



PHILLIPS 66

FORM 8-K

(Current Report Filing)

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**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: February 26, 2024
(Date of earliest event reported)

Phillips 66
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35349
(Commission
File Number)

45-3779385
(I.R.S. Employer
Identification No.)

2331 CityWest Boulevard
Houston, Texas 77042
(Address of principal executive offices and zip code)

(832) 765-3010
(Registrant's telephone number, including area code)

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	Name of each exchange on which registered
Common stock, \$0.01 par value	PSX	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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 1.01 Entry into a Material Definitive Agreement.

On February 28, 2024, Phillips 66 Company (the “Company”), a wholly-owned subsidiary of Phillips 66, entered into a \$5 billion revolving credit agreement with a syndicate of banks and other financial institutions party thereto and Mizuho Bank, Ltd., as administrative agent (the “Credit Agreement”). The Credit Agreement is guaranteed by Phillips 66 and replaces the \$5 billion Credit Agreement dated as of June 23, 2022 (the “Existing Credit Agreement”) with the Company as the borrower and Phillips 66 as guarantor. In connection with the entry into the Credit Agreement, the Existing Credit Agreement has been terminated.

The Credit Agreement has a scheduled maturity of February 28, 2029. The Credit Agreement contains customary covenants similar to the Existing Credit Agreement including a maximum consolidated net debt-to-capitalization ratio of 65% as of the last day of each fiscal quarter. The facility has customary events of default, such as nonpayment of principal when due; nonpayment of interest, fees or other amounts after grace periods; and violation of covenants. The Company may at any time prepay outstanding borrowings under the Credit Agreement, in whole or in part, without premium or penalty. At closing, the Company had no borrowings under the Credit Agreement.

The Company has the option to increase the overall capacity of the Credit Agreement by up to an additional \$1 billion for a total of \$6 billion, subject to, among other things, the consent of the existing lenders whose commitments will be increased or any additional lenders providing such additional capacity. The Company also has the option to extend the scheduled maturity of the Credit Agreement for up to two additional one-year terms, subject to, among other things, the consent of the lenders holding the majority of the commitments and of each lender extending its commitment.

Outstanding borrowings under the Credit Agreