretary, 1700 Lincoln Street, Suite 1800, Denver, Colorado 80203-4518, telephone (303) 295-3995. You may also call Cimarex's proxy solicitor, Georgeson Shareholder Communications, Inc. toll-free at (866) 288-2196.

For Magnum Hunter Stockholders

Q:
When and where is the special meeting of the Magnum Hunter stockholders?

A:
The Magnum Hunter special meeting will take place on _____, 2005, at _____ a.m., local time. The location of the special meeting is _____.

Q:
What are Magnum Hunter stockholders being asked to vote upon?

A:
Magnum Hunter stockholders are voting on a proposal to approve the merger agreement entered into among Cimarex, Merger Sub and Magnum Hunter, and the merger contemplated by the merger agreement. Approval of the merger agreement and the merger by the stockholders of Magnum Hunter is a condition to the closing of the merger.

Q:
What will Magnum Hunter common stockholders receive in the merger?

A:
At the effective time of the merger, each issued and outstanding share of common stock of Magnum Hunter will be canceled and converted into the right to receive 0.415 of a share of Cimarex common stock, as described under "The Merger Merger Consideration." The ratio of 0.415 of a share of Cimarex common stock for each share of Magnum Hunter common stock is referred to as the exchange ratio.

Q:
What will happen to options to purchase Magnum Hunter common stock in the merger?

A:
Magnum Hunter has agreed to use commercially reasonable efforts to obtain the consent of holders of all options to purchase Magnum Hunter common stock that require consent for cancellation of the options. Magnum Hunter also will cause all stock options that do not require consent for cancellation to be canceled as of the effective time of the merger. At the effective time of the merger, the holder of each canceled stock option will be entitled to receive a cash payment equal to the product of the total number of shares of Magnum Hunter common stock subject to the option (whether vested or unvested) times the excess, if any, of the closing price of Magnum Hunter common stock on the day before the closing date over the exercise price of the option, less applicable withholding taxes. Options with exercise prices higher than the closing price of Magnum Hunter common stock on that date will not be entitled to any cash payment.

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If Magnum Hunter does not receive consent before the effective time to cancel any options that require consent for cancellation, those options will be assumed by Cimarex. Any assumed options will

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be converted into an option to purchase that number of shares of Cimarex common stock determined by multiplying the number of shares of Magnum Hunter common stock subject to that option at the effective time of the merger by the exchange ratio. The exercise price per share of each assumed option will be equal to the exercise price per share of the existing option divided by the exchange ratio. Each assumed option will remain subject to the same conditions that applied before the merger, except that upon closing of the merger, each option will be fully vested.

Promptly following the effective time of the merger, Cimarex will cause the shares of Cimarex common stock issuable upon exercise of any assumed options to be registered with the SEC and listed on the NYSE, and will use all reasonable efforts to maintain the effectiveness of that registration statement for so long as any assumed options remain outstanding.

Q:
What will happen to Magnum Hunter's preferred stock?

A:
Magnum Hunter currently has two series of preferred stock outstanding, the Series A preferred stock and the 1996 Series A convertible preferred stock. At the effective time of the merger, all of the issued and outstanding shares of Magnum Hunter's Series A preferred stock will be canceled and converted into the right to receive, in the aggregate, 20 shares of Cimarex common stock. Based upon the 80,000 shares of Series A preferred stock currently outstanding, holders of Magnum Hunter's Series A preferred stock would receive 0.00025 of a share of Cimarex common stock for each share of Series A preferred stock that they own. See " The Merger Merger Consideration" on page I-86.

Before the effective time of the merger, Magnum Hunter will cause its wholly owned subsidiary that owns all of the issued and outstanding shares of Magnum Hunter's 1996 Series A convertible preferred stock to convert those shares into Magnum Hunter common stock, on the terms set forth in the certificate of designations for the 1996 Series A convertible preferred stock. The shares of Magnum Hunter common stock issued upon conversion of the 1996 Series A convertible preferred stock will then be canceled and exchanged in the merger for shares of Cimarex common stock in accordance with the exchange ratio.

Q:
What will happen to the notes issued under Magnum Hunter's indentures?

A:
Magnum Hunter currently has two series of notes outstanding, the 9.6% senior notes due 2012 and the floating rate convertible senior notes due 2023. The indentures under which each series of notes was issued permit the holders of the notes to sell their notes back to Magnum Hunter upon a change of control of Magnum Hunter, such as the merger, for a price equal to 101% of the principal amount of the 9.6% senior notes plus accrued interest, and 100% of the principal amount of the convertible senior notes plus accrued interest. At or before the effective time of the merger, Cimarex will execute a supplemental indenture with the trustee under the indenture covering the convertible senior notes, with respect to the conversion provisions. See " The Merger Agreement Treatment of Indenture Obligations and Notes" on page I-132.

Upon the happening of certain events, the convertible senior notes are convertible into cash in the amount of the principal amount of the notes, plus shares of Magnum Hunter common stock to the extent the conversion value exceeds the principal amount. After the merger, the portion of the convertible senior notes that is convertible into stock will become convertible into shares of Cimarex common stock. Before the effective time of the merger, Cimarex will file a registration statement with the SEC covering the shares of Cimarex common stock issuable upon conversion of the convertible senior notes. Cimarex has agreed to use all reasonable efforts to have such registration statement declared effective at the effective time of the merger and to maintain the effectiveness of such registration statement for so long as any convertible senior notes remain outstanding.

Q:
What will happen to Magnum Hunter's credit facility?

A:
Cimarex intends to pay off Magnum Hunter's credit facility at the closing of the merger. Cimarex and its bank group are currently negotiating a new credit facility or an expansion of Cimarex's existing credit facility. See " The Merger Credit Facilities" on page I-91.

Q:
Will Magnum Hunter's shares of common stock continue to be traded on the New York Stock Exchange after the merger is completed?

A:
No. If the merger is completed, Magnum Hunter's shares of common stock will no longer be listed for trading on the NYSE. However, the shares of Cimarex common stock that you receive in the merger will be listed on the NYSE.

Q:
Will I be able to trade the Cimarex common stock that I receive in connection with the merger?

A:
Yes. The shares of Cimarex common stock issued in connection with the merger will be freely tradable, unless you are an affiliate of Magnum Hunter. Generally, persons who are deemed to be affiliates of Magnum Hunter must comply with Rule 145 under the Securities Act of 1933 if they wish to sell or otherwise transfer any of the shares of Cimarex common stock they receive in connection with the merger. You will be notified if you are an affiliate of Magnum Hunter.

Q:
What are the tax consequences of the merger?

A:
Cimarex and Magnum Hunter intend for the merger to qualify as a reorganization within the meaning of Section 368(a) of the Code. As a result, U.S. holders (as defined in this joint proxy statement/prospectus) of Magnum Hunter common stock generally will not, and U.S. holders of Magnum Hunter Series A preferred stock generally should not, recognize gain or loss for U.S. federal income tax purposes in connection with the merger, except with respect to the amount of cash received instead of fractional shares of Cimarex common stock by U.S. holders of Magnum Hunter common stock and except with respect to any cash received by U.S. holders of Magnum Hunter Series A preferred stock that exercise appraisal rights. Magnum Hunter stockholders who are non-U.S. holders (as defined in this joint proxy statement/prospectus) may recognize gain or loss for U.S. federal income tax purposes in connection with the merger, depending on their individual circumstances. For a summary of the U.S. federal income tax consequences of the merger that are expected to be material to Magnum Hunter stockholders, see " Material United States Federal Income Tax Consequences of the Merger" beginning on page I-92.

Q:
What vote of Magnum Hunter stockholders will be required to approve the merger agreement and the merger?

A:
The approval of the merger agreement and the merger requires the affirmative vote of the holders of at least a majority of shares of Magnum Hunter common stock issued and outstanding and entitled to vote at the Magnum Hunter special meeting. As of March 9, 2005, there were 2,612 record holders of Magnum Hunter common stock. Magnum Hunter's President and Chief Executive Officer and a related stockholder, who together held an aggregate of approximately 4.1% of the issued and outstanding shares of Magnum Hunter common stock entitled to vote as of March 31, 2005, have entered into a voting agreement with Cimarex under which each stockholder party has agreed, among other things, to vote his or its shares of Magnum Hunter common stock in favor of the approval of the merger agreement and the merger contemplated thereby. See " The Merger Agreement Voting Agreement" beginning on page I-133.

Q:
Does Magnum Hunter's board of directors support the merger?

A:
Yes. The Magnum Hunter board of directors has unanimously determined that the merger agreement and the transactions contemplated thereby, including the merger, are fair to, and in the best

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interests of, Magnum Hunter and its stockholders; approved and adopted the merger agreement and approved the merger and the other transactions contemplated thereby; and recommended that the stockholders of Magnum Hunter vote "FOR" approval of the merger agreement and the merger.

For a more detailed description of the background and reasons for the merger, see " The Merger Background of the Merger" beginning on page I-45.

Q:
How do I vote my shares if they are held in the name of a bank, broker or other nominee?

A:
Your bank, broker or other nominee will vote your shares of Magnum Hunter common stock with respect to the merger agreement and the merger only if you provide written instructions to them on how to vote, so it is important that you provide them with instructions. If you do not provide them with instructions, under the rules of the New York Stock Exchange, they will not be authorized to vote with respect to the merger agreement. If you wish to vote in person at the special meeting and hold your shares in the name of a bank, broker or other nominee, you must contact your bank, broker or other nominee and request an appropriate proxy. You must bring this proxy to the special meeting in order to vote in person.

If you are a participant in the Magnum Hunter 401(k) employee stock ownership plan and you have shares of Magnum Hunter common stock allocated to your account, you may instruct the plan trustee on how to vote your shares. You will receive instructions from the trustee or the plan administrator on how to give instructions and the effect of not giving instructions.

Q:
What if I do not vote, or abstain from voting, my shares of Magnum Hunter common stock?

A:
If you do not vote, it will have the same effect as a vote against the merger agreement and the merger. Abstentions and broker non-votes will also have the effect of votes against the merger agreement and the merger.

If you sign your proxy card but do not indicate how you want to vote, your shares of Magnum Hunter common stock will be voted "FOR" approval of the merger agreement and the merger.

Q:
Should I send in my stock certificates now?

A:
No. If the merger is completed, you will be sent written instructions for exchanging your stock certificates. Please do not send in your stock certificates with your proxy.

Q:
Are there risks associated with the merger that I should consider in deciding how to vote?

A:
Yes. There are risks associated with all business combinations, including this merger. In particular, you should be aware that the exchange ratio determining the number of shares of Cimarex common stock that Magnum Hunter stockholders will receive is fixed and will not change as the market price of shares of Cimarex or Magnum Hunter common stock fluctuates in the period before the merger. Accordingly, the value of the shares of Cimarex common stock that you as a Magnum Hunter stockholder will receive in the merger in return for your shares of Magnum Hunter common stock may be either less than or more than the current price of the shares of Magnum Hunter common stock that you currently hold. There are also a number of other risks that are discussed in this joint proxy statement/prospectus. Please read with particular care the more detailed description of the risks associated with the merger and the combined company's operations following the merger under " Risk Factors" beginning on page I-29.

Q:
Who should I contact if I have questions?

A:
If you have any questions about the merger agreement or the merger, or if you need additional copies of this joint proxy statement/prospectus or the enclosed proxy card, you should contact Magnum Hunter, Attn: Morgan F. Johnston, Corporate Secretary, 600 East Las Colinas Blvd., Suite 1100, Irving, Texas 75039, telephone (972) 401-0752. You may also call Magnum Hunter's proxy solicitor, Georgeson Shareholder Communications, Inc. toll-free at (866) 288-2196.

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

Cimarex and Magnum Hunter have made certain statements in this joint proxy statement/prospectus and in the documents referred to in this joint proxy statement/prospectus that may be deemed "forward-looking" statements within the meaning of Section 27A of the Securities Act of 1933, as amended, referred to as the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, referred to as the Exchange Act. All statements, other than statements of historical facts, that address activities, events, outcomes and other matters that Cimarex, Magnum Hunter or the combined company plans, expects, intends, assumes, believes, budgets, predicts, forecasts, projects, estimates or anticipates (and other similar expressions) will, should or may occur in the future are forward-looking statements. These forward-looking statements are based on the current belief of management of the companies, based on currently available information, as to the outcome and timing of future events. When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements in this joint proxy statement/prospectus. Forward-looking statements occur, among other places, in the following sections of Chapter I of this document:

"Questions and Answers About the Merger";

"Summary Selected Historical Financial Data of Cimarex"; " Selected Historical Financial Data of Magnum Hunter"; and
" Selected Unaudited Pro Forma Combined Financial Data";

"Comparative Per Share Information";

"Comparative Per Share Market Price and Dividend Information";

"Risk Factors";

"The Merger Background of the Merger"; " Cimarex's Reasons for the Merger and Share Issuance"; " Recommendation of the Cimarex Board of Directors"; " Magnum Hunter's Reasons for the Merger"; and " Recommendation of the Magnum Hunter Board of Directors";

"The Merger Opinion of Lehman Brothers Inc. to the Cimarex Board of Directors"; " Opinions of Magnum Hunter's Financial Advisors Deutsche Bank Securities Inc." and " Opinions of Magnum Hunter's Financial Advisors Merrill Lynch, Pierce, Fenner & Smith Incorporated";

"Unaudited Pro Forma Condensed Combined Financial Statements"; and

Statements contained elsewhere in this document concerning Cimarex's and Magnum Hunter's plans for the combined company's growth and future operations or financial position.

We caution you that these forward-looking statements are subject to all of the risks and uncertainties, many of which are beyond our control, incident to the exploration for and development, production and sale of oil and gas. These risks include, but are not limited to, commodity price volatility, inflation, lack of availability of goods and services, environmental risks, drilling and other operating risks, regulatory changes, the uncertainty inherent in estimating proved oil and natural gas reserves and in projecting future rates of production and timing of development expenditures and other risks described in this joint proxy statement/prospectus.

Reserve engineering is a subjective process of estimating underground accumulations of oil and natural gas that cannot be measured in an exact way. The accuracy of any reserve estimate depends on the quality of available data and the interpretation of the data by our engineers. As a result, estimates made by different engineers often vary from one another. In addition, the results of drilling, testing and production activities may justify revisions of estimates that were made previously. If significant, these revisions could change the schedule of any future production and development drilling. Accordingly,

reserve estimates are generally different from the quantities of oil and natural gas that are ultimately recovered.

Should one or more of the risks or uncertainties described above or elsewhere in this joint proxy statement/prospectus occur, or should underlying assumptions prove incorrect, the actual future results and stockholder values of Cimarex, Magnum Hunter and the combined company may differ materially from those expressed in these forward-looking statements. Many of the factors that will determine these results and values are beyond Cimarex's and Magnum Hunter's ability to control or predict. Stockholders of Cimarex and Magnum Hunter are cautioned not to place undue reliance on any forward-looking statements. Forward-looking statements speak only as of the date of this joint proxy statement/prospectus.

You should understand that various factors, in addition to those discussed elsewhere in this joint proxy statement/prospectus and in the documents referred to in this joint proxy statement/prospectus, could affect the future results of the combined company following the merger and could cause results to differ materially from those expressed in the forward-looking statements, including:

the possibility that the companies may be unable to obtain stockholder or regulatory approvals required for the acquisition;

the possibility that problems may arise in successfully integrating the businesses of the two companies;

the possibility that the acquisition may involve unexpected costs;

the possibility that the combined company may be unable to achieve cost-cutting synergies;

the possibility that the businesses may suffer as a result of uncertainty surrounding the acquisition;

the possibility that the industry may be subject to future regulatory or legislative actions;

the volatility in commodity prices for oil and gas;

the presence or recoverability of estimated reserves;

the ability to replace reserves;

environmental risks;

drilling and operating risks;

exploration and development risks;

competition;

the ability of management to execute its plans to meet its goals; and

other risks that are described in SEC reports filed by Cimarex and Magnum Hunter.

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We claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 for all forward-looking statements, express or implied, included in this joint proxy statement/prospectus and attributable to Cimarex or Magnum Hunter. This cautionary statement should also be considered in connection with any subsequent written or oral forward-looking statements that Cimarex, Magnum Hunter, or persons acting on their respective behalf may issue. Except for their ongoing obligations to disclose material information as required by the federal securities laws, Cimarex and Magnum Hunter do not have any intention, and do not undertake any obligation, to update forward-looking statements after they distribute this joint proxy statement/prospectus, even if new information, future events or other circumstances have made them incorrect or misleading.

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SUMMARY

This summary highlights selected information from this joint proxy statement/prospectus and does not contain all of the information that may be important to you. To understand the merger agreement and the merger fully and for a more complete description of the legal terms of the merger agreement, you should carefully read this entire document and the documents to which we refer you. See "Chapter III The Stockholder Meetings, Voting and Other Information Where You Can Find More Information" on page III-9. We have included page references parenthetically to direct you to a more complete description of the topics summarized here.

The Companies (page I-41)

Cimarex Energy Co.
1700 Lincoln Street, Suite 1800
Denver, Colorado 80203-4518
(303) 295-3995
Internet address: www.cimarex.com

Cimarex is an independent oil and gas exploration and production company. Its principal areas of operations are located in Oklahoma, Texas, Kansas, and Louisiana. Cimarex also has active exploration and development programs underway in each of those states as well as in California, New Mexico and Mississippi. Cimarex's principal operations offices are at 15 East 5th Street, Suite 1000, Tulsa, Oklahoma 74103, telephone (918) 585-1100. Cimarex's common stock is listed on the New York Stock Exchange and trades under the symbol "XEC."

Magnum Hunter Resources, Inc.
600 East Las Colinas Boulevard, Suite 1100
Irving, Texas 75039
(972) 401-0752
Internet address: www.magnumhunter.com

Magnum Hunter is an independent energy company engaged in the exploration, exploitation and development, acquisition and operation of oil and gas properties with a geographic focus in the Mid-Continent Region, Permian Basin Region, Gulf Coast Region and the Gulf of Mexico. Additionally, Magnum Hunter owns and operates five gas gathering systems covering over 480 miles and holds a 50% or greater ownership interest in four natural gas processing plants that are located adjacent to certain company-owned and operated producing properties within the states of Texas, Oklahoma and Arkansas. Magnum Hunter's common stock is listed on the New York Stock Exchange and trades under the symbol "MHR."

The Merger (page I-45)

Structure of the Merger (page I-45)

Under the terms of the proposed merger, Merger Sub will merge with and into Magnum Hunter, with Magnum Hunter continuing as the surviving corporation. As a result of the merger, Magnum Hunter will become a wholly owned subsidiary of Cimarex.

What Magnum Hunter Stockholders Will Receive in the Merger (page I-86)

In the merger, holders of shares of Magnum Hunter common stock will receive 0.415 of a share of Cimarex common stock for each share of Magnum Hunter common stock that they own immediately before the effective time of the merger. This ratio is referred to as the exchange ratio. Magnum Hunter common stockholders will receive cash for any fractional shares which they would otherwise receive in the merger.

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In the merger, all of the issued and outstanding shares of Magnum Hunter's Series A preferred stock will be canceled and converted into the right to receive, in the aggregate, 20 shares of Cimarex common stock. Based upon the 80,000 shares of Series A preferred stock currently outstanding, holders of Magnum Hunter's Series A preferred stock would receive 0.00025 of a share of Cimarex common stock for each share of Series A preferred stock that they own immediately before the effective time of the merger. Magnum Hunter Series A preferred stockholders will receive fractional shares of Cimarex common stock to the extent necessary. However, Cimarex may offer Series A preferred stockholders the opportunity either to purchase an additional fraction of a share or to aggregate its fractional share with those of other Series A preferred stockholders to be sold. Cimarex may not force Series A preferred stockholders to receive cash in respect of their fractional shares.

Treatment of Magnum Hunter Stock Options (page I-131)

Magnum Hunter has agreed to use commercially reasonable efforts to obtain the consent of holders of all options to purchase Magnum Hunter common stock that require consent for cancellation of the options. Magnum Hunter also will cause all stock options that do not require consent for cancellation to be canceled as of the effective time of the merger. At the effective time of the merger, the holder of each canceled stock option will be entitled to receive a cash payment equal to the product of the total number of shares of Magnum Hunter common stock subject to the option (whether vested or unvested), times the excess, if any, of the closing price of Magnum Hunter common stock on the day before the closing date over the exercise price of the option, less the amount of any required withholding taxes. Options with exercise prices higher than the closing price of Magnum Hunter common stock on that date will not be entitled to any cash payment.

Any options requiring consent for cancellation as to which Magnum Hunter does not receive consent before the effective time will be assumed by Cimarex, and converted into an option to purchase that number of shares of Cimarex common stock determined by multiplying the number of shares of Magnum Hunter common stock subject to the option at the effective time of the merger by the exchange ratio. The exercise price per share of each assumed option will be equal to the exercise price per share of the existing option divided by the exchange ratio. Each assumed option will remain subject to the same conditions that applied before the merger, except that each option will be fully vested.

Promptly following the effective time of the merger, Cimarex has agreed to cause the shares of Cimarex common stock issuable upon exercise of any assumed options to be registered with the SEC, and will use all reasonable efforts to maintain the effectiveness of that registration statement for so long as any assumed options remain outstanding.

Treatment of Magnum Hunter 1996 Series A Preferred Stock (page I-112)

All 1,000,000 issued and outstanding shares of Magnum Hunter's 1996 Series A convertible preferred stock are currently held by a wholly owned subsidiary of Magnum Hunter. Before the effective time of the merger, Magnum Hunter will cause its subsidiary to convert all of the issued and outstanding shares of Magnum Hunter's 1996 Series A convertible preferred stock into Magnum Hunter common stock, on the terms set forth in the certificate of designations for the 1996 Series A convertible preferred stock. The shares of Magnum Hunter common stock issued upon conversion of the 1996 Series A convertible preferred stock will then be canceled and exchanged in the merger for shares of Cimarex common stock in accordance with the exchange ratio.

Treatment of Magnum Hunter Indebtedness (page I-132)

The indentures under which Magnum Hunter's \$195 million 9.6% senior notes due 2012 and \$125 million floating rate convertible senior notes due 2023 were issued permit the holders of the notes

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to sell their notes back to Magnum Hunter upon a change of control of Magnum Hunter, for a price equal to 101% of the principal amount of the 9.6% senior notes plus accrued interest, and 100% of the principal amount of the convertible senior notes plus accrued interest. The interest rate on the convertible senior notes is a floating interest rate based on three-month LIBOR, which as of December 31, 2004 was 2.49%. The merger qualifies as a change of control for these purposes. Magnum Hunter as the surviving corporation will be obligated to buy back any notes that are offered in accordance with these provisions.

At or before the effective time of the merger, Cimarex will execute a supplemental indenture with the trustee under the indenture covering the convertible senior notes, with respect to the conversion provisions of those notes. After the merger, the convertible senior notes will be convertible into cash in the amount of the principal amount of the notes, plus shares of Cimarex common stock to the extent the conversion value exceeds the principal amount. Before the effective time of the merger, Cimarex will file a registration statement with the SEC covering the shares of Cimarex common stock issuable upon conversion of the convertible senior notes. Cimarex has agreed to use all reasonable efforts to have such registration statement declared effective at the effective time of the merger and to maintain the effectiveness of such registration statement for so long as any convertible senior notes remain outstanding.

Cimarex intends to pay off Magnum Hunter's existing credit facility at the closing of the merger.

Distribution of TEL Offshore Trust Units (page I-88)

Magnum Hunter currently owns approximately 1.4 million trust units, which represents 29.1% of the outstanding trust units, of TEL Offshore Trust. Before the merger, Magnum Hunter's board of directors intends to distribute these trust units to the holders of Magnum Hunter common stock as of April 18, 2005, the distribution record date selected by the Magnum Hunter board. In the distribution, each holder of Magnum Hunter common stock (other than Magnum Hunter and its subsidiaries) will receive a percentage of TEL Offshore Trust units equal to the percentage of Magnum Hunter common stock it holds, and cash instead of any fractional units it would otherwise be entitled to receive.

TEL Offshore Trust's trust units are traded on the Nasdaq SmallCap Market under the symbol "TELOZ." On January 25, 2005, the last full trading day on the Nasdaq SmallCap Market before the public announcement of the proposed merger, the closing price of TEL Offshore Trust's trust units was \$10.97 per unit. On _____, 2005, the most recent trading day practicable before the printing of this joint proxy statement/prospectus, the closing price of TEL Offshore Trust's trust units was \$ _____ per unit.

Ownership of Cimarex After the Merger (page I-45)

Based on the number of outstanding shares of Magnum Hunter common stock on March 31, 2005, we anticipate that Magnum Hunter stockholders will receive approximately 39.5 million shares of Cimarex common stock in the merger (excluding 2,243,861 shares to be issued to wholly owned subsidiaries of Magnum Hunter). Based on that number and on the number of outstanding shares of Cimarex common stock as of the record date relating to the Cimarex annual meeting, following the merger, former Magnum Hunter stockholders will own 48.6% of the outstanding shares of Cimarex common stock and current Cimarex stockholders will own 51.4% of the outstanding shares of Cimarex common stock. These numbers do not give effect to shares that may be issued upon exercise of outstanding Cimarex or Magnum Hunter stock options or upon conversion of Magnum Hunter convertible senior notes.

Board of Directors After the Merger (page II-1)

After the merger and assuming that Cimarex stockholders approve the proposal to amend the Cimarex charter to increase the maximum size of its board of directors from nine to ten directors, the combined company will have ten directors. The board will consist of the nine members of Cimarex's board of directors then in office and one current member of the Magnum Hunter board of directors to be selected by Cimarex before the effective time of the merger.

Matters to Consider in Deciding How to Vote

Board of Directors' Recommendations to Stockholders (pages I-53 and I-56)

The board of directors of Cimarex, by unanimous vote of the directors present at their meeting, has determined that the merger agreement and the transactions contemplated thereby, including the merger, are fair to, and in the best interests of, Cimarex and its stockholders and recommends that the stockholders of Cimarex vote "FOR" approval of the issuance of shares of Cimarex common stock in connection with the merger. Also by unanimous vote of the directors present, the Cimarex board of directors has approved and recommended that the stockholders of Cimarex vote "FOR" approval of each proposed amendment to the Cimarex charter and "FOR" approval of the proposed amendment to the Cimarex incentive plan.

The board of directors of Magnum Hunter has unanimously determined that the merger agreement and the transactions contemplated thereby, including the merger, are fair to, and in the best interests of, Magnum Hunter and its stockholders and recommends that the stockholders of Magnum Hunter vote "FOR" approval of the merger agreement and the merger.

Reasons for the Merger (pages I-52 and I-54)

Cimarex believes that the merger will provide it with:

the opportunity to expand in its existing core areas and to add new projects, without jeopardizing its strong financial position;

a substantial footprint in the Permian Basin from which Cimarex can grow;

complementary operations in the Mid-Continent and Gulf Coast areas;

measured exposure to high potential projects in the Gulf of Mexico; and

the ability to greatly expand its balanced-risk drilling program underpinned by a strong balance sheet.

Magnum Hunter believes that the merger will provide its stockholders with:

a premium over the trading price of Magnum Hunter common stock at the time the transaction was announced; and

the opportunity to participate in a combined enterprise with a highly skilled employee group, enhanced financial strength, and growth opportunities to further build stockholder value.

Please review the more detailed description of our reasons for the merger beginning on pages I-52 and I-54.

Financial Advisors (pages I-56, I-66 and I-78)

Cimarex's Financial Advisor and Fairness Opinion. Cimarex retained Petrie Parkman & Co., referred to as Petrie Parkman, to act as its financial advisor in connection with the merger. Petrie

Parkman was not requested to, and did not, render an opinion to the Cimarex board of directors in connection with the merger.

Lehman Brothers Inc., referred to as Lehman Brothers, delivered a written opinion to the Cimarex board of directors as to the fairness, from a financial point of view, to Cimarex of the exchange ratio to be paid by Cimarex in the merger. The full text of Lehman Brothers' written opinion, dated January 25, 2005, is attached to this joint proxy statement/prospectus as *Annex B*. We encourage you to read this opinion carefully in its entirety for a description of the procedures followed, assumptions made, and qualifications and limitations of the review undertaken. **Lehman Brothers' opinion was provided to the Cimarex board of directors in connection with its consideration of the merger, and does not constitute a recommendation to any stockholder of Cimarex as to whether to vote for or against the issuance of shares of Cimarex common stock in connection with the merger.**

Magnum Hunter's Financial Advisors and Fairness Opinions. Magnum Hunter retained Deutsche Bank Securities Inc., referred to as Deutsche Bank, and Merrill Lynch, Pierce, Fenner & Smith Incorporated, referred to as Merrill Lynch, to act as its financial advisors in connection with the merger. Each of Deutsche Bank and Merrill Lynch delivered a written opinion to the Magnum Hunter board of directors as to the fairness, from a financial point of view, of the exchange ratio provided for in the merger. The full text of Deutsche Bank's written opinion, dated January 25, 2005, is attached to this joint proxy statement/prospectus as *Annex C* and the full text of Merrill Lynch's written opinion, dated January 25, 2005, is attached to this joint proxy statement/prospectus as *Annex D*. We encourage you to read these opinions carefully in their entirety for a description of the procedures followed, assumptions made, matters considered and limitations on the review undertaken. **Each of Deutsche Bank's and Merrill Lynch's opinions was intended for the use and benefit of the board of directors of Magnum Hunter, does not address the merits of the underlying decision by Magnum Hunter to engage in the merger and does not constitute a recommendation to any stockholder as to how that stockholder should vote on the merger or any related matter.**

Interests of Certain Persons in the Merger (page I-104)

When considering the recommendation of Cimarex's board of directors with respect to the issuance of Cimarex common stock and the recommendation of Magnum Hunter's board of directors with respect to the merger agreement and the merger, Cimarex and Magnum Hunter stockholders, respectively, should be aware that certain executive officers and directors of Cimarex and Magnum Hunter may have interests in the merger that may be different from, or in addition to, the interests of Cimarex and Magnum Hunter stockholders generally. For a more detailed description of these interests, see "Interests of Certain Persons in the Merger" beginning on page I-104.

Cimarex's and Magnum Hunter's boards of directors were aware of these interests and considered them in making their recommendations.

Material United States Federal Income Tax Consequences of the Merger (page I-92)

Cimarex and Magnum Hunter intend for the merger to qualify as a reorganization within the meaning of Section 368(a) of the Code. As a result, U.S. holders (as defined in this joint proxy statement/prospectus) of Magnum Hunter common stock generally will not, and U.S. holders of Magnum Hunter Series A preferred stock generally should not, recognize gain or loss for U.S. federal income tax purposes in connection with the merger, except with respect to the amount of cash received instead of fractional shares of Cimarex common stock by U.S. holders of Magnum Hunter common stock and except with respect to any cash received by U.S. holders of Magnum Hunter Series A preferred stock that exercise appraisal rights. Magnum Hunter stockholders who are non-U.S. holders (as defined in this joint proxy statement/prospectus) may recognize gain or loss for U.S. federal income tax purposes in connection with the merger, depending on their individual circumstances. Although the

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U.S. federal income tax treatment of Magnum Hunter's potential pre-merger distribution of TEL Offshore Trust units, or possibly cash instead of TEL Offshore Trust units, is not entirely free from doubt, it is expected that the receipt of the units or cash by holders of Magnum Hunter common stock should be taxed as a dividend distribution that is separate from the merger. Holders of Cimarex common stock will not recognize any gain or loss for U.S. federal income tax purposes as a result of the merger. For a summary of the U.S. federal income tax consequences of the merger that are expected to be material to Magnum Hunter stockholders, see "Material United States Federal Income Tax Consequences of the Merger" beginning on page I-92.

Tax matters are very complicated, and the tax consequences of the merger to you will depend on the facts of your particular situation. You are encouraged to consult your own tax advisor for a full understanding of the tax consequences of the merger to you.

Dissenters' Rights of Appraisal (page I-88)

Holders of Cimarex common stock and Magnum Hunter common stock are not entitled to dissenters' rights of appraisal in connection with the merger.

Holders of Magnum Hunter Series A preferred stock are entitled to dissenters' rights of appraisal in connection with the merger.

Accounting Treatment of the Merger (page I-88)

Cimarex will account for the merger under the purchase method of accounting for business combinations under accounting principles generally accepted in the United States of America.

Regulatory Approvals (page I-90)

The merger is subject to antitrust laws. On February 16, 2005, each of Cimarex and Magnum Hunter made its initial filings under applicable antitrust laws with the United States Department of Justice and the United States Federal Trade Commission. The waiting period prescribed by these antitrust laws expired on March 17, 2005. However, the reviewing agencies or governments, states or private persons, may challenge the merger at any time before or after its completion.

Legal Proceedings Related to the Merger (page I-90)

On March 17, 2005, a class action complaint was served on Magnum Hunter and each member of Magnum Hunter's board of directors. The complaint seeks to enjoin the merger and obtain appropriate compensatory damages for Magnum Hunter's stockholders. Magnum Hunter and the other named defendants believe that the allegations are without merit and intend to vigorously defend the action.

Market Price Information (page I-27)

Cimarex's and Magnum Hunter's common stock are each listed on the NYSE. On January 25, 2005, the last full trading day on the NYSE before the public announcement of the proposed merger, Cimarex common stock closed at \$40.18 per share and Magnum Hunter common stock closed at \$13.24 per share. Based on the exchange ratio of 0.415 of a share of Cimarex common stock for each share of Magnum Hunter common stock, the pro forma equivalent per share value of the Magnum Hunter common stock on January 25, 2005 was approximately \$16.67.

On _____, 2005, the most recent trading day practicable before the printing of this joint proxy statement/prospectus, Cimarex common stock closed at \$ _____ per share and Magnum Hunter common stock closed at \$ _____ per share. Based on the foregoing assumptions, the pro forma equivalent per share value of the Magnum Hunter common stock on _____, 2005 was approximately \$ _____ per share.

Material Differences in the Rights of Stockholders (page I-158)

The rights of Magnum Hunter stockholders are governed by Nevada law and by Magnum Hunter's amended articles of incorporation and amended and restated bylaws. Upon completion of the merger, Magnum Hunter stockholders' rights as stockholders of Cimarex will be governed by Delaware law and by Cimarex's amended and restated certificate of incorporation and bylaws. Nevada law and Magnum Hunter's articles of incorporation and bylaws differ from Delaware law and Cimarex's certificate of incorporation and bylaws in some material respects. For more information on these differences, see "Comparison of Stockholder Rights" beginning on page I-158.

Risk Factors (page I-29)

In addition to the other information contained in or incorporated by reference into this joint proxy statement/prospectus, you should carefully consider the factors discussed in the section entitled "Risk Factors," beginning on page I-29 of this joint proxy statement/prospectus in deciding whether to vote in favor of the issuance of Cimarex common stock in the merger, in the case of Cimarex stockholders, or in favor of the merger agreement, in the case of Magnum Hunter stockholders.

The Merger Agreement (page I-112)

The merger agreement, as amended, is attached as *Annex A* to this joint proxy statement/prospectus. We encourage you to read the merger agreement carefully and fully as it is the legal document that governs the merger.

Conditions to the Closing of the Merger (page I-113)

Cimarex's and Magnum Hunter's respective obligations to complete the merger are subject to the satisfaction or, to the extent legally permissible, the waiver of the following conditions:

the approval of the merger agreement and the merger by Magnum Hunter's stockholders and the approval of the issuance of Cimarex common stock in the merger by Cimarex's stockholders;

the expiration or termination of the applicable waiting periods under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and receipt of all other applicable material governmental and regulatory approvals;

the effectiveness with the SEC of the registration statement of which this joint proxy statement/prospectus is a part;

the absence of any law, order or injunction prohibiting completion of the merger;

the approval for listing on the NYSE of the Cimarex common stock to be issued in the merger and upon exercise of any outstanding options to be assumed by Cimarex, subject to official notice of issuance;

material accuracy, as of the closing, of the representations and warranties made by the parties and material compliance by the parties with their respective covenants and agreements under the merger agreement; and

the absence of any change that would be reasonably likely to have a material adverse effect on either Cimarex or Magnum Hunter.

In addition, Cimarex's obligation to complete the merger is subject to the satisfaction or, to the extent legally permissible, the waiver of the following conditions:

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the receipt by Cimarex of an opinion of its tax counsel to the effect that, among other things, the merger will qualify as a reorganization within the meaning of Section 368(a) of the Code;

the absence of any event which would trigger a distribution under Magnum Hunter's stockholder rights plan; and

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the receipt by Magnum Hunter of all material consents and approvals (other than those of governmental and regulatory authorities) required in connection with the execution of the merger agreement and completion of the merger.

In addition, Magnum Hunter's obligation to complete the merger is subject to the satisfaction or, to the extent legally permissible, the waiver of the following conditions:

the receipt by Magnum Hunter of an opinion of its tax counsel to the effect that, among other things, the merger will qualify as a reorganization within the meaning of Section 368(a) of the Code;

the absence of any event which would trigger a distribution under Cimarex's stockholder rights plan;

the delivery by Cimarex to its transfer agent of instructions authorizing the issuance of Cimarex common stock to Magnum Hunter stockholders upon surrender of certificates representing shares of Magnum Hunter common stock; and

the receipt by Cimarex of all material consents and approvals (other than those of governmental and regulatory authorities) required in connection with the execution of the merger agreement and completion of the merger.

No Solicitation of Takeover Proposals (page I-115)

The merger agreement contains detailed provisions prohibiting Magnum Hunter from seeking an alternative transaction. These "no solicitation" provisions prohibit Magnum Hunter, its officers, directors, employees and representatives from taking any action to solicit a takeover proposal. These provisions also prohibit these persons from recommending, participating in discussions regarding, or furnishing information with respect to any takeover proposal, although this is subject to some exceptions, including some exceptions that permit the directors of Magnum Hunter to comply with their fiduciary duties, after following specified procedures. In specified circumstances, the merger agreement permits Magnum Hunter's board of directors to terminate the merger agreement and accept a takeover proposal it determines to be superior to the merger, referred to as a superior proposal.

Termination of Merger Agreement (page I-117)

The merger agreement may be terminated at any time before the closing of the merger in any of the following ways:

The merger agreement may be terminated by mutual written consent of Cimarex and Magnum Hunter.

Either Cimarex or Magnum Hunter may terminate the merger agreement if:

the merger is not completed by July 25, 2005 (or October 1, 2005 if the SEC has not declared the registration statement, of which this joint proxy statement/prospectus is a part, effective by June 1, 2005), except that a party may not terminate the merger agreement if the cause of the merger not being completed is that party's breach of a representation or warranty or failure to fulfill its obligations under the merger agreement;

a governmental authority or a court issues an injunction or order permanently enjoining or prohibiting the completion of the merger, except that a party may not terminate the merger agreement until that party has used all reasonable efforts to remove the injunction or order; or

either Cimarex's stockholders fail to approve the issuance of Cimarex common stock or Magnum Hunter's stockholders fail to approve the merger agreement and the merger.

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In addition, Cimarex may terminate the merger agreement if:

Magnum Hunter has breached in any material respect any of its representations or warranties, or has failed to perform in any material respect any of its covenants or agreements under the merger agreement, if Cimarex gives notice of the breach and Magnum Hunter fails to cure the breach within 10 days following the notice, but no later than July 25, 2005 (or October 1, 2005 if the SEC has not declared the registration statement, of which this joint proxy statement/prospectus is a part, effective by June 1, 2005); or

Magnum Hunter's board of directors either withdraws or changes its recommendation in a manner adverse to Cimarex, recommends an alternative transaction or willfully and materially breaches its non-solicitation obligations described under " No Solicitation of Takeover Proposals" above.

In addition, Magnum Hunter may terminate the merger agreement if:

Cimarex has breached in any material respect any of its representations or warranties, or has failed to perform in any material respect any of its covenants or agreements under the merger agreement, if Magnum Hunter gives notice of the breach and Cimarex fails to cure the breach within 10 days following the notice, but no later than July 25, 2005 (or October 1, 2005 if the SEC has not declared the registration statement of which this joint proxy statement/prospectus is a part effective by June 1, 2005); or

Magnum Hunter's board of directors authorizes Magnum Hunter to enter into a binding written agreement concerning a transaction that Magnum Hunter's board of directors has determined in accordance with the merger agreement is a superior proposal, except that Magnum Hunter cannot terminate the merger agreement for this reason unless:

Magnum Hunter has not materially breached its non-solicitation obligations described under " No Solicitation of Takeover Proposals" above;

Magnum Hunter provides Cimarex with written notice that it intends to enter into such an agreement, attaching the most current version of the agreement or a description of its material terms; and

Magnum Hunter pays Cimarex the fee described under " Termination Fee" below before the termination.

Termination Fee (page I-119)

Magnum Hunter must pay Cimarex a termination fee of \$45 million if:

the merger agreement is terminated because of:

Magnum Hunter's board of directors either withdrawing or changing its recommendation in a manner adverse to Cimarex, recommending an alternative transaction or willfully and materially breaching its non-solicitation obligations described under " No Solicitation of Takeover Proposals" above; or

Magnum Hunter's board of directors authorizing Magnum Hunter to enter into a binding written agreement concerning a transaction that Magnum Hunter's board of directors has determined in accordance with the merger agreement is a superior proposal, subject to the limitations described above; or

an alternative takeover proposal in respect of Magnum Hunter is publicly announced or is proposed or offered or made to Magnum Hunter or to the Magnum Hunter stockholders before the approval of the merger agreement by the Magnum Hunter stockholders, the merger agreement is terminated by Cimarex or Magnum Hunter because the Magnum Hunter stockholders do not approve the merger agreement, and within 12 months following the

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termination, Magnum Hunter consummates or enters into an agreement or commitment with the proponent, or an affiliate of the proponent, of the alternative takeover proposal.

Magnum Hunter must pay the termination fee no later than one business day following termination of the merger agreement or, in the case of termination in connection with an alternative transaction, on the date of consummation of or entry into the agreement for that transaction.

Expenses (page I-119)

Each of Cimarex and Magnum Hunter will bear all expenses it incurs in connection with the merger, except that Cimarex has agreed to pay the fee for filing the registration statement of which this joint proxy statement/prospectus is a part with the SEC, along with the expenses of printing this joint proxy statement/prospectus and complying with any other applicable securities laws in connection with the registration statement and this joint proxy statement/prospectus.

Cimarex will pay all costs and expenses related to mailing this joint proxy statement/prospectus to Cimarex stockholders and soliciting the votes of Cimarex stockholders. Magnum Hunter will pay all costs and expenses related to mailing this joint proxy statement/prospectus to Magnum Hunter stockholders and soliciting the votes of Magnum Hunter stockholders.

Voting Agreement (page I-133)

On the date the merger agreement was executed, Gary C. Evans, Magnum Hunter's former President and Chief Executive Officer, and Jacquelyn Evelyn Enterprises, Inc., a related stockholder, entered into a voting agreement with Cimarex. As of March 31, 2005, these stockholders beneficially owned and were entitled to vote, in the aggregate, 3,943,794 shares of Magnum Hunter common stock, which represented approximately 4.1% of the shares of Magnum Hunter common stock outstanding on that date. Under the voting agreement, these stockholders agreed, among other things, to vote all of their shares of Magnum Hunter common stock in favor of the merger agreement, against any action or agreement that they would reasonably expect to result in a material breach of any covenant, representation, warranty or other obligation of Magnum Hunter under the merger agreement and against any other takeover proposal. The voting agreement is attached as *Annex E* to this joint proxy statement/prospectus.

The Meetings and Voting (pages III-1 and III-4)

Date and Time of the Meetings (pages III-1 and III-4)

The annual meeting of Cimarex stockholders will be held at _____, at _____ p.m., local time, on _____, 2005. At the annual meeting, Cimarex stockholders will be asked to approve:

the issuance of shares of Cimarex common stock in connection with the merger;

a proposal to amend the Cimarex charter to increase the number of authorized shares of common stock from 100 million shares to 200 million shares;

a proposal to amend the Cimarex charter to increase the maximum size of the board of directors from nine to ten directors;

a proposal to amend the Cimarex incentive plan to increase the number of shares authorized for issuance under the plan from seven million shares to 12.7 million shares;

a proposal to elect three directors to serve until the 2008 annual meeting; and

a proposal to ratify the audit committee's appointment of KPMG LLP as Cimarex's independent auditors for the year ending December 31, 2005.

