

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): August 24, 2020

OCCIDENTAL PETROLEUM CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

1-09210
(Commission File Number)

95-4035997
(IRS Employer Identification No.)

5 Greenway Plaza, Suite 110
Houston, Texas
(Address of Principal Executive Offices)

77046
(Zip Code)

Registrant's Telephone Number, Including Area Code: (713) 215-7000

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, \$0.20 par value	OXY	New York Stock Exchange
Warrants to Purchase Common Stock, par value \$0.20	OXY WS	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (CFR 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 **Regulation FD Disclosure.**

On August 24, 2020, Occidental Petroleum Corporation (“Occidental”) issued a press release announcing that it had amended certain terms and conditions of the cash tender offers (together with the related consent solicitations in respect of certain series of Subject Notes (as defined below), the “Tender Offers”) to purchase its outstanding 4.10% Senior Notes due 2021, 2.600% Senior Notes due 2021, Floating Interest Rate Notes due August 2021, Floating Interest Rate Notes due August 2022, 2.600% Senior Notes due 2022, 2.700% Senior Notes due 2022, 3.125% Senior Notes due 2022 and 2.70% Senior Notes due 2023 (collectively, the “Subject Notes”) as set forth in the Offer to Purchase and Consent Solicitation Statement, dated as of August 12, 2020, as amended by a press release issued by Occidental on August 12, 2020 (as further amended by the press release furnished hereby, the “Offer to Purchase”).

The amendments to the Offer to Purchase (i) modify the order of priority pursuant to which certain series of Subject Notes will be purchased, (ii) extend the time by which the holders of Subject Notes maturing in 2022 and 2023 must tender such Subject Notes in order to be eligible to receive the applicable early tender premium and (iii) extend the time by which the holders of Subject Notes maturing in 2022 and 2023 may withdraw such validly tendered Subject Notes.

A copy of the press release relating to the amendments to the Offer to Purchase is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein in its entirety.

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated August 24, 2020.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OCCIDENTAL PETROLEUM CORPORATION

By: /s/ Nicole E. Clark

Name: Nicole E. Clark

Title: Vice President, Deputy General Counsel and Corporate Secretary

Date: August 24, 2020

NEWS RELEASE



Occidental Announces Amendments to Previously Announced Cash Tender Offers and Consent Solicitations for Certain of its Senior Notes

HOUSTON — August 24, 2020 — Occidental Petroleum Corporation (“Occidental”) (NYSE: OXY) today announced that it is amending its offers to purchase for cash (collectively, the “Tender Offers” and each a “Tender Offer”) its outstanding 4.10% Senior Notes due 2021 (the “4.10% 2021 Notes”), 2.600% Senior Notes due 2021 (the “2.600% 2021 Notes”), Floating Interest Rate Notes due August 2021 (the “Floating Rate August 2021 Notes” and, together with the 4.10% 2021 Notes and 2.600% 2021 Notes, the “2021 Notes”), Floating Interest Rate Notes due August 2022 (the “Floating Rate August 2022 Notes”), 2.600% Senior Notes due 2022 (the “2.600% 2022 Notes”), 2.700% Senior Notes due 2022 (the “2.700% 2022 Notes”), 3.125% Senior Notes due 2022 (the “3.125% 2022 Notes”, and, together with the Floating Rate August 2022 Notes, 2.600% 2022 Notes and 2.700% 2022 Notes, the “2022 Notes”) and 2.70% Senior Notes due 2023 (the “2.70% 2023 Notes”, and, together with the 2021 Notes and 2022 Notes, the “Notes”) and Consent Solicitations (as defined below) to (i) modify the order of priority for the Floating Rate August 2022 Notes and 3.125% 2022 Notes so they will be accepted in the manner set forth in the table below (the order of priority for the Notes as set forth in such table, the “Acceptance Priority Level”), (ii) extend the time by which holders of 2022 Notes and 2.70% 2023 Notes must validly tender and not validly revoke such Notes in order to be eligible to receive the applicable early tender premium from 5:00 p.m., New York City time, on August 25, 2020 to 5:00 p.m., New York City time, on August 28, 2020 (such early tender time as extended with respect to the 2022 Notes and 2.70% 2023 Notes, the “2022 and 2023 Notes Early Tender Time”) and (iii) extend the time by which holders of 2022 Notes and 2.70% 2023 Notes may withdraw their tendered Notes in the applicable Tender Offer from 5:00 p.m., New York City time, on August 25, 2020 to 5:00 p.m., New York City time, on August 28, 2020 (such withdrawal deadline as extended with respect to the 2022 Notes and 2.70% 2023 Notes, the “2022 and 2023 Notes Withdrawal Deadline”). The Acceptance Priority Level for Notes that are not Floating Rate August 2022 Notes or 3.125% 2022 Notes are not being amended, and the 2021 Notes Early Tender Time (as defined below) and 2021 Notes Withdrawal Deadline (as defined below) with respect to the 2021 Notes are not being amended by this press release.

The Tender Offers are being made upon the terms and conditions described in Occidental’s Offer to Purchase and Consent Solicitation Statement, dated August 12, 2020 (the “Offer to Purchase”), as amended by a press release issued by the Company on August 12, 2020, and as further amended by this press release.

Series of Notes	CUSIP Number/ISIN	Aggregate Principal Amount Outstanding (\$)	Dollars per \$1,000 Principal Amount of Notes			Total Consideration ⁽¹⁾⁽²⁾ (\$)
			Acceptance Priority Level	Tender Offer Consideration ⁽¹⁾ (\$)	Early Tender Premium (\$)	
4.10% Senior Notes due 2021	674599BY0 / US674599BY08	\$305,294,000	1	\$957.50	\$50.00	\$1,007.50
2.600% Senior Notes due 2021	674599CU7 / US674599CU76	\$1,449,371,000	2	\$955.00	\$50.00	\$1,005.00
Floating Interest Rate Notes due August 2021	674599CV5 / US674599CV59	\$500,000,000	3	\$930.00	\$50.00	\$980.00
Floating Interest Rate Notes due August 2022	674599CQ6 / US674599CQ64	\$1,500,000,000	4	\$910.00	\$50.00	\$960.00
2.600% Senior Notes due 2022	674599CK9 / US674599CK94	\$400,000,000	5	\$937.50	\$50.00	\$987.50
2.700% Senior Notes due 2022	674599CP8 / US674599CP81	\$2,000,000,000	6	\$942.50	\$50.00	\$992.50
3.125% Senior Notes due 2022	674599CC7 / US674599CC78	\$813,690,000	7	\$950.00	\$50.00	\$1,000.00
2.70% Senior Notes due 2023	674599CE3 / US674599CE35	\$1,190,720,000	8	\$917.50	\$50.00	\$967.50

(1) Does not include accrued but unpaid interest, which will also be payable as provided in the Offer to Purchase.

(2) Includes the Early Tender Premium (as defined below).

The maximum aggregate purchase price of Notes Occidental will accept for purchase, excluding accrued but unpaid interest (the “Maximum Aggregate Purchase Price”), will be \$3,000 million, subject to the Sub-Caps (as defined below), the Acceptance Priority Levels (as amended hereby) and the proration arrangements applicable to the Tender Offers. Subject to the Maximum Aggregate Purchase Price and the Acceptance Priority Levels, the maximum aggregate purchase price to be paid by Occidental for the 2022 Notes, excluding accrued but unpaid interest, will be limited to \$700 million (subject to increase by Occidental, the “2022 Notes Sub-Cap”), and the maximum aggregate purchase price to be paid by Occidental for the 2.70% 2023 Notes, excluding accrued but unpaid interest, will be limited to \$50 million (subject to increase by Occidental, the “2023 Notes Sub-Cap”, and, together with the 2022 Notes Sub-Cap, the “Sub-Caps”).

The Tender Offers will expire at 11:59 p.m., New York City time, on September 9, 2020, unless extended or terminated by Occidental (the “Expiration Date”). No tenders submitted after the Expiration Date will be valid. Subject to the terms and conditions of the Tender Offers and Consent Solicitations, the consideration for each \$1,000 principal amount of Notes validly tendered and accepted for purchase pursuant to the Tender Offers will be the applicable tender offer consideration for such series of Notes set forth in the above table (with respect to each series of Notes, the “Tender Offer Consideration”). Holders of 2021 Notes that are validly tendered at or prior to 5:00 p.m., New York City time, on August 25, 2020 (subject to extension, the “2021 Notes Early Tender Time”), and holders of 2022 Notes and 2.70% 2023 Notes that are validly tendered at or prior to the 2022 and 2023 Notes Early Tender Time, and (in each case) that are accepted for purchase pursuant to the applicable Tender Offer, will receive the applicable Tender Offer Consideration and the applicable early tender premium for such series of Notes as set forth in the table above (the “Early Tender Premium”, and, together with the applicable Tender Offer Consideration, the “Total Consideration”). Holders of 2021 Notes tendering their Notes after the 2021 Notes Early Tender Time, and holders of 2022 Notes or 2.70% 2023 Notes tendering their Notes after the 2022 and 2023 Notes Early Tender Time, will receive the applicable Tender Offer Consideration but will not be eligible to receive the Early Tender Premium. All holders of Notes validly tendered and accepted for purchase pursuant to the Tender Offers will also receive accrued and unpaid interest on such Notes from the last interest payment date with respect to those Notes to, but not including, the applicable settlement date.

