

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

WHITING PETROLEUM CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-0098515
(I.R.S. Employer
Identification No.)

**1700 Lincoln Street, Suite 4700
Denver, Colorado**
(Address of Principal Executive Offices)

80203-4547
(Zip Code)

Whiting Petroleum Corporation 2020 Equity Incentive Plan
(Full title of the plan)

Lynn A. Peterson
Chief Executive Officer
1700 Broadway, Suite 2300
Denver, Colorado 80290-2300
(303) 837-1661

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

Copy to:
Benjamin F. Garmer, III
John K. Wilson
Foley & Lardner LLP
777 East Wisconsin Avenue
Milwaukee, Wisconsin 53202-5306
(414) 271-2400

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
Emerging Growth Company

If an emerging growth company, indicate by check mark whether the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.001 par value	4,035,885 shares (1)	\$20.16 (2)	\$81,363,441.60 (2)	\$10,560.97

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, this Registration Statement also covers an indeterminate number of additional shares of Whiting Petroleum Corporation common stock that may become issuable in accordance with the adjustment and anti-dilution provisions of the Whiting Petroleum Corporation 2020 Equity Incentive Plan.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act of 1933 based on the average of the high and low prices for Whiting Petroleum Corporation common stock on the New York Stock Exchange LLC on September 15, 2020.

INTRODUCTION

As previously reported, on April 1, 2020, Whiting Petroleum Corporation (the “Company” or the “Registrant”) and certain of its subsidiaries (together with the Company, “Whiting”) commenced voluntary cases (the “Chapter 11 Cases”) under chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”). Whiting’s Chapter 11 Cases are jointly administered under the caption *In re Whiting Petroleum Corporation, et al.*, Case No. 20-32021. On June 30, 2020, Whiting filed the Joint Chapter 11 Plan of Reorganization of Whiting Petroleum Corporation and its Debtor Affiliates (as amended, modified or supplemented from time to time, the “Reorganization Plan”).

- On August 14, 2020, the Bankruptcy Court entered an order confirming the Reorganization Plan.
- On September 1, 2020 (the “Effective Date”), the Reorganization Plan became effective and Whiting emerged from the Chapter 11 Cases.

Unless otherwise noted or suggested by context, all financial information and data and accompanying financial statements and corresponding notes, as of and prior to the Effective Date, as incorporated by reference herein, reflect the actual historical consolidated results of operations and financial condition of the Company for the periods presented and do not give effect to the Reorganization Plan or any of the transactions contemplated thereby. Accordingly, such financial information may not be representative of the Company’s performance or financial condition after the Effective Date. Except with respect to such historical financial information and data or as otherwise noted or suggested by context, all other information contained herein relates to the Company following the Effective Date.

This Registration Statement on Form S-8 (“Registration Statement”) is being filed by the Company for the purpose of registering 4,035,885 shares of common stock, \$0.001 par value (“Common Stock”), for issuance under the terms of the Whiting Petroleum Corporation 2020 Equity Incentive Plan. The shares of Common Stock that are being registered pursuant to this Registration Statement have been reserved and authorized for issuance from the Company’s authorized and unissued capital stock.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document or documents containing the information specified in Part I are not required to be filed with the Securities and Exchange Commission as part of this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Securities and Exchange Commission by the Company pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are hereby incorporated herein by reference:

1. The Company’s latest Annual Report on Form 10-K for the year ended [December 31, 2019](#);
2. The Company’s Quarterly Reports on Form 10-Q for the quarterly periods ended [March 31, 2020](#) and [June 30, 2020](#);
3. The Company’s Current Reports on Form 8-K filed on [March 27, 2020](#), [March 27, 2020](#), [April 1, 2020](#), [April 20, 2020](#), [April 24, 2020](#), [August 17, 2020](#), [September 1, 2020](#) and [September 11, 2020](#); and

4. The description of the Company's common stock contained in its Current Report on Form 8-K, dated [September 1, 2020](#), and any amendment or report updating that description.

Notwithstanding the foregoing, information furnished under Items 2.02 and 7.01 of any Current Report on Form 8-K, including the related exhibits under Item 9.01, is not incorporated herein by reference.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of filing of this Registration Statement and prior to such time as the Company files a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed incorporated herein by reference shall be deemed to be modified or superseded for the purpose of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is, or is deemed to be, incorporated herein by reference modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

None.

Item 6. Indemnification of Directors and Officers.