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The special meeting of Magnum Hunter stockholders will be held at _____, at _____ a.m., local time, on _____, 2005. At the special meeting, Magnum Hunter stockholders will be asked to approve the merger agreement and the merger.

Record Date; Voting Power (pages III-2 and III-5)

Cimarex stockholders are entitled to vote at the Cimarex annual meeting if they owned shares as of the close of business on April 29, 2005, referred to as the Cimarex record date. On the Cimarex record date, there were approximately 41,786,219 shares of Cimarex common stock entitled to vote at the annual meeting. Stockholders will have one vote at the annual meeting for each share of Cimarex common stock they owned on the Cimarex record date.

Magnum Hunter stockholders are entitled to vote at the Magnum Hunter special meeting if they owned shares as of the close of business on April 15, 2005, referred to as the Magnum Hunter record date. On the Magnum Hunter record date, there were approximately 95,187,747 shares of Magnum Hunter common stock entitled to vote at the special meeting. Stockholders will have one vote at the special meeting for each share of Magnum Hunter common stock they owned on the Magnum Hunter record date.

Vote Required (pages III-2 and III-6)

At the Cimarex annual meeting, assuming a quorum is present:

the affirmative vote of a majority of the votes cast in person or by proxy and entitled to vote at the Cimarex annual meeting is required to approve the issuance of shares of Cimarex common stock in connection with the merger, the proposed amendment to the Cimarex incentive plan and the ratification of KPMG LLP as Cimarex's independent auditors for 2005;

the affirmative vote of a majority of the issued and outstanding shares of Cimarex common stock as of the record date for the Cimarex annual meeting is required to approve each of the proposed amendments to the Cimarex charter; and

directors will be elected by a plurality of the votes cast.

As of the April 29, 2005 record date, shares representing approximately 3.3% of the total outstanding shares of Cimarex common stock were held by Cimarex's directors, executive officers and their respective affiliates.

At the Magnum Hunter special meeting, assuming a quorum is present, the affirmative vote of the holders of a majority of the shares of Magnum Hunter common stock issued and outstanding and entitled to vote at the Magnum Hunter special meeting is required to approve the merger agreement and the merger. As of the April 15, 2005 record date, shares representing approximately 6.3% of the total outstanding shares of Magnum Hunter common stock were held by Magnum Hunter's directors, executive officers and their respective affiliates.

As further discussed below under "The Merger Agreement Voting Agreement," on the date the merger agreement was executed, Cimarex entered into an agreement with Gary C. Evans, Magnum Hunter's former President and Chief Executive Officer, and Jacquelyn Evelyn Enterprises, Inc., a related stockholder, who as of March 31, 2005 collectively held an aggregate of approximately 4.1% of the issued and outstanding shares of Magnum Hunter common stock. Under this agreement, each stockholder party has agreed, among other things, to vote his or its shares in favor of approval of the merger agreement.

Quorum, Abstentions and Broker Non-Votes (pages III-2 and III-6)

A quorum must be present to conduct business at each of the meetings. This means that at the Cimarex meeting, greater than 50% of the outstanding shares of common stock as of Cimarex's record date must be represented in person or by proxy. At the Magnum Hunter meeting, greater than

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one-third of the outstanding shares of common stock as of Magnum Hunter's record date must be represented in person or by proxy.

Abstentions and broker non-votes are counted as present for establishing a quorum at both meetings. Abstentions and broker non-votes are not counted in tabulating votes on the Cimarex and Magnum Hunter proposals but have the effect of a vote against the proposals to approve the merger agreement and amend the Cimarex charter. Abstentions and broker non-votes have no effect on the votes with respect to the issuance of Cimarex common stock in the merger, the proposed amendment to the Cimarex incentive plan, the election of Cimarex directors or the ratification of KPMG LLP as Cimarex's independent auditors for 2005.

An abstention occurs when a stockholder abstains from voting (either in person or by proxy) on one or more of the proposals. Broker non-votes occur when a bank, broker or other nominee returns a proxy but does not have authority to vote on a particular proposal.

Selected Historical Financial Data of Cimarex

The following table shows selected financial data for the years ended December 31, 2004, 2003 and 2002, together with similar information for each of the two preceding fiscal years ended September 30, and the three months ended December 31, 2001.

On September 30, 2002, Cimarex acquired 100 percent of the common stock of Key Production Company in a tax-free exchange of stock accounted for as a purchase business combination. Also on September 30, 2002, Cimarex changed its fiscal year from September 30 to December 31. Results of Key are included in the operating results only for the period subsequent to the acquisition on September 30, 2002. This information should be read in connection with and is qualified in its entirety by Cimarex's consolidated financial statements, the accompanying notes and management's discussion and analysis of financial condition and results of operations contained in Cimarex's reports on file with the SEC and incorporated by reference in this joint proxy statement/prospectus. See "Chapter III The Stockholder Meetings, Voting and Other Information Where You Can Find More Information" on page III-9.

| | As of and For the Years Ended | | | | | Three Months Ended December 31, 2001 |
|-----------------------------------|---|------------|------------|---------------|------------|--|
| | December 31, | | | September 30, | | |
| | 2004 | 2003 | 2002 | 2001 | 2000 | |
| | (In thousands, except per share and proved reserve amounts) | | | | | |
| Operating results: | | | | | | |
| Revenues | \$ 674,929 | \$ 454,212 | \$ 209,644 | \$ 316,778 | \$ 237,021 | \$ 39,596 |
| Net income | 153,592 | 94,633 | 39,819 | 35,253 | 57,386 | 4,479 |
| Net income per share: | | | | | | |
| Basic | 3.70 | 2.28 | 1.32 | 1.33 | 2.16 | 0.17 |
| Diluted | 3.59 | 2.22 | 1.31 | 1.33 | 2.16 | 0.17 |
| Cash dividends declared per share | | | | | | |
| Balance sheet data: | | | | | | |
| Total assets | 1,105,446 | 805,508 | 674,286 | 246,212 | 286,090 | 251,966 |
| Total debt | | | 32,000 | | | |
| Stockholders' equity | 700,712 | 534,740 | 444,880 | 166,795 | 192,972 | 175,082 |
| Other financial data: | | | | | | |
| Oil and gas sales | 472,389 | 324,119 | 157,299 | 222,136 | 158,502 | 26,857 |
| Oil and gas capital expenditures | 297,091 | 162,627 | 368,503 | 104,975 | 73,821 | 14,425 |
| Proved Reserves: | | | | | | |
| Gas (MMcf) | 364,641 | 337,344 | 318,627 | 216,337 | 262,498 | 212,326 |
| Oil (MBbls) | 14,063 | 14,137 | 15,025 | 5,932 | 6,305 | 5,304 |
| Total equivalent (MMcfe) | 449,020 | 422,167 | 408,779 | 251,927 | 300,329 | 244,150 |

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Selected Historical Financial Data of Magnum Hunter

Set forth below is selected consolidated financial data of Magnum Hunter as of and for each of the years in the five-year period ended December 31, 2004. The annual information is derived from audited financial statements of Magnum Hunter for the years 2000 through 2004. This information should be read together with Magnum Hunter's consolidated financial statements, the accompanying notes and management's discussion and analysis of financial condition and results of operations included in this joint proxy statement/prospectus. See "Chapter IV Magnum Hunter Business and Financial Information" beginning on page IV-1.

| | As of and For the Years Ended December 31, | | | | |
|---|--|------------|------------|------------|------------|
| | 2004 | 2003 | 2002 | 2001 | 2000 |
| (in thousands, except per share amounts) | | | | | |
| Income Statement Data: | | | | | |
| Operating revenues | \$ 493,726 | \$ 325,014 | \$ 265,869 | \$ 152,806 | \$ 127,510 |
| Operating costs and expenses(a) | (287,793) | (232,316) | (197,000) | (104,755) | (77,181) |
| Operating profit | 205,933 | 92,698 | 68,869 | 48,051 | 50,329 |
| Provision for impairment of investment(b) | | | (621) | (7,123) | |
| Costs associated with early retirement of debt(c) | (12,250) | (6,716) | (1,000) | (490) | |
| Cumulative effect on prior years of a change in accounting principle, net of tax(d) | | 399 | | | |
| Net Income (loss) | 103,573 | 26,117 | 15,522 | 13,516 | 22,260 |
| Dividends applicable to preferred shares(e) | | | | | (9,708) |
| Income (loss) applicable to common shares | \$ 103,573 | \$ 26,117 | \$ 15,522 | \$ 13,516 | \$ 12,552 |
| Income (loss) per common share before cumulative effect of a change in accounting principle | | | | | |
| Basic(e) | \$ 1.35 | \$ 0.38 | \$ 0.25 | \$ 0.39 | \$ 0.60 |
| Diluted(e) | \$ 1.31 | \$ 0.38 | \$ 0.25 | \$ 0.36 | \$ 0.51 |
| Income (loss) per common share after cumulative effect of a change in accounting principle | | | | | |
| Basic(e) | \$ 1.35 | \$ 0.39 | \$ 0.25 | \$ 0.39 | \$ 0.60 |
| Diluted(e) | \$ 1.31 | \$ 0.39 | \$ 0.25 | \$ 0.36 | \$ 0.51 |
| Other Data: | | | | | |
| Proceeds from sale of assets | \$ 22,902 | \$ 17,123 | \$ 95,988 | \$ 1,124 | \$ 43,770 |
| Capital expenditures(f) | \$ 540,010 | \$ 175,535 | \$ 141,046 | \$ 204,370 | \$ 60,830 |

- (a) Includes in 2001 a provision for loss of \$3.2 million related to the Enron bankruptcy.
- (b) Includes in 2002 and 2001 a provision for \$621 thousand and \$2.1 million, respectively, for the impairment of available-for-sale equity securities deemed by management to have suffered an other than temporary impairment. The impairment was determined using a quoted market price at December 31, 2001 of \$0.86 per share. We had previously reported losses in accumulated other comprehensive income of \$507 thousand (\$466 thousand net of income tax benefit) through December 31, 2001. Also included in 2001 was an impairment provision of \$5.0 million due to the bankruptcy of a privately held company in which Magnum Hunter owned a minority interest and had invested \$4.5 million in equity securities and \$453 thousand in secured loans.
- (c) Includes in 2004 the cost of retirement of \$105 million in principal of Magnum Hunter's 9.6% Senior Notes due March 15, 2012. Includes in 2003 the cost of retirement of \$129.5 million in principal of Magnum Hunter's 10% senior notes due June 1, 2007. Includes in 2002 the costs associated with the amendment of Magnum Hunter's credit facility in connection with the Prize merger. Includes in 2001 the cost of retirement of \$10.5 million of Magnum Hunter's 10% senior notes.
- (d) Includes in 2003 the cumulative effect on prior years of a change in accounting principle due to the adoption of SFAS No. 143 relating to asset retirement obligations. The cumulative effect was a gain of \$399 thousand, net of income tax expense of \$244 thousand.
- (e) Includes the effect in the year 2000 of the payment of a \$5.5 million fee upon redemption of \$25.0 million (liquidation value) of Magnum Hunter's 1999 Series A 8% convertible preferred stock. The fee was treated as a dividend, reducing income per common share, basic and diluted, by \$0.26 per share and \$0.17 per share, respectively, for the year 2000.

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- (f) Capital expenditures include cash expended for acquisitions plus normal additions to oil and natural gas properties and other fixed assets. It does not include the cost of property acquired through the issuance of common stock and does not include cash adjustments for liabilities assumed in the New Mexico property acquisition.

| As of December 31, | | | | | |
|------------------------------------|--------------|--------------|--------------|------------|------------|
| 2004 | 2003 | 2002 | 2001 | 2000 | |
| (in thousands) | | | | | |
| Balance Sheet Data: | | | | | |
| Property, plant and equipment, net | \$ 1,496,912 | \$ 1,095,883 | \$ 1,001,609 | \$ 419,837 | \$ 260,532 |
| Total assets | 1,702,501 | 1,265,892 | 1,169,656 | 454,385 | 315,612 |
| Total debt(a) | 645,500 | 597,500 | 570,837 | 288,583 | 191,139 |
| Total stockholders' equity | \$ 679,813 | \$ 389,676 | \$ 350,196 | \$ 117,974 | \$ 93,416 |

- (a) Consists of current notes payable and long-term debt, including current maturities of long-term debt, and excluding production payment liabilities of zero, \$12 thousand, \$114 thousand, \$203 thousand, and \$359 thousand as of December 31, 2004, 2003, 2002, 2001 and 2000, respectively. As of December 31, 2004, 2003 and 2001, none of the debt was non-recourse to Magnum Hunter. As of December 31, 2002 and 2000, \$7.0 million and \$20.6 million, respectively, of the debt was non-recourse to Magnum Hunter.

| As of and For the Years Ended December 31, | | | | | |
|--|------------|------------|-----------|------------|-------------|
| 2004 | 2003 | 2002 | 2001 | 2000 | |
| (in thousands) | | | | | |
| Cash Flow Data: | | | | | |
| Cash flow from operating activities | \$ 300,610 | \$ 162,638 | \$ 83,403 | \$ 104,074 | \$ 49,466 |
| Cash flows from investing activities | (513,939) | (159,675) | (89,420) | (203,989) | (20,008) |
| Cash flows from financing activities | \$ 214,978 | \$ 12,661 | \$ 6,331 | \$ 102,661 | \$ (31,014) |

Selected Unaudited Pro Forma Combined Financial Data

Cimarex and Magnum Hunter are providing the following selected unaudited pro forma financial information to present a summary of the results of operations and financial position of the combined company giving effect to the merger as though Cimarex's and Magnum Hunter's businesses had been combined at the dates indicated and for the periods shown.

The pro forma adjustments are based upon available information and assumptions that each company's management believes are reasonable. The selected unaudited pro forma financial information is presented for illustrative purposes only and is based on the estimates and assumptions set forth below and in the notes accompanying the unaudited pro forma condensed combined financial statements. The companies may have performed differently had they always been combined. Stockholders should not rely on this information as being indicative of the results that would have been achieved had the companies always been combined or the future results of the combined company after the merger. The selected unaudited pro forma financial information:

- (i) has been derived from and should be read in conjunction with the unaudited pro forma condensed combined financial statements and accompanying notes included in this joint proxy statement/prospectus as described under " Unaudited Pro Forma Condensed Combined Financial Statements" beginning on page I-142; and
- (ii) should be read in conjunction with the consolidated financial statements of Cimarex and Magnum Hunter incorporated by reference and included, respectively, in this joint proxy statement/prospectus. See "Chapter III The Stockholder Meetings,

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Voting and Other Information Where You Can Find More Information" on page III-9 and "Chapter IV Magnum Hunter Business and Financial Information" beginning on page IV-1.

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The unaudited pro forma condensed combined financial statements were prepared based on the following assumptions:

Cimarex issued an aggregate of approximately 36.3 million shares of Cimarex common stock (at an exchange ratio of 0.415 shares of Cimarex common stock for each share of Magnum Hunter common stock) for all the outstanding shares of common stock of Magnum Hunter (excluding 2,243,861 shares to be issued to wholly owned subsidiaries of Magnum Hunter), and assumed Magnum Hunter's debt.

The unaudited pro forma balance sheet has been prepared as if the merger occurred on December 31, 2004. The unaudited pro forma statements of operations have been prepared as if the merger occurred on January 1, 2004.

The merger was accounted for as a purchase of Magnum Hunter by Cimarex.

Any potential cost savings have not been reflected as an adjustment to the historical data. These cost savings, if any, would result from the consolidation of certain offices and the elimination of duplicate corporate and field-level staff and expenses.

During February and March 2005, approximately 6.8 million warrants were exercised at \$15 per share for proceeds of approximately \$102.3 million for the 6.8 million common shares issued. The remaining warrants that were not exercised expired on March 21, 2005. Of the proceeds received by Magnum Hunter in connection with the February and March 2005 warrant exercises, approximately \$100.0 million was used to repay outstanding borrowings under the Magnum Hunter credit facility and approximately \$2.3 million was used for capital expenditures by Magnum Hunter. The pro forma balance sheet at December 31, 2004 does not give effect to the subsequent exercise of the warrants or the repayment of outstanding indebtedness under the Magnum Hunter credit facility.

See " The Merger Agreement Treatment of Indenture Obligations and Notes" on page I-132. Any potential buyback or conversion of these notes has not been reflected as an adjustment in the unaudited pro forma condensed combined financial statements. For a 10% increase above Magnum Hunter's share price of \$12.19, approximately 363,000 Cimarex shares could potentially be issued related to Magnum Hunter's \$125 million floating rate convertible senior notes due 2023, if those notes were converted.

| | As of December 31, 2004 |
|---|---|
| | (Millions of Dollars) |
| Pro Forma Balance Sheet Data | |
| Total assets | \$ 3,857.1 |
| Long-term debt | 696.0 |
| Stockholders' equity | 2,067.7 |
| | For the Year Ended December 31, 2004 |
| | (Millions of dollars, except per share data) |
| Pro Forma Statement of Operations Data | |
| Revenues | \$ 1,171.5 |
| Net income | 203.7 |
| Net income per share: | |
| Basic | \$ 2.62 |
| Diluted | \$ 2.58 |

COMPARATIVE PER SHARE INFORMATION

The following tables set forth historical per share information of Cimarex and Magnum Hunter and unaudited pro forma combined per share information after giving effect to the merger.

The unaudited pro forma combined per share information does not purport to represent what the results of operations or financial position of Cimarex, Magnum Hunter or the combined company would actually have been had the merger occurred at the beginning of the period shown, or to project Cimarex's, Magnum Hunter's or the combined company's results of operations or financial position for any future period or date. This pro forma information is derived from, and should be read in conjunction with, the unaudited pro forma condensed combined financial statements and accompanying notes included in this joint proxy statement/prospectus as presented under "Unaudited Pro Forma Condensed Combined Financial Statements" beginning on page I-142.

The historical per share information is derived from, and should be read in conjunction with, the financial statements for each of Cimarex and Magnum Hunter, which are incorporated by reference and included, respectively, in this joint proxy statement/prospectus. See "Chapter III The Stockholder Meetings, Voting and Other Information Where You Can Find More Information" on page III-9 and "Chapter IV Magnum Hunter Business and Financial Information" beginning on page IV-1.

| | Year Ended December 31, 2004 |
|---|---|
| Cimarex Historical Per Share Data: | |
| Income from continuing operations | |
| Basic(a) | \$ 3.70 |
| Diluted(b) | \$ 3.59 |
| Cash dividends | \$ |
| Book value(c) | \$ 16.79 |
| Magnum Hunter Historical Per Share Data: | |
| Income from continuing operations | |
| Basic(a) | \$ 1.35 |
| Diluted(b) | \$ 1.31 |
| Cash dividends | \$ |
| Book value (c) | \$ 7.78 |
| Pro Forma Combined Company Per Share Data: | |
| Income from continuing operations | |
| Basic(d) | \$ 2.62 |
| Diluted(d) | \$ 2.58 |
| Cash dividends | \$ |
| Book value(e) | \$ 26.51 |
| Pro Forma Combined Magnum Hunter Equivalent Per Share Data:(f) | |
| Income from continuing operations | |
| Basic | \$ 1.09 |
| Diluted | \$ 1.07 |
| Cash dividends | \$ |
| Book value | \$ 11.00 |

(a) Based on the weighted average number of shares of common stock outstanding for Cimarex or Magnum Hunter for such period.

(b) Based on the weighted average number of shares of common stock outstanding plus the potential dilution that would occur if interests in securities (options, restricted stock units, warrants, and

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convertible debentures) were exercised and converted into common stock of Cimarex or Magnum Hunter for such period.

- (c) Computed by dividing stockholders' equity by the number of shares of common stock outstanding at the end of such period.
- (d) Based on the pro forma net income from the " Unaudited Pro Forma Condensed Combined Financial Statements" beginning on page I-142 which gives effect to the merger under the purchase method of accounting.
- (e) Computed by dividing pro forma stockholders' equity by the number of outstanding shares of Cimarex common stock at the end of such period, adjusted to include the estimated number of shares of Cimarex common stock to be issued in the merger.
- (f) Based on the assumed conversion of each share of Magnum Hunter common stock into 0.415 of a share of Cimarex common stock in the merger. The Pro Forma Combined Magnum Hunter Equivalent Per Share Data is computed by multiplying the Pro Forma Combined Company Per Share Data by the fixed exchange ratio of 0.415.

COMPARATIVE PER SHARE MARKET PRICE AND DIVIDEND INFORMATION

Cimarex's \$0.01 par value common stock trades on the NYSE under the symbol "XEC." Magnum Hunter's \$0.002 par value common stock trades on the NYSE under the symbol "MHR." The following table sets forth, for the periods indicated, the high and low sale prices per share of Cimarex and Magnum Hunter common stock on the New York Stock Exchange Composite Transactions Tape. For current price information, you should consult publicly available sources.

Cimarex Common Stock

| | High | Low |
|----------------|----------|----------|
| 2005 | | |
| First Quarter | \$ 42.57 | \$ 34.46 |
| 2004 | | |
| First Quarter | \$ 29.75 | \$ 24.05 |
| Second Quarter | \$ 30.25 | \$ 26.24 |
| Third Quarter | \$ 35.25 | \$ 29.20 |
| Fourth Quarter | \$ 41.45 | \$ 33.60 |
| 2003 | | |
| First Quarter | \$ 20.42 | \$ 17.07 |
| Second Quarter | \$ 24.40 | \$ 18.80 |
| Third Quarter | \$ 23.70 | \$ 19.24 |
| Fourth Quarter | \$ 28.14 | \$ 19.50 |

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Magnum Hunter Common Stock

| | <u>High</u> | <u>Low</u> |
|----------------|-------------|------------|
| 2005 | | |
| First Quarter | \$ 17.55 | \$ 11.55 |
| 2004 | | |
| First Quarter | \$ 10.26 | \$ 8.12 |
| Second Quarter | \$ 11.40 | \$ 9.65 |
| Third Quarter | \$ 11.58 | \$ 9.80 |
| Fourth Quarter | \$ 13.82 | \$ 11.36 |
| 2003 | | |
| First Quarter | \$ 6.20 | \$ 5.25 |
| Second Quarter | \$ 8.39 | \$ 5.32 |
| Third Quarter | \$ 8.25 | \$ 6.85 |
| Fourth Quarter | \$ 9.90 | \$ 7.98 |

Neither Cimarex nor Magnum Hunter has ever paid any cash dividends to its common stockholders. Magnum Hunter's credit facilities place substantial limitations on its ability to pay cash dividends on its common stock.

At this time, Cimarex does not intend to pay a common stock dividend to stockholders following the merger instead, it intends to retain earnings for its exploration and development activities.

The following table sets forth the high and low sales prices per share of Cimarex and Magnum Hunter common stock on November 22, 2004, the last full trading day before Cimarex and Magnum Hunter entered into an amended confidentiality agreement; January 25, 2005, the last full trading day before the public announcement of the merger; and _____, 2005, the most recent full trading day practicable before the date of this joint proxy statement/prospectus.

| Cimarex Common Stock | | | Magnum Hunter Common Stock | | |
|-----------------------------|-------------|------------|-----------------------------------|-------------|------------|
| | <u>High</u> | <u>Low</u> | | <u>High</u> | <u>Low</u> |
| November 22, 2004 | \$ 38.70 | \$ 37.88 | November 22, 2004 | \$ 13.55 | \$ 13.35 |
| January 25, 2005 | \$ 40.21 | \$ 39.65 | January 25, 2005 | \$ 13.40 | \$ 13.02 |
| _____, 2005 | \$ | \$ | _____, 2005 | \$ | \$ |

Holders of Cimarex and Magnum Hunter common stock should obtain current market quotations for Cimarex and Magnum Hunter common stock. The market price of Cimarex common stock and Magnum Hunter common stock could vary at any time before the merger.

RISK FACTORS

Stockholders of Cimarex and Magnum Hunter voting in favor of the issuance of shares in connection with the merger and in favor of the merger agreement, respectively, will be choosing to combine the business of Magnum Hunter with that of Cimarex and, in the case of stockholders of Magnum Hunter, to invest in the combined company's common stock. In addition to the matters addressed in " Cautionary Statement Concerning Forward-Looking Statements" on page I-9, the information included in this joint proxy statement/prospectus and the other documents attached to or incorporated by reference in this joint proxy statement/prospectus, you should carefully consider the following risks related to the merger and the combined company's business in determining whether to vote in favor of the proposals described herein.

Risks Relating to the Merger

Because the exchange ratio is fixed, the value of Cimarex common stock issued to the Magnum Hunter stockholders will depend on the market price of Cimarex common stock when the merger is completed.

Magnum Hunter stockholders will receive a fixed number of shares of common stock of Cimarex, rather than a number of shares with a particular fixed value. The market values of Cimarex and Magnum Hunter common stock at the time of the merger may vary significantly from their prices on the date the merger agreement was executed, the date of this joint proxy statement/prospectus or the date on which Cimarex or Magnum Hunter stockholders vote on the merger. Because the exchange ratio will not be adjusted to reflect any changes in the market value of Cimarex or Magnum Hunter common stock, the market value of the Cimarex common stock issued in the merger and the Magnum Hunter common stock surrendered in the merger may be higher or lower than the values of those shares on those earlier dates. Stock price changes may result from a variety of factors that are beyond the control of Cimarex and Magnum Hunter, including changes in our businesses, operations and prospects, regulatory considerations, market assessments of the likelihood that the merger will be completed, the timing of the completion of the merger, and general and oil and gas specific market and economic conditions. Magnum Hunter is not permitted to "walk away" from the merger or resolicit the vote of its stockholders solely because of changes in the market price of either party's common stock. Although Cimarex has entered into a voting agreement with two Magnum Hunter stockholders who together owned approximately 4.1% of Magnum Hunter's common stock as of March 31, 2005, Magnum Hunter's other stockholders who are not parties to voting agreements with Cimarex could vote against the transaction.

The integration of Cimarex and Magnum Hunter following the merger will present significant challenges.

Upon consummation of the merger, the integration of the operations of Cimarex and Magnum Hunter and the consolidation of those operations in Cimarex will require the dedication of management resources, which will temporarily distract attention from the day-to-day businesses of the combined company. The difficulties of assimilation may be increased by the necessity of coordinating geographically separated organizations, integrating operations and systems and personnel with disparate business backgrounds and combining different corporate cultures. The process of combining the organizations may cause an interruption of, or a loss of momentum in, the activities of any or all of the companies' businesses, which could have an adverse effect on the revenues and operating results of the combined company, at least in the near term. The failure to successfully integrate Cimarex and Magnum Hunter, to retain key personnel and to successfully manage the challenges presented by the integration process may result in Cimarex and Magnum Hunter not achieving the anticipated potential benefits of the merger. If the combined company fails to realize the anticipated benefits of the merger, holders of its common stock may receive lower returns than they expect.

Cimarex and Magnum Hunter will incur merger-related charges.

Cimarex and Magnum Hunter estimate that, as a result of the merger, the combined company will incur severance expenses in an aggregate amount of approximately \$13 million. In addition, Cimarex and Magnum Hunter expect to incur other merger-related expenses of approximately \$18.5 million in total, consisting of investment banking, legal and accounting fees and financial printing and other related charges. These amounts are preliminary estimates and the actual amounts may be higher or lower. Moreover, the combined company is likely to incur additional expenses in future periods in connection with the integration of Cimarex's and Magnum Hunter's businesses.

Directors and executive officers of Cimarex and Magnum Hunter may have interests in the merger that are different from those of Cimarex or Magnum Hunter stockholders generally.

Certain executive officers and directors of Cimarex and Magnum Hunter may have interests in the merger that may be different from, or in addition to, the interests of Cimarex and Magnum Hunter stockholders generally. For example:

the removal of Magnum Hunter's directors as of the effective time of the merger will entitle the outside directors of Magnum Hunter to additional compensation as set forth in Magnum Hunter's Outside Director Policy;

certain executives of Magnum Hunter will have "good reason" to voluntarily terminate their employment in accordance with their employment agreements as a result of the merger, which termination will entitle those executives to lump sum termination payments, benefits continuation and other benefits;

certain directors and executive officers of Magnum Hunter will have the vesting of their stock options and payment of deferred bonuses accelerated in full;

certain directors of Cimarex will be entitled to accelerated vesting of options, an extension of time to exercise options following termination of service and accelerated vesting and payout of stock units, and would be entitled to accelerated vesting and payout under Cimarex's Directors Deferred Compensation Plan if the plan is amended following the merger, although Cimarex has obtained the agreement of each of these directors to waive these benefits other than the accelerated option vesting; and

certain officers of Cimarex will be entitled to accelerated vesting of options, accelerated vesting and payout of stock units and restricted stock and accelerated vesting and payout under Cimarex's Supplemental Savings Plan, although Cimarex has obtained the agreement of most of these officers to waive these benefits.

You should consider these interests in connection with your vote on the merger or the share issuance, as applicable, including whether these interests may have influenced these directors and executive officers to recommend or support the merger.

Failure to retain key employees could adversely affect Cimarex after the merger.

The performance of Magnum Hunter as a subsidiary of Cimarex after the merger could be adversely affected if the combined company cannot retain selected key employees of Magnum Hunter. The loss of the services of one or more of these key employees could adversely affect the combined company's future operating results because of their experience and knowledge of Magnum Hunter's business. Although Cimarex has agreed to offer to employ all employees of Magnum Hunter (other than the 17 management employees who have employment agreements and contractual severance arrangements) for at least six months following the merger, it is not yet known how many, or which, employees will accept this offer. In addition, current and prospective employees of Cimarex and

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Magnum Hunter may experience uncertainty about their future roles with the companies until after the merger is completed. This may adversely affect the ability of Cimarex and Magnum Hunter to attract and retain key personnel.

Cimarex stockholders will be diluted by the merger.

The merger will dilute the ownership position of the current stockholders of Cimarex. Based on the number of shares of Magnum Hunter common stock outstanding as of March 31, 2005, Cimarex would issue approximately 39.5 million shares of Cimarex common stock to Magnum Hunter stockholders in the merger (excluding 2,243,861 shares to be issued to wholly owned subsidiaries of Magnum Hunter). As a result, Cimarex stockholders and Magnum Hunter stockholders would hold 51.4% and 48.6%, respectively, of the combined company's common stock outstanding immediately after the completion of the merger.

If Cimarex or Magnum Hunter fails to obtain all required contractual consents and approvals, third parties may terminate or alter existing contracts.

Cimarex's obligation to complete the merger is conditioned, among other things, upon receipt of all material consents and approvals that Magnum Hunter is required to obtain in connection with the merger, except where the failure to receive the consents and approvals would not be reasonably likely to have a material adverse effect on Magnum Hunter. Some agreements between Magnum Hunter and its suppliers, customers or other business partners may require the consent or approval of these other parties in connection with the merger. Cimarex and Magnum Hunter have agreed to use reasonable best efforts to obtain any necessary consents and approvals. However, Cimarex and Magnum Hunter may not be able to obtain all the necessary consents and approvals. If any consents and approvals are not obtained and Cimarex elects to waive the closing condition relating to receipt of material consents, the absence of the consents or approvals could have a material adverse effect on the combined company's business after the merger.

If the merger is completed, the date that you will receive your merger consideration is uncertain.

The date that you will receive your merger consideration depends on the completion date of the merger, which is uncertain. While we currently expect to complete the merger during the second quarter of 2005, the closing date of the merger might be later than expected due to unforeseen events.

Cimarex and Magnum Hunter may be unable to obtain the regulatory approvals required to complete the merger or, in order to do so, the combined company may be required to comply with material restrictions or conditions.

The merger is subject to review by the United States Department of Justice and United States Federal Trade Commission under the Hart-Scott-Rodino Improvements Act of 1976, referred to as the HSR Act. Under this statute, Cimarex and Magnum Hunter are required to make pre-merger notification filings and await the expiration or early termination of statutory waiting periods before completing the merger. On February 16, 2005, each of Cimarex and Magnum Hunter made its initial HSR Act filing, and the waiting period expired on March 17, 2005.

Even though the statutory waiting periods have expired, and even after completion of the merger, governmental authorities could seek to block or challenge the merger as they deem necessary or desirable in the public interest. In addition, in some jurisdictions, a competitor, customer or other third party could initiate a private action under the antitrust laws challenging or seeking to enjoin the merger, before or after it is completed. Cimarex, Magnum Hunter or the combined company may not prevail, or may incur significant costs, in defending or settling any action under the antitrust laws.

Risks Relating to the Combined Company's Business Following the Merger

Low oil and gas prices could adversely affect the combined company's financial results and future rate of growth in proved reserves and production.

The combined company's revenues and results of operations will be highly dependent on oil and gas prices. The prices we receive for our production are based on prevailing market conditions and are influenced by many factors that are beyond our control. Historically, oil and gas prices have fluctuated widely, and petroleum prices could continue to be volatile in the future. In recent years, oil prices have responded to changes in supply and demand stemming from actions taken by the Organization of Petroleum Exporting Countries, worldwide economic conditions, growing transportation and power generation needs, and other events. Factors affecting gas prices have included declining domestic supplies; the level and price of natural gas imports into the U.S.; weather conditions; and the price and level of alternative sources of energy such as nuclear power, hydroelectric power, coal, and other petroleum products.

The combined company's proved oil and gas reserves and production volumes will decrease in quantity unless it successfully replaces the reserves it produces with new discoveries or acquisitions. For the foreseeable future, we expect to make substantial capital investments for the exploration and development of new oil and gas reserves to replace the reserves we produce and to increase our total proved reserves. Historically, Cimarex has paid for these types of capital expenditures with cash flow provided by production operations. Because low oil and gas prices would negatively affect the amount of cash flow available to fund these capital investments, they could also affect the combined company's future rate of reserve and production growth. Low prices may also reduce the amount of oil and gas that the combined company can economically produce and may cause it to curtail, delay or defer certain exploration and development projects. Moreover, the combined company's ability to borrow under its bank credit facility and to raise additional debt or equity capital to fund acquisitions would also be impacted.

Failure of the combined company's exploration and development program to find commercial quantities of new oil and gas reserves could negatively affect its financial results and future rate of growth.

In order to replace the reserves depleted by production and to maintain or grow the combined company's total proved reserves and overall production levels, we must locate and develop new oil and gas reserves or acquire producing properties from others. While it may from time to time seek to acquire proved reserves, Cimarex's main business strategy is to grow through drilling and Cimarex expects to continue this strategy following the merger. Without successful exploration and development, the combined company's reserves, production and revenues could decline rapidly, which would negatively impact its results of operations and reduce its ability to raise capital.

Exploration and development involves numerous risks, including the risk that no commercially productive oil or gas reservoirs will be discovered. Exploration and development can also be unprofitable, not only from dry wells, but from productive wells that do not produce sufficient reserves to return a profit.

We often are uncertain as to the future cost or timing of drilling, completing and producing wells. The combined company's drilling operations may be curtailed, delayed or canceled as a result of several factors, including unforeseen poor drilling conditions, title problems, unexpected pressure or irregularities in formations, equipment failures, accidents, adverse weather conditions, compliance with environmental and other governmental requirements, and the cost of, or shortages or delays in the availability of, drilling rigs and related equipment.

The combined company's proved reserve estimates may be inaccurate and future net cash flows are uncertain.

Estimates of proved oil and gas reserves and their associated future net cash flow necessarily depend on a number of variables and assumptions, including many factors beyond our control. Among others, changes in any of the following factors may cause estimates to vary considerably from actual results:

production rates, reservoir pressure, and other subsurface information;

future oil and gas prices;

assumed effects of governmental regulation;

future operating costs;

future property, severance, excise and other taxes incidental to oil and gas operations;

capital expenditures;

workover and remedial costs; and

federal and state income taxes.

Estimates of proved reserves and future net cash flow prepared by different engineers or by the same engineers at different times may vary substantially. Cimarex's proved oil and gas reserve estimates are prepared by Cimarex engineers in accordance with guidelines established by the SEC. Ryder Scott Company, L.P., independent petroleum engineers, reviewed Cimarex's reserve estimates for properties that comprised 80 percent of the discounted future net cash flows before income taxes, using a 10 percent discount rate, as of December 31, 2004. Magnum Hunter's estimated reserve evaluations and related calculations are prepared by DeGolyer and MacNaughton and Cawley, Gillespie & Associates, Inc., each independent petroleum engineering consultants.

You should not construe the net present values referred to in this joint proxy statement/prospectus as the current market value of Cimarex's, Magnum Hunter's or the combined company's estimated proved reserves. In accordance with SEC guidelines, the estimated discounted net cash flow from proved reserves is based on prices and costs as of the date of the estimate, whereas actual future prices and costs may be materially different. A number of companies in the oil and gas industry have recently written down their reserve estimates following internal reviews or review by the SEC. Write-downs of reserve estimates included in Cimarex's, Magnum Hunter's or the combined company's reserve reports, or future performance that deviates significantly from those reports, could have a material adverse effect on the combined company's stock price and its financial position and results of operations.

The marketability of the combined company's production will depend in part upon the availability, proximity and capacity of pipelines and processing facilities.

The combined company will deliver some of its gas through pipelines that it does not own. The marketability of the combined company's production will depend in part upon the availability, proximity and capacity of these pipelines as well as gathering systems and processing facilities. These facilities may not always be available to the combined company in the future. The lack of availability of these facilities for an extended period of time could negatively affect revenues.

Competition in our industry is intense and many of the combined company's competitors have greater financial and technological resources.

Cimarex and Magnum Hunter operate, and the combined company will operate, in the competitive area of oil and gas exploration and production. Many of our competitors are large, well-established

companies that have larger operating staffs and greater capital resources than the combined company. These companies may be able to pay more for exploratory prospects and productive oil and gas properties and may be able to define, evaluate, bid for and purchase a greater number of properties and prospects than the combined company's financial or human resources permit.

The combined company will be subject to complex laws and regulations that can adversely affect the cost, manner or feasibility of doing business.

Exploration, development, production and sale of oil and gas are subject to extensive federal, state and local laws and regulations, including complex environmental laws. Future laws or regulations, any adverse changes in the interpretation of existing laws and regulation, inability to obtain necessary regulatory approvals, or a failure to comply with existing legal requirements may harm the combined company's business, results of operations and financial condition. The combined company may be required to make large expenditures to comply with environmental and other governmental regulations. Failure to comply with these laws and regulations may result in the suspension or termination of operations and subject the combined company to administrative, civil and criminal penalties. Matters subject to regulation include discharge permits for drilling operations, drilling bonds, spacing of wells, unitization and pooling of properties, environmental protection, and taxation. Cimarex's, Magnum Hunter's and the combined company's operations create the risk of environmental liabilities to the government or third parties for any unlawful discharge of oil, gas or other pollutants into the air, soil or water. In the event of environmental violations, we may be charged with remedial costs. Laws and regulations protecting the environment have become more stringent in recent years, and may, in some circumstances, result in liability for environmental damage regardless of negligence or fault. In addition, pollution and similar environmental risks generally are not fully insurable. These liabilities and costs could have a material adverse effect on the combined company's financial condition and results of operations.

The combined company's limited ability to influence operations and associated costs on properties not operated by it could result in economic losses that are partially beyond our control.

Other companies will operate a portion of the combined company's net production. In 2004, other companies operated approximately 26% of Cimarex's net production and approximately 46% of Magnum Hunter's net production. The combined company's success in properties operated by others will depend upon a number of factors outside of our control, including timing and amount of capital expenditures, the operator's expertise and financial resources, approval of other participants in drilling wells, selection of technology and maintenance of safety and environmental standards. The combined company's dependence on the operator and other working interest owners for these projects could prevent the realization of the combined company's targeted returns on capital in drilling or acquisition activities.

The combined company will conduct waterflood projects and other secondary recovery operations.

Secondary recovery operations involve certain risks, especially the use of water flooding techniques. Magnum Hunter's inventory of development prospects includes waterflood projects. With respect to Magnum Hunter's properties located in the Permian Basin, Magnum Hunter has identified significant potential expenditures related to further developing existing waterfloods, which will likely be incurred by the combined company following the merger. Waterflooding involves significant capital expenditures and uncertainty as to the total amount of recoverable secondary reserves. In waterflood operations, there is generally a delay between the initiation of water injection into a formation containing hydrocarbons and any increase in production. The operating cost per unit of production of waterflood projects is generally higher during the initial phases of these projects due to the purchase of injection water and related production enhancement costs. Costs are also higher during the later stages of the

life of the project as production declines. The degree of success, if any, of any secondary recovery program depends on a large number of factors, including the amount of primary production, the porosity and permeability of the formation, the technique used, the location of injector wells and the spacing of both producing and injector wells.

The combined company will attempt to economically hedge its oil and gas production.

Periodically, Magnum Hunter has entered into derivative transactions to reduce the effects of fluctuations in crude oil and natural gas prices on its future cash flows. At February 14, 2005, Magnum Hunter had approximately 43% of its natural gas production and approximately 17% of its crude oil production hedged through December 31, 2005. In addition, at February 14, 2005, Magnum Hunter had approximately 11% of its natural gas production and approximately 8% of its crude oil production hedged for calendar year 2006. The combined company may succeed to derivative instruments with terms expiring after the closing of the merger. Derivative instruments, while intended to reduce sensitivity to changes in market prices of oil and gas, are subject to a number of risks including instances in which the combined company or the counterparties to its derivative contracts fail to perform. Additionally, the fixed price sales and derivative contracts limit the benefits the combined company will realize if actual prices rise above the contract prices. Most of Magnum Hunter's derivative contracts are in the form of collars, which limit the benefit Magnum Hunter or the combined company would otherwise receive if actual prices exceed the upper end of the collars.

The combined company's business will involve many operating risks that may result in substantial losses for which insurance may be unavailable or inadequate.

The combined company's operations will be subject to hazards and risks inherent in drilling for oil and gas, such as fires, natural disasters, explosions, formations with abnormal pressures, casing collapses, uncontrollable flows of underground gas, blowouts, surface cratering, pipeline ruptures or cement failures, and environmental hazards such as natural gas leaks, oil spills and discharges of toxic gases. Any of these risks can cause substantial losses resulting from injury or loss of life, damage to or destruction of property, natural resources and equipment, pollution and other environmental damages, regulatory investigations and penalties, suspension of operations and repair and remediation costs. In addition, the combined company's liability for environmental hazards may include conditions created by the previous owners of properties that the combined company purchases or leases.

Each of Cimarex and Magnum Hunter currently maintains, and following the merger the combined company will maintain, insurance coverage against some, but not all, potential losses. We do not believe that insurance coverage for all environmental damages that could occur is available at a reasonable cost. Losses could occur for uninsurable or uninsured risks, or in amounts in excess of existing insurance coverage. The occurrence of an event that is not fully covered by insurance could harm the combined company's financial condition and results of operations.

Exploratory drilling is an uncertain process with many risks.

Exploratory drilling involves numerous risks, including the risk that the combined company will not find any commercially productive natural gas or oil reservoirs. The cost of drilling, completing and operating wells is often uncertain, and a number of factors can delay or prevent drilling operations, including:

unexpected drilling conditions;

pressure or irregularities in formations;

equipment failures or accidents;

adverse weather conditions;

compliance with governmental requirements; and

shortages or delays in the availability of drilling rigs or in the delivery of equipment.

The combined company's future drilling activity may not be successful, and its overall drilling success rate, or its drilling success rate for activity within a particular area, may decline. Unsuccessful drilling activities could have a material effect on the combined company's results of operations and financial condition. Also, the combined company may not be able to obtain any options or lease rights in potential drilling locations that it identifies. Although we have identified numerous potential drilling locations, we cannot be sure that we will ever drill them or that we will produce natural gas or oil from them or any other potential drilling locations.

The combined company's acquisition activities may not be successful, which may hinder its replacement of reserves and adversely affect its results of operations.

Cimarex regularly evaluates opportunities and at times engages in bidding and negotiating for acquisitions, some of which are substantial, and expects to continue this activity following the merger. Under certain circumstances, the combined company may pursue acquisitions of businesses that complement or expand our current business and acquisition and development of new exploration prospects that complement or expand our prospect inventory. The combined company may not be successful in identifying or acquiring any material property interests, which could hinder it in replacing its reserves and adversely affect its financial results and rate of growth. Even if it does identify attractive opportunities, the combined company may not be able to complete the acquisition of the business or prospect on commercially acceptable terms. If it does complete an acquisition, the combined company must anticipate difficulties in integrating the acquired company's operations, systems, technology, management and other personnel. These difficulties may disrupt the combined company's ongoing operations, distract management and employees and increase expenses.

Competition for experienced, technical personnel may negatively impact the combined company's operations.

The combined company's exploratory and development drilling success will depend, in part, on its ability to attract and retain experienced professional personnel. The loss of any key executives or other key personnel could have a material adverse effect on the combined company's operations. The combined company's future profitability will depend, at least in part, on its ability to attract and retain qualified personnel, particularly individuals with a strong background in geology, geophysics, engineering and operations.

Risks Relating to the Combined Company's Indebtedness Following the Merger

The combined company's debt may limit its financial flexibility.

On a pro forma basis, the combined company had total long-term debt of approximately \$646 million as of December 31, 2004. This includes the \$195 million of 9.6% senior notes due 2012 and \$125 million of floating rate convertible senior notes due 2023 issued by Magnum Hunter, as well as borrowings under Magnum Hunter's credit facility and borrowings under Cimarex's credit facility (no amounts were outstanding under Cimarex's credit facility as of December 31, 2004). The combined company may incur additional debt from time to time in connection with the financing of operations, acquisitions, recapitalizations and refinancings. The level of the combined company's debt and the senior, as opposed to subordinated, status of the 9.6% senior notes and the convertible senior notes could have several important effects on future operations, including, among others:

a significant portion of the combined company's cash flow from operations will be applied to the payment of principal and interest on the debt and will not be available for other purposes;

credit-rating agencies have changed with respect to Magnum Hunter, and may change in the future with respect to the combined company, their ratings of that entity's debt and other obligations, which in turn impacts the costs, terms and conditions and availability of financing;

covenants contained in the combined company's existing and future debt arrangements will require the combined company to meet financial tests that may affect its flexibility in planning for and reacting to changes in its business, including possible acquisition opportunities;

the combined company's ability to obtain additional financing for capital expenditures, acquisitions, general corporate and other purposes may be limited or burdened by increased costs or more restrictive covenants;

the combined company may be at a competitive disadvantage to similar companies that have less debt;

the combined company's vulnerability to adverse economic and industry conditions may increase; and

the combined company may face limitations on its flexibility to plan for and react to changes in its business and the industries in which it operates.

The 9.6% senior notes cannot be redeemed until March 2007, and then only at a premium, and the convertible senior notes cannot be redeemed until December 2008. In addition, the convertible senior notes must be redeemed on specified dates at the option of the holders of those notes. These provisions further limit the combined company's financial flexibility because the notes cannot be refinanced before their applicable redemption dates, and any required redemption of the convertible senior notes may occur at a time that is financially disadvantageous to the combined company.

The merger will allow holders of Magnum Hunter's outstanding notes to sell those notes back to Magnum Hunter, which may require Magnum Hunter or the combined company to expend substantial amounts of cash.

A change of control, as defined under the indentures relating to Magnum Hunter's \$195 million 9.6% senior notes due 2012 and \$125 million floating rate convertible senior notes due 2023 entitles the holders to sell those notes to Magnum Hunter under the applicable indenture at a price equal to 101% and 100% of their principal amount, respectively, plus accrued interest. We call this right the put right. The merger qualifies as a change of control for purposes of these provisions. Notice of the merger must be delivered within 30 days following the closing of the merger. The put right may be exercised within 30-45 days following delivery of notice of the merger. If the holders of Magnum Hunter's notes exercise their rights under these provisions, Magnum Hunter or the combined company will be required to spend a significant amount of cash to satisfy these obligations. If all outstanding notes are sold back to Magnum Hunter, the total repurchase costs, as of December 31, 2004, would have been approximately \$327.6 million. Cash that is required to meet Magnum Hunter's obligations under these provisions will not be available to Magnum Hunter or the combined company for other purposes.

Failure to fund continued capital expenditures could adversely affect results of the combined company.

The combined company will be required to expend capital necessary to replace its reserves and to maintain or increase production levels. Cimarex and Magnum Hunter expect that the combined company will continue to make capital expenditures for the acquisition, exploration and development of oil and gas reserves. Historically, Cimarex has financed these expenditures primarily with cash flow from operations. Cimarex and Magnum Hunter believe that, after considering the amount of the combined company's debt (see " Unaudited Pro Forma Condensed Combined Financial Statements" on page I-142), the combined company will have sufficient cash flow from operations, available

drawings under its credit facilities and other debt financings to fund capital expenditures. However, if the combined company's cash flow from operations is not sufficient to satisfy its capital expenditure requirements, additional debt or equity financing or other sources of capital may not be available to meet these requirements. Should the industries in which the combined company operates experience price declines or other adverse market conditions, the combined company may not be able to generate sufficient cash flow from operations to meet its obligations and fund planned capital expenditures. If the combined company is not able to fund its capital expenditures, its interests in some of its properties may be reduced or forfeited and its future cash generation may be materially adversely affected as a result of the failure to find and develop reserves.

The indenture for Magnum Hunter's 9.6% senior notes imposes restrictions that will limit the combined company's discretion in operating its business and that could impair the combined company's ability to repay its obligations.

The indenture governing Magnum Hunter's \$195 million 9.6% senior notes due 2012 imposes various restrictive covenants on Magnum Hunter. These restrictions will continue to apply to Magnum Hunter as the surviving corporation following the merger. In particular, these covenants will limit the combined company's ability to, among other things:

incur additional debt;

make restricted payments, including paying dividends on, redeeming or repurchasing capital stock;

make investments or acquisitions;

grant liens on assets;

sell assets;

engage in transactions with affiliates; and

merge, consolidate or transfer substantially all of its assets.

These restrictive covenants may limit the discretion of the combined company's management in operating its business and could impair the combined company's ability to repay its obligations. In addition, if Magnum Hunter fails to comply with these restrictive covenants, the holders of the notes could declare all principal and interest amounts then owing on the notes to be immediately due and payable. Upon any such acceleration of payment obligations on the notes, the combined company may not have or be able to obtain sufficient cash to meet the accelerated obligations. This could have serious consequences to the combined company's financial condition and could cause it to become bankrupt or insolvent.

Risks Relating to the Combined Company's Common Stock

The market price of the shares of Cimarex common stock and the results of operations of the combined company after the merger may be affected by factors different from those affecting Cimarex or Magnum Hunter currently.

The businesses of Cimarex and Magnum Hunter differ in some respects and, accordingly, the results of operations of the combined company and the market price of the combined company's shares of common stock may be affected by factors different from those currently affecting the independent results of operations and market prices of Cimarex or Magnum Hunter separately. For a discussion of the business of Cimarex and factors to consider in connection with that business, see the documents incorporated by reference in this document and referred to under "Chapter III The Stockholder Meetings, Voting and Other Information Where You Can Find More Information" on page III-9. For

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a discussion of the business of Magnum Hunter and factors to consider in connection with that business, see "Chapter IV Magnum Hunter Business and Financial Information" beginning on page IV-1.

The market value of Cimarex's common stock could decline if large amounts of its common stock are sold following the merger.

Following the merger, stockholders of Cimarex and former stockholders of Magnum Hunter will own interests in a combined company operating an expanded business with more assets and a different mix of liabilities. Current stockholders of Cimarex and Magnum Hunter may not wish to continue to invest in the additional operations of the combined company, or for other reasons may wish to dispose of some or all of their interests in the combined company. If, following the merger, large amounts of Cimarex's common stock are sold, the price of its common stock could decline.

Cimarex has never paid cash dividends on its common stock.

Cimarex has not previously paid any cash dividends on its common stock and Cimarex does not anticipate paying cash dividends on its common stock following the merger. Cimarex intends to reinvest all available funds for the development and growth of its business. In addition, the indenture governing Magnum Hunter's 9.6% senior notes due 2012 restricts the payment of cash dividends by Magnum Hunter.

The combined company will have the ability to issue additional equity securities, which would lead to dilution of its issued and outstanding common stock.

The issuance of additional equity securities or securities convertible into equity securities would result in dilution of then-existing stockholders' equity interests in the combined company. Cimarex's board of directors has the authority to issue, without stockholder approval, 15 million shares of preferred stock in one or more series, and has the ability to fix the rights, preferences, privileges and restrictions of any such series. Any such series of preferred stock could contain dividend rights, conversion rights, voting rights, terms of redemption, redemption prices, liquidation preferences or other rights superior to the rights of holders of Cimarex's common stock. Cimarex currently has no shares of preferred stock outstanding, and Cimarex's board of directors has no present intention of issuing any preferred stock, but Cimarex's intentions may change in the future. In addition, Cimarex is authorized to issue, without stockholder approval, up to 100 million shares of common stock, of which Cimarex and Magnum Hunter expect approximately 82.3 million shares will be outstanding immediately following the closing of the merger. At its annual meeting, Cimarex will ask its stockholders to approve an increase in the number of authorized shares of common stock to 200 million. Cimarex is also authorized to issue, without stockholder approval, securities convertible into shares of common stock or preferred stock.

The combined company will have outstanding convertible notes which are convertible into Cimarex common stock.

Magnum Hunter has issued \$125 million of convertible senior notes that have a final maturity of 2023. The interest rate on the convertible senior notes is a floating interest rate based on three-month LIBOR, which as of December 31, 2004 was 2.49%. These notes will remain obligations of Magnum Hunter following the merger. The convertible notes will be convertible into a combination of cash and common stock of Cimarex upon the happening of certain events, including the merger. This means that holders of these notes will be able to convert the notes immediately following the merger. In general, upon conversion of a convertible note, the holder would receive cash equal to the principal amount of the convertible note and Cimarex common stock for the convertible note's conversion value in excess of the principal amount plus accrued interest. The number of shares of Cimarex common stock into which

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the convertible notes are convertible will depend upon the conversion value in excess of the principal amount of the convertible notes and Cimarex's common stock price at the time of the conversion. Any such conversion will be dilutive to Cimarex's then-existing stockholders.

Cimarex's certificate of incorporation, bylaws and stockholder rights plan and Delaware law include provisions that could discourage an unsolicited corporate takeover and could prevent stockholders from realizing a premium on their investment.

The amended and restated certificate of incorporation and bylaws of Cimarex provide for a classified board of directors with staggered terms, restrict the ability of stockholders to take action by written consent and prevent stockholders from calling a meeting of the stockholders. The amended and restated certificate of incorporation and the bylaws may make it difficult for stockholders to replace or remove the combined company's management. These provisions may facilitate management entrenchment and may have the effect of delaying, deferring or preventing a change in control of Cimarex, even if the change in control might be beneficial to Cimarex stockholders.

Cimarex also has adopted a stockholder rights plan which may have anti-takeover effects. The stockholder rights plan is designed to protect Cimarex's stockholders in the event of unsolicited offers to acquire Cimarex and other coercive takeover tactics that, in the opinion of Cimarex's board of directors, could impair the board's ability to represent stockholder interests. The stockholder rights plan might render an unsolicited takeover more difficult or less likely to occur, even though such a takeover might offer Cimarex's stockholders the opportunity to sell their stock at a price above the prevailing market price and may be favored by Cimarex's stockholders.

Some of these provisions are not included in Magnum Hunter's current governing documents. In addition, Section 203 of the General Corporation Law of the State of Delaware may limit the ability of an interested stockholder to engage in business combinations with the combined company. An interested stockholder is defined to include persons owning 15% or more of the outstanding voting stock without the approval of the board of directors of the combined company. Magnum Hunter is currently governed by the Nevada Revised Statutes, which contain limitations on interested stockholder business combinations which differ in some respects from those under Delaware law.

THE COMPANIES

Cimarex

General

Cimarex is an independent oil and gas exploration and production company. Cimarex's principal areas of operations are located in Oklahoma, Texas, Kansas, and Louisiana.

At December 31, 2004, proved reserves totaled 449.0 Bcfe consisting of 364.6 Bcf of gas and 14.1 million barrels of oil. Of total proved reserves, 81 percent are gas and more than 99 percent are classified as proved developed. Cimarex operates the wells that account for 60 percent of its total proved reserves and production.

Approximately 41 percent of Cimarex's proved reserves are located in Oklahoma. Properties situated in Texas and Kansas comprised 25 percent and 19 percent of total proved reserves, respectively. Cimarex has active exploration and development programs underway in each of those states as well as in Louisiana, California, New Mexico and Mississippi.

Cimarex was formed in February 2002 as a wholly owned subsidiary of Helmerich & Payne, Inc., referred to as H&P. In July 2002, H&P contributed its oil and gas exploration and production assets and the common stock of its gas marketing subsidiary to Cimarex. On September 30, 2002, H&P distributed in the form of a dividend to H&P stockholders approximately 26.6 million shares of Cimarex common stock. As a result, Cimarex was spun off and became a stand-alone company. Also on September 30, 2002, Cimarex acquired Key Production Company, Inc., referred to as Key, in a stock-for-stock transaction whereby each of Key's 14.1 million outstanding common shares was exchanged for Cimarex common stock on a one-for-one basis. Key continues to conduct exploration and development activities as a wholly owned subsidiary of Cimarex.

Cimarex is comprised primarily of an exploration and production segment, but because it markets third party gas incidental to the sale of its own production, it also reports in its footnotes segment information for natural gas marketing. For a discussion of financial information about the two segments of Cimarex, see Note 13 of Notes to Consolidated Financial Statements contained in Cimarex's most recent Annual Report on Form 10-K, which has been incorporated by reference into this joint proxy statement/prospectus.

Corporate headquarters are located at 1700 Lincoln Street, Suite 1800, Denver, Colorado 80203-4518, telephone (303) 295-3995. Principal operations offices are at 15 East 5th Street, Suite 1000, Tulsa, Oklahoma 74103, telephone (918) 585-1100. Cimarex's common stock is listed on the NYSE and trades under the symbol "XEC."

Business Approach

Cimarex's approach to the business is fundamentally driven by seeking to achieve consistent profitable growth in proved reserves and production by conducting a continually expanding drilling program. To implement this strategy, Cimarex seeks to:

Generate its own drilling inventory by maintaining a highly qualified staff of geoscientists;

Maintain a balanced portfolio of prospects that is underpinned by a predominant mixture (70-90 percent of total capital) of low-to-moderate risk drilling prospects combined with a smaller proportion of higher risk/higher potential projects;

Mitigate exploration risk by operating in multiple basins, which provides both geologic and geographic diversification to Cimarex's drilling program;

Maintain operational control of its drilling and production activities;

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Closely monitor the production performance of its existing properties and constantly evaluate the potential to increase production rates and enhance ultimate recoveries through workovers, recompletions and operational efficiencies; and

Maintain financial flexibility and an appropriate capital structure.

To supplement its growth, Cimarex also evaluates the economic and strategic attractiveness of acquisition and merger opportunities, such as the acquisition of Magnum Hunter.

Exploration and Development

Exploration and development activities are focused in western Oklahoma and the upper Gulf Coast areas of Texas and south Louisiana. Cimarex also has smaller projects underway in Kansas, the Hardeman Basin of north Texas, the Permian Basin of west Texas and southeast New Mexico, the Mississippi Salt Basin and the northern San Joaquin Valley of California.

For each of its core exploration areas, Cimarex has assembled integrated teams of landmen, geoscientists and petroleum engineers, who base their drilling decisions on detailed analysis of the potential reserves, expected costs, future net cash flow and risks associated with individual wells and programs. Through its centralized exploration management system, Cimarex measures actual results and provides continuous feedback about them to the respective exploration teams in order to help them improve and refine future investment decisions.

Cimarex participated in drilling 221 gross wells during 2004, with an overall success rate of 86 percent. On a net basis, 86 of 104 total wells drilled during 2004 were successful.

Cimarex's 2004 exploration and development expenditures totaled \$296 million and resulted in 106.4 Bcfe of proved reserve additions. Of total expenditures, 63 percent (\$188 million) was invested in projects located in the mid-continent area of the U.S., including Oklahoma, Kansas and north Texas. Approximately 27 percent, or \$79 million, was directed toward prospects located along the Gulf Coast of Texas and Louisiana.

Magnum Hunter

General

Magnum Hunter was organized in 1989 as a Nevada corporation. Magnum Hunter is an independent energy company engaged in the exploration, exploitation and development, acquisition and operation of oil and gas properties with a geographic focus in the Mid-Continent Region, Permian Basin Region, Gulf Coast Region and the Gulf of Mexico. Magnum Hunter's management has implemented a business strategy that emphasizes the acquisition of long-lived proved reserves with significant exploitation and development opportunities where Magnum Hunter generally can control the operations of the properties.

As part of this strategy, from 1996 through 2003, Magnum Hunter acquired significant properties from Burlington Resources Inc., referred to as Burlington, Spirit Energy 76, a business unit of Union Oil Company of California, referred to as Spirit 76, Vastar Resources, Inc., referred to as Vastar, Mallon Resources Corporation, referred to as Mallon, and Tom Brown, Inc., a subsidiary of EnCana Corporation, referred to as Tom Brown. On March 15, 2002, Magnum Hunter acquired Prize Energy Corp., referred to as Prize, which was merged into one of Magnum Hunter's wholly owned subsidiaries. Prize was a publicly traded independent oil and gas company engaged primarily in the acquisition, enhancement and exploitation of producing oil and gas properties. Prize owned oil and gas properties principally located in three core operating areas, which were in the Permian Basin of West Texas and Southeastern New Mexico, the onshore Gulf Coast area of Texas and Louisiana and the Mid-Continent area of Oklahoma and the Texas Panhandle. Over 80% of Prize's oil and gas property base was located

in Texas. In addition to its focus on selected exploratory drilling prospects in the Gulf of Mexico as described below, Magnum Hunter concentrates its efforts on additional producing property acquisitions strategically located within its geographic area of operations. Magnum Hunter also develops its substantial inventory of drilling and workover opportunities located onshore.

Additionally, Magnum Hunter owns and operates five gas gathering systems covering over 480 miles and a 50% or greater ownership interest in four natural gas processing plants that are located adjacent to certain company-owned and operated producing properties within the states of Texas, Oklahoma and Arkansas.

At December 31, 2004, Magnum Hunter had an interest in 6,109 wells and had estimated proved reserves of 1.01 Tcfe. Approximately 73% of these reserves were proved developed reserves with a geographic breakdown as follows:

25% attributable to the Mid-Continent Region;

59% attributable to the Permian Basin Region;

8% attributable to the Gulf Coast Region; and

8% attributable to the Gulf of Mexico.

At December 31, 2004, Magnum Hunter's proved reserves had an estimated reserve life of approximately 12.5 years and were 61% natural gas. Magnum Hunter serves as operator for approximately 78% of its properties, based on the gross number of wells in which it owns an interest.

Business Strategy

Magnum Hunter's overall strategy is to increase its reserves, production, cash flow and earnings, utilizing a properly balanced program of:

selective exploration;

the exploitation and development of acquired properties; and

strategic acquisitions of additional proved reserves.

The following are key elements of Magnum Hunter's strategy:

Exploration. Magnum Hunter participates in drilling Gulf of Mexico exploratory wells in an effort to add higher-output production to its reserve mix, especially during high commodity price periods. The continued use of 3-D seismic information as a tool in Magnum Hunter's exploratory drilling in the Gulf of Mexico will be significant. Over the last three years, Magnum Hunter has built a significant inventory of undrilled offshore lease blocks. Magnum Hunter has aligned itself with other active Gulf of Mexico industry partners who have similar philosophies and goals with respect to a "fast track" program of placing new production online. This typically involves drilling wells near existing infrastructure such as production platforms, facilities and pipelines. Magnum Hunter also maintains an active onshore exploration program primarily concentrated in West Texas and Southeastern New Mexico where it has various other operations in core areas. From time to time, Magnum Hunter participates in higher-risk new exploration projects generated by third parties in areas along the Gulf Coast of Texas and Louisiana.

Exploitation and Development of Existing Properties. Magnum Hunter seeks to maximize the value of its existing properties through development activities including in-fill drilling, waterflooding and other enhanced recovery techniques. Typically, Magnum Hunter's exploitation projects do not have significant time limitations due to the existing mineral acreage being held by current production. By operating substantially all of its properties, Magnum Hunter's management is provided maximum flexibility with respect to the timing of capital expended to develop these opportunities.

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Property Acquisitions. Although it currently has an extensive inventory of exploitation and development opportunities, Magnum Hunter has pursued, and may continue to pursue, strategic acquisitions which fit its objectives of increasing proved reserves in similar geographic regions that contain development or exploration potential combined with maintaining operating control. Magnum Hunter has pursued an acquisition strategy of acquiring long-lived assets where operating synergies may be obtained and production enhancements, either on the surface or below ground, may be achieved.

Management of Overhead and Operating Costs. Magnum Hunter emphasizes strict cost controls in all aspects of its business and seeks to operate its properties wherever possible, utilizing a minimum number of personnel. By operating the substantial majority of its properties, Magnum Hunter will generally be able to control direct operating and drilling costs as well as to manage the timing of development and exploration activities. This operating control also provides greater flexibility as to the timing requirements to fund new capital expenditures. By strictly controlling general and administrative expenses, Magnum Hunter's management strives to maximize its net operating margin.

THE MERGER

The following discussion summarizes the material terms of the merger. Stockholders should read the merger agreement, as amended, a copy of which is attached as Annex A to this joint proxy statement/prospectus and is incorporated into this joint proxy statement/prospectus by reference, carefully and in its entirety.

General

Cimarex, its wholly owned subsidiary Merger Sub, and Magnum Hunter have entered into a merger agreement under which Cimarex will acquire Magnum Hunter through the merger of Merger Sub with and into Magnum Hunter. Magnum Hunter will be the surviving corporation in the merger and, after the effective time of the merger, will continue as a wholly owned subsidiary of Cimarex.

Each holder of Magnum Hunter common stock will be entitled to receive 0.415 of a share of Cimarex common stock for each share of Magnum Hunter common stock held immediately before the effective time of the merger. This ratio is referred to in this joint proxy statement/prospectus as the exchange ratio. In the merger agreement, this ratio is called the conversion number.

At April 29, 2005, there were outstanding approximately 41,786,219 shares of Cimarex common stock. At April 15, 2005, there were outstanding approximately 95,187,747 shares of Magnum Hunter common stock, 80,000 shares of Magnum Hunter Series A preferred stock and 1,000,000 shares of Magnum Hunter 1996 Series A convertible preferred stock. Immediately before the effective time of the merger, Magnum Hunter will cause its wholly owned subsidiary to convert all shares of 1996 Series A convertible preferred stock into 1,904,762 shares of common stock. Wholly owned subsidiaries of Magnum Hunter also owned an additional 3,502,134 shares of Magnum Hunter common stock as of March 31, 2005. Cimarex and Magnum Hunter currently expect that Cimarex will issue up to approximately 39.5 million shares of Cimarex common stock to Magnum Hunter stockholders in the merger, excluding the 2,243,861 shares to be issued to wholly owned subsidiaries of Magnum Hunter. After the effective time of the merger, current stockholders of Magnum Hunter will own 48.6%, in the aggregate, of all of the issued and outstanding shares of the combined company's common stock, and current stockholders of Cimarex will own 51.4%, in the aggregate, of all issued and outstanding shares of the combined company's common stock. These numbers do not give effect to shares that may be issued upon exercise of outstanding Cimarex or Magnum Hunter stock options or upon conversion of Magnum Hunter convertible senior notes.

WE CANNOT ASSURE YOU THAT THE MARKET PRICE PER SHARE OF CIMAREX'S COMMON STOCK AFTER THE MERGER WILL BE EQUAL TO THE MARKET PRICE PER SHARE OF CIMAREX OR MAGNUM HUNTER COMMON STOCK BEFORE THE MERGER, OR THAT THE MARKETABILITY OF CIMAREX'S COMMON STOCK WILL IMPROVE OR REMAIN CONSISTENT WITH THE MARKETABILITY OF CIMAREX OR MAGNUM HUNTER COMMON STOCK BEFORE THE MERGER.

Background of the Merger

On October 7, 2004, Magnum Hunter publicly announced that it had decided to investigate its strategic alternatives. The principal factor considered in reaching that decision was the potential for enhancement of stockholder value. Magnum Hunter's board and senior management shared the view that the company's stock market valuation was not entirely reflective of its underlying net asset value or future growth potential.

In order to accomplish a full and independent review of possible strategic alternatives available, Magnum Hunter's board of directors appointed a special committee comprised entirely of independent

directors. Mr. Jerry Box, an independent director, was elected chairman of both the board and the committee.

On October 11, 2004, the committee received proposals and formal presentations from five nationally recognized investment banking firms detailing their respective credentials and capabilities in providing the special committee financial advisory services with respect to the strategic alternatives review. On October 18, 2004, Magnum Hunter announced that Deutsche Bank and Merrill Lynch had been formally engaged as exclusive financial advisors to assist and advise the committee.

On October 14, 2004, the committee retained Thompson & Knight L.L.P. as its legal counsel.

In a meeting of Magnum Hunter's full board on November 10, 2004, the company's senior management made presentations regarding the company's current operations, assets and properties. Deutsche Bank and Merrill Lynch also discussed a range of strategic alternatives that Magnum Hunter could possibly consider.

Following the presentations and discussion among Magnum Hunter's full board, the senior management team, Thompson & Knight and the financial advisors, the board of directors voted unanimously to direct the financial advisors to contact entities that had expressed or might have strategic interest in either acquiring or combining with Magnum Hunter. The board also requested that the management team prepare a data room in which interested parties would have access to Magnum Hunter's financial, operating and legal records and information. The full board also voted unanimously to enlarge the special committee to include Magnum Hunter's board as a whole.

Following the November 10, 2004 board meeting, a total of 24 entities either contacted or were contacted by the financial advisors regarding expressions of interest in varying degrees in Magnum Hunter. Of the companies contacted, five, including Cimarex as noted below, executed confidentiality agreements.

On November 15, 2004, representatives of Magnum Hunter's financial advisors contacted Mr. Paul Korus, Vice-President and Chief Financial Officer of Cimarex. The telephonic conversation included a general discussion regarding the potential merits of a transaction between Magnum Hunter and Cimarex, an update of recent business developments at Magnum Hunter and the overall process and timing of indications of interest and offers. There was no discussion of specific deal terms or valuation parameters. Shortly after that discussion, Mr. Korus advised Mr. F.H. Merelli, the chairman and CEO of Cimarex, about the process (including data room review) and potential deal structures.

On the morning of November 16, 2004, Merrill Lynch contacted Mr. Merelli to further discuss the potential merits of a business combination, clarify the process and attempt to ascertain Cimarex's willingness to execute a confidentiality agreement that would permit Cimarex to obtain information about Magnum Hunter.

Cimarex's management and board had previously discussed from time to time the potential strategic benefits of expanding Cimarex's operations in the Permian Basin through transactions with companies already operating in that area that have sizeable acreage with exploration potential. Cimarex management and its board had also previously discussed strategies for initiating operations in the Gulf of Mexico that would entail gaining access to existing production operations, un-drilled acreage blocks and a team of geoscientists experienced with offshore operations.

In light of those considerations, and in a response to a contact by Merrill Lynch on behalf of Magnum Hunter, Cimarex had executed a time-limited confidentiality agreement with Magnum Hunter dated November 3, 2003. Magnum Hunter, through Merrill Lynch, had contacted Cimarex, together with approximately 40 other companies, to determine their respective level of interest in a potential transaction with Magnum Hunter. Four companies other than Cimarex entered into a confidentiality agreement but none of these discussions resulted in a transaction.

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From November 2003 through February 2004, Mr. Merelli and certain members of Magnum Hunter's management team, including Mr. Evans, remained in occasional contact and Cimarex conducted limited due diligence regarding Magnum Hunter. The nature of these discussions was generally related to Cimarex's management practices. Cimarex's interest at that time was limited to determining whether a combination should be pursued. Cimarex did not perform any valuation analysis, bring the possibility of a combination to its board's attention, engage financial or legal advisors, discuss any economic terms of a combination with Magnum Hunter or its advisors or submit a proposal to Magnum Hunter.

On November 23, 2004, Cimarex and Magnum Hunter executed an amendment to their November 2003 confidentiality agreement that extended the term for one year.

On November 23, 2004, Mr. Korus initiated a discussion with a representative of Petrie Parkman & Co. regarding Cimarex's interest in participating in the Magnum Hunter process and inquired about Petrie Parkman's availability to assist Cimarex as financial advisor.

In a letter dated November 29, 2004, Mr. Merelli formally advised Cimarex's board of management's interest in pursuing a potential opportunity with Magnum Hunter and its recommendation that Cimarex retain Petrie Parkman as its principal financial advisor. Also on November 29, Mr. Korus contacted Holme Roberts & Owen LLP, Cimarex's regular legal counsel, regarding their availability to act as legal advisor.

On December 1, 2004, Cimarex engaged Petrie Parkman as its principal financial advisor, subject to board approval.

On December 7, 2004, Cimarex's board held a regularly scheduled meeting, at which Mr. Merelli described Cimarex's interest in Magnum Hunter. He specifically highlighted the large Permian Basin position that Magnum Hunter owned, its well-established operations in the Gulf of Mexico and operations in western Oklahoma that overlapped those of Cimarex. Mr. Korus covered the proposed project timetable and process.

Also at that meeting, Petrie Parkman provided background information about the current market environment for mergers and acquisitions, a general description and history of Magnum Hunter's financial performance and comparative financial and operational statistics of Magnum Hunter and Cimarex. The board approved the engagement of Holme Roberts & Owen as legal advisor and Petrie Parkman as financial advisor for the potential transaction.

On December 2, 2004, Magnum Hunter's management and financial advisors began hosting companies in Magnum Hunter's data room located in Irving, Texas. Each of the five entities that executed confidentiality agreements visited the data room for two days, with the final visit occurring on December 17, 2004. Cimarex conducted its initial review of data room material on Dece