2021 Notes that have been tendered may be withdrawn from the applicable Tender Offer prior to 5:00 p.m., New York City time, on August 25, 2020 (subject to extension, the “2021 Notes Withdrawal Deadline”), and 2022 Notes or 2.70% 2023 Notes that have been tendered may be withdrawn from the applicable Tender Offer prior to the 2022 and 2023 Notes Withdrawal Deadline. Holders of Notes tendered after the 2021 Notes Withdrawal Deadline or the 2022 and 2023 Notes Withdrawal Deadline, as applicable, cannot withdraw their Notes or revoke (in the case of the Consent Notes (as defined below)) their consents under a Consent Solicitation unless Occidental is required to extend withdrawal rights under applicable law. If Occidental increases the Maximum Aggregate Purchase Price or either Sub-Cap, it does not expect to extend the 2021 Notes Withdrawal Deadline or the 2022 and 2023 Notes Withdrawal Deadline, subject to applicable law.

Subject to the Maximum Aggregate Purchase Price, the Sub-Caps and proration, Occidental will purchase any 2021 Notes that have been validly tendered at or prior to the 2021 Notes Early Tender Time and accepted in the applicable Tender Offer promptly following the 2021 Notes Early Tender Time (such date, the “2021 Notes Early Settlement Date”), and Occidental will purchase any 2022 Notes and 2.70% 2023 Notes that have been validly tendered at or prior to the 2022 and 2023 Notes Early Tender Time and accepted in the applicable Tender Offer promptly following the 2022 and 2023 Notes Early Tender Time (such date, the “2022 and 2023 Notes Early Settlement Date”). The 2021 Notes Early Settlement Date is expected to occur on August 27, 2020, and the 2022 and 2023 Notes Early Settlement Date is expected to occur on September 1, 2020. Settlement for Notes validly tendered after the 2021 Notes Early Tender Time or the 2022 and 2023 Notes Early Tender Time, as applicable, but at or prior to the Expiration Date and accepted in the applicable Tender Offer, will be promptly following the Expiration Date (such date, the “Settlement Date”). The Settlement Date is expected to occur on September 11, 2020.

If the aggregate principal amount of 2021 Notes validly tendered prior to the 2021 Notes Early Tender Time and aggregate principal amount of 2022 Notes and 2.70% 2023 Notes validly tendered prior to the 2022 and 2023 Notes Early Tender Time is such that the aggregate purchase price for such Notes equals or exceeds the Maximum Aggregate Purchase Price, excluding accrued but unpaid interest, Occidental will not accept for purchase any 2021 Notes tendered after the 2021 Notes Early Tender Time or any 2022 Notes or 2.70% 2023 Notes tendered after the 2022 and 2023 Notes Early Tender Time. Notes purchased on the 2021 Notes Early Settlement Date or, subject to the Sub-Caps, the 2022 and 2023 Notes Early Settlement Date will be accepted for purchase in each case pursuant to the Acceptance Priority Levels. Acceptance for tenders of Notes of a series may be subject to proration if the aggregate principal amount of such series of Notes validly tendered would result in an aggregate purchase price that exceeds the Maximum Aggregate Purchase Price or a Sub-Cap.

As part of the Tender Offers, Occidental is also soliciting consents (the “Consent Solicitations”) from the holders of the 2.600% 2021 Notes, Floating Rate August 2021 Notes, Floating Rate August 2022 Notes, 2.600% 2022 Notes, 2.700% 2022 Notes, 3.125% 2022 Notes and 2.70% 2023 Notes (collectively, the “Consent Notes”) for certain proposed amendments described in the Offer to Purchase that would, among other things, remove certain covenants contained in the indentures governing the Consent Notes (the “Proposed Amendments”). Adoption of the Proposed Amendments with respect to each series of Consent Notes requires the requisite consent applicable to each series of Consent Notes as described in the Offer to Purchase (the “Requisite Consent”). Each holder tendering Consent Notes pursuant to the Tender Offers must also deliver a consent to the Proposed Amendments pursuant to the related Consent Solicitation and will be deemed to have delivered their consents by virtue of such tender. Holders may not deliver consents without also tendering their Consent Notes. If the Proposed Amendments become operative with respect to a series of Consent Notes, holders of that series of Consent Notes that do not tender their Consent Notes prior to the Expiration Date, or at all, will be bound by the Proposed Amendments, meaning that the remaining outstanding Consent Notes of that series will no longer have the benefit of certain existing covenants contained in the applicable Indenture. In addition, such holders will not receive either the Tender Offer Consideration or the Early Tender Premium.

The Tender Offers are not conditioned on the tender of any minimum principal amount of Notes, the consummation of any other Tender Offer or obtaining any Requisite Consent. However, Occidental’s obligation to accept for purchase and to pay for any of the Notes in the Tender Offers is subject to the satisfaction or waiver of a number of conditions, including the completion by Occidental of a registered offering (the “Concurrent Offering”) of senior unsecured debt securities that results in net proceeds of at least \$2,950 million, on terms and subject to conditions reasonably satisfactory to Occidental. The Tender Offers and Consent Solicitations are subject to, and conditioned upon, the satisfaction or waiver of certain other conditions described in the Offer to Purchase. As set forth in the Offer to Purchase, Occidental reserves the right, but is under no obligation, to further amend the conditions or terms of the Tender Offers at any time, subject to compliance with applicable law.

J.P. Morgan Securities LLC, RBC Capital Markets, LLC, MUFG Securities Americas Inc. and SMBC Nikko Securities America, Inc. are the lead Dealer Managers and lead Solicitation Agents in the Tender Offers and Consent Solicitations, and Barclays Capital Inc., BofA Securities, Inc., Citigroup Global Markets Inc., HSBC Securities (USA) Inc., SG Americas Securities, LLC and Wells Fargo Securities, LLC are the co-Dealer Managers and co-Solicitation Agents in the Tender Offers and Consent Solicitations. Global Bondholder Services Corporation has been retained to serve as the Tender Agent and Information Agent for the Tender Offers and Consent Solicitations. Persons with questions regarding the Tender Offers and Consent Solicitations should contact J.P. Morgan Securities LLC at (toll free) (866) 834-4666 or (collect) (212) 834-2045, RBC Capital Markets, LLC at (toll free) (877) 381-2099 or (collect) (212) 618-7843, MUFG Securities Americas Inc. at (toll-free) (877) 744-4532 or (collect) (212) 405-7481 or SMBC Nikko Securities America, Inc. at (toll free) (888) 868-6856 or (collect) (212) 224-5328. Requests for the Offer to Purchase should be directed to Global Bondholder Services Corporation at (banks or brokers) (212) 430-3774 or (toll free) (866) 807-2200 or by email to contact@gbsc-usa.com.

None of Occidental, the Dealer Managers and Solicitation Agents, the Tender Agent and Information Agent, the trustee under the indentures governing the Notes or any of their respective affiliates is making any recommendation as to whether holders should tender any Notes in response to the Tender Offers and Consent Solicitations. Holders must make their own decision as to whether to participate in the Tender Offers and Consent Solicitations and, if so, the principal amount of Notes as to which action is to be taken.

This press release shall not constitute an offer to sell, a solicitation to buy or an offer to purchase or sell any securities. Neither this press release nor the Offer to Purchase is an offer to sell or a solicitation of an offer to buy debt securities in the Concurrent Offering or any other securities. The Tender Offers and Consent Solicitations are being made only pursuant to the Offer to Purchase and only in such jurisdictions as is permitted under applicable law. In any jurisdiction in which the Tender Offers are required to be made by a licensed broker or dealer, the Tender Offers will be deemed to be made on behalf of Occidental by the Dealer Managers, or one or more registered brokers or dealers that are licensed under the laws of such jurisdiction.