Under the provisions of Section 145 of the Delaware General Corporation Law, the Company is required to indemnify any present or former officer or director against expenses arising out of legal proceedings in which the director or officer becomes involved by reason of being a director or officer if the director or officer is successful in the defense of such proceedings. Section 145 also provides that the Company may indemnify a director or officer in connection with a proceeding in which he is not successful in defending if it is determined that he acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Company or, in the case of a criminal action, if it is determined that he had no reasonable cause to believe his conduct was unlawful. Liabilities for which a director or officer may be indemnified include amounts paid in satisfaction of settlements, judgments, fines and other expenses (including attorneys' fees incurred in connection with such proceedings). In a stockholder derivative action, no indemnification may be paid in respect of any claim, issue or matter as to which the director or officer has been adjudged to be liable to the Company (except for expenses allowed by a court).

The Company's Amended and Restated Certificate of Incorporation provides for indemnification of directors and officers of the Company to the full extent permitted by applicable law. Under the provisions of the Company's Second Amended and Restated By-laws, the Company is required to indemnify officers or directors to a greater extent than under the current provisions of Section 145 of the Delaware General Corporation Law. Except with respect to stockholder derivative actions, the By-law provisions generally state that the director or officer will be indemnified against expenses, amounts paid in settlement and judgments, fines, penalties and/or other amounts incurred with respect to any threatened, pending or completed proceeding, provided that (i) such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Company, and (ii) with respect to any criminal action or proceeding, such person had no reasonable cause to believe his or her conduct was unlawful.

The foregoing standards also apply with respect to the indemnification of expenses incurred in a stockholder derivative suit. However, a director or officer may only be indemnified for settlement amounts or judgments incurred in a derivative suit to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

In accordance with the Delaware General Corporation Law, the Company's Amended and Restated Certificate of Incorporation contains a provision to limit the personal liability of the directors of the Company for violations of their fiduciary duty. This provision eliminates each director's liability to the Company or its stockholders for monetary damages except (i) for breach of the director's duty of loyalty to the Company or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law providing for liability of directors for unlawful payment of dividends or unlawful stock purchases or redemptions or (iv) for any transaction from which a director derived an improper personal benefit. The effect of this provision is to eliminate the personal liability of directors for monetary damages for actions involving a breach of their fiduciary duty of care, including any such actions involving gross negligence.

The Company has entered into indemnification agreements with its directors and executive officers. The indemnification agreements do not increase the extent or scope of indemnification provided to the Company's directors and executive officers under the Company's Amended and Restated Certificate of Incorporation and Second Amended and Restated By-laws, but set forth indemnification and expense advancement rights and establish processes and procedures determining entitlement to obtaining indemnification and advancement of expenses.

The Company maintains insurance policies that provide coverage to its directors and officers against certain liabilities.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Index

<u>Exhibit Number</u>	<u>Exhibit Description</u>
(4.1)	<u>Whiting Petroleum Corporation 2020 Equity Incentive Plan [Incorporated by reference to Exhibit 10.4 to Whiting Petroleum Corporation's Current Report on Form 8-K filed on September 1, 2020 (File No. 001-31899)].</u>
(4.2)	<u>Amended and Restated Certificate of Incorporation of Whiting Petroleum Corporation [Incorporated by reference to Exhibit 3.1 to Whiting Petroleum Corporation's Current Report on Form 8-K filed on September 1, 2020 (File No. 001-31899)].</u>
(4.3)	<u>Second Amended and Restated By-laws of Whiting Petroleum Corporation [Incorporated by reference to Exhibit 3.2 to Whiting Petroleum Corporation's Current Report on Form 8-K filed on September 1, 2020 (File No. 001-31899)].</u>
(4.4)	<u>Credit Agreement dated as of September 1, 2020, by and among Whiting Petroleum Corporation, as parent guarantor, Whiting Oil and Gas Corporation, as borrower, JPMorgan Chase Bank, N.A., as administrative agent, and the lenders and other parties party thereto [Incorporated by reference to Exhibit 10.1 to Whiting Petroleum Corporation's Current Report on Form 8-K filed on September 1, 2020 (File No. 001-31899)].</u>
(5)	<u>Opinion of Foley & Lardner LLP (including consent of counsel).</u>
(23.1)	<u>Consent of Deloitte & Touche LLP.</u>
(23.2)	<u>Consent of Cawley, Gillespie & Associates, Inc., Independent Petroleum Engineers.</u>
(23.3)	<u>Consent of Foley & Lardner LLP (filed as part of Exhibit (5)).</u>
(24)	<u>Powers of Attorney.</u>

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement;

(2) that, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.



ATTORNEYS AT LAW

777 EAST WISCONSIN AVENUE
 MILWAUKEE, WI 53202-5306
 414.271.2400 TEL
 414.297.4900 FAX
 WWW.FOLEY.COM

September 18, 2020

Whiting Petroleum Corporation
 1700 Lincoln Street, Suite 4700
 Denver, Colorado

Ladies and Gentlemen:

We have acted as counsel for Whiting Petroleum Corporation, a Delaware corporation (the "Company"), in conjunction with the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to 4,035,885 shares of the Company's Common Stock, \$0.001 par value (the "Common Stock"), which may be issued pursuant to the Whiting Petroleum Corporation 2020 Equity Incentive Plan (the "Plan").

As such counsel, we have examined: (i) the Plan; (ii) the Registration Statement; (iii) the Amended and Restated Certificate of Incorporation and the Second Amended and Restated By-laws of the Company; (iv) resolutions of the Company's Board of Directors relating to the Plan and the issuance of securities thereunder; and (v) such other documents and records as we have deemed necessary to enable us to render this opinion.

Based upon the foregoing, we are of the opinion that:

1. The Company is a corporation validly existing under the laws of the State of Delaware.
2. The shares of Common Stock, when issued by the Company pursuant to the terms and conditions of the Plan and as contemplated by the Registration Statement, will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement. In giving our consent, we do not admit that we are "experts" within the meaning of Section 11 of the Securities Act or within the category of persons whose consent is required by Section 7 of the Securities Act.

Very truly yours,

/s/ Foley & Lardner LLP

AUSTIN
 BOSTON
 CHICAGO
 DALLAS
 DENVER

DETROIT
 HOUSTON
 JACKSONVILLE
 LOS ANGELES
 MADISON

MEXICO CITY
 MIAMI
 MILWAUKEE
 NEW YORK
 ORLANDO

SACRAMENTO
 SAN DIEGO
 SAN FRANCISCO
 SILICON VALLEY
 TALLAHASSEE

TAMPA
 WASHINGTON, D.C.
 BRUSSELS
 TOKYO

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 27, 2020 relating to the financial statements of Whiting Petroleum Corporation and the effectiveness of Whiting Petroleum Corporation's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Whiting Petroleum Corporation for the year ended December 31, 2019.

/s/ DELOITTE & TOUCHE LLP

Denver, Colorado
September 18, 2020

CAWLEY, GILLESPIE & ASSOCIATES, INC.

PETROLEUM CONSULTANTS

13640 BRIARWICK DRIVE, SUITE 100
AUSTIN, TEXAS 78729-1107
512-249-7000

306 WEST SEVENTH STREET, SUITE 302
FORT WORTH, TEXAS 76102-4987
817- 336-2461
www.cgaus.com

1000 LOUISIANA STREET, SUITE 1900
HOUSTON, TEXAS 77002-5008
713-651-9944

CONSENT OF INDEPENDENT PETROLEUM ENGINEERS

We hereby consent to the incorporation by reference into this Registration Statement on Form S-8 of information contained in our reports setting forth the estimates of Whiting Petroleum Corporation's oil and gas reserves as of December 31, 2019, 2018 and 2017, and all references to our firm and our reports included in the Annual Report on Form 10-K of Whiting Petroleum Corporation for the year ended December 31, 2019.

Sincerely,

/s/ W. Todd Brooker, P.E.

W. Todd Brooker, P.E.

President

Cawley, Gillespie & Associates, Inc.

September 18, 2020

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, That I

Kevin S. McCarthy

hereby constitute and appoint Lynn A. Peterson, James P. Henderson and Bruce R. DeBoer, and each of them individually, my true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for me and in my name, place and stead, in any and all capacities, to sign my name as a director of Whiting Petroleum Corporation (the "Company") to the Registration Statement on Form S-8, any amendments (including post-effective amendments) or supplements thereto relating to the shares of the Company's common stock to be offered and sold by the Company pursuant to the Whiting Petroleum Corporation 2020 Equity Incentive Plan, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission in connection with the registration of the above-referenced shares of common stock under the Securities Act of 1933, as amended.

I hereby ratify and confirm all that said attorneys-in-fact and agents, or each of them, have done or shall lawfully do by virtue of this Power of Attorney.

WITNESS my hand this 18th day of September, 2020.

/s/ Kevin S. McCarthy

Kevin S. McCarthy

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, That I

Janet L. Carrig

hereby constitute and appoint Lynn A. Peterson, James P. Henderson and Bruce R. DeBoer, and each of them individually, my true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for me and in my name, place and stead, in any and all capacities, to sign my name as a director of Whiting Petroleum Corporation (the "Company") to the Registration Statement on Form S-8, any amendments (including post-effective amendments) or supplements thereto relating to the shares of the Company's common stock to be offered and sold by the Company pursuant to the Whiting Petroleum Corporation 2020 Equity Incentive Plan, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission in connection with the registration of the above-referenced shares of common stock under the Securities Act of 1933, as amended.

I hereby ratify and confirm all that said attorneys-in-fact and agents, or each of them, have done or shall lawfully do by virtue of this Power of Attorney.

WITNESS my hand this 18th day of September, 2020.

/s/ Janet L. Carrig

Janet L. Carrig

KNOW ALL PERSONS BY THESE PRESENTS, That I

Susan M. Cunningham

hereby constitute and appoint Lynn A. Peterson, James P. Henderson and Bruce R. DeBoer, and each of them individually, my true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for me and in my name, place and stead, in any and all capacities, to sign my name as a director of Whiting Petroleum Corporation (the "Company") to the Registration Statement on Form S-8, any amendments (including post-effective amendments) or supplements thereto relating to the shares of the Company's common stock to be offered and sold by the Company pursuant to the Whiting Petroleum Corporation 2020 Equity Incentive Plan, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission in connection with the registration of the above-referenced shares of common stock under the Securities Act of 1933, as amended.

I hereby ratify and confirm all that said attorneys-in-fact and agents, or each of them, have done or shall lawfully do by virtue of this Power of Attorney.

WITNESS my hand this 18th day of September, 2020.

/s/ Susan M. Cunningham

Susan M. Cunningham

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, That I

Paul J. Korus

hereby constitute and appoint Lynn A. Peterson, James P. Henderson and Bruce R. DeBoer, and each of them individually, my true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for me and in my name, place and stead, in any and all capacities, to sign my name as a director of Whiting Petroleum Corporation (the "Company") to the Registration Statement on Form S-8, any amendments (including post-effective amendments) or supplements thereto relating to the shares of the Company's common stock to be offered and sold by the Company pursuant to the Whiting Petroleum Corporation 2020 Equity Incentive Plan, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission in connection with the registration of the above-referenced shares of common stock under the Securities Act of 1933, as amended.

I hereby ratify and confirm all that said attorneys-in-fact and agents, or each of them, have done or shall lawfully do by virtue of this Power of Attorney.

WITNESS my hand this 18th day of September, 2020.

/s/ Paul J. Korus

Paul J. Korus

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, That I

Daniel J. Rice IV

hereby constitute and appoint Lynn A. Peterson, James P. Henderson and Bruce R. DeBoer, and each of them individually, my true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for me and in my name, place and stead, in any and all capacities, to sign my name as a director of Whiting Petroleum Corporation (the "Company") to the Registration Statement on Form S-8, any amendments (including post-effective amendments) or supplements thereto relating to the shares of the Company's common stock to be offered and sold by the Company pursuant to the Whiting Petroleum Corporation 2020 Equity Incentive Plan, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission in connection with the registration of the above-referenced shares of common stock under the Securities Act of 1933, as amended.

I hereby ratify and confirm all that said attorneys-in-fact and agents, or each of them, have done or shall lawfully do by virtue of this Power of Attorney.

WITNESS my hand this 18th day of September, 2020.

/s/ Daniel J. Rice IV

Daniel J. Rice IV

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, That I

Anne Taylor

hereby constitute and appoint Lynn A. Peterson, James P. Henderson and Bruce R. DeBoer, and each of them individually, my true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for me and in my name, place and stead, in any and all capacities, to sign my name as a director of Whiting Petroleum Corporation (the "Company") to the Registration Statement on Form S-8, any amendments (including post-effective amendments) or supplements thereto relating to the shares of the Company's common stock to be offered and sold by the Company pursuant to the Whiting Petroleum Corporation 2020 Equity Incentive Plan, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission in connection with the registration of the above-referenced shares of common stock under the Securities Act of 1933, as amended.

I hereby ratify and confirm all that said attorneys-in-fact and agents, or each of them, have done or shall lawfully do by virtue of this Power of Attorney.

WITNESS my hand this 18th day of September, 2020.

/s/ Anne Taylor

Anne Taylor