About Occidental

Occidental is an international energy company with operations in the United States, Middle East, Africa and Latin America. We are the largest onshore oil producer in the U.S., including in the Permian Basin, and a leading offshore producer in the Gulf of Mexico. Our midstream and marketing segment provides flow assurance and maximizes the value of our oil and gas. Our chemical subsidiary, OxyChem, manufactures the building blocks for life-enhancing products. Our Oxy Low Carbon Ventures subsidiary is advancing leading-edge technologies and business solutions that economically grow our business while reducing emissions. We are committed to using our global leadership in carbon dioxide management to advance a lower-carbon world. Visit oxy.com for more information.

Cautionary Statement Concerning Forward-Looking Statements

This press release contains forward-looking statements that involve risks and uncertainties that could materially affect expected results of operations, liquidity, cash flows and business prospects. Actual results may differ from anticipated results, sometimes materially, and reported results should not be considered an indication of future performance. Factors that could cause the results to differ include, but are not limited to: the scope and duration of the COVID-19 pandemic and actions taken by governmental authorities and other third parties in response to the pandemic; our indebtedness and other payment obligations, including the need to generate sufficient cash flows to fund operations; our ability to successfully monetize select assets, repay or refinance our debt and the impact of changes in our credit ratings; assumptions about energy markets; global and local commodity and commodity-futures pricing fluctuations, such as the sharp decline in crude oil prices that occurred in the first half of 2020; supply and demand considerations for, and the prices of, our products and services; actions by the Organization of Petroleum Exporting Countries (“OPEC”) and non-OPEC oil producing countries; results from operations and competitive conditions; future impairments of our proved and unproved oil and gas properties or equity investments, or write-downs of productive assets, causing charges to earnings; unexpected changes in costs; availability of capital resources, levels of capital expenditures and contractual obligations; the regulatory approval environment, including our ability to timely obtain or maintain permits or other governmental approvals, including those necessary for drilling and/or development projects; our ability to successfully complete, or any material delay of, field developments, expansion projects, capital expenditures, efficiency projects, acquisitions or dispositions; risks associated with acquisitions, mergers and joint ventures, such as difficulties integrating businesses, uncertainty associated with financial projections, projected synergies, restructuring, increased costs and adverse tax consequences; uncertainties and liabilities associated with acquired and divested properties and businesses; uncertainties about the estimated quantities of oil, natural gas and natural gas liquids reserves; lower-than-expected production from development projects or acquisitions; our ability to realize the anticipated benefits from prior or future streamlining actions to reduce fixed costs, simplify or improve processes and improve our competitiveness; exploration, drilling and other operational risks; disruptions to, capacity constraints in, or other limitations on the pipeline systems that deliver our oil and natural gas and other processing and transportation considerations; general economic conditions, including slowdowns, domestically or internationally, and volatility in the securities, capital or credit markets; uncertainty from the expected discontinuance of LIBOR and transition to any other interest rate benchmark; governmental actions and political conditions and events; legislative or regulatory changes, including changes relating to hydraulic fracturing or other oil and natural gas operations, retroactive royalty or production tax regimes, deepwater and onshore drilling and permitting regulations, and environmental regulation (including regulations related to climate change); environmental risks and liability under international, provincial, federal, regional, state, tribal, local and foreign environmental laws and regulations (including remedial actions); potential liability resulting from pending or future litigation; disruption or interruption of production or manufacturing or facility damage due to accidents, chemical releases, labor unrest, weather, natural disasters, cyber-attacks or insurgent activity; the creditworthiness and performance of our counterparties, including financial institutions, operating partners and other parties; failure of risk management; our ability to retain and hire key personnel; reorganization or restructuring of our operations; changes in state, federal or foreign tax rates; and actions by third parties that are beyond our control.

Words such as “estimate,” “project,” “predict,” “will,” “would,” “should,” “could,” “may,” “might,” “anticipate,” “plan,” “intend,” “believe,” “expect,” “aim,” “goal,” “target,” “objective,” “likely” or similar expressions that convey the prospective nature of events or outcomes generally indicate forward-looking statements. You should not place undue reliance on these forward-looking statements, which speak only as of this press release. Unless legally required, we undertake no obligation to update, modify or withdraw any forward-looking statements, as a result of new information, future events or otherwise. Factors that could cause actual results to differ and that may affect Occidental’s results of operations and financial position appear in Part I, Item 1A “Risk Factors” of Occidental’s Annual Report on Form 10-K for the year ended December 31, 2019, and in Occidental’s other filings with the U.S. Securities and Exchange Commission.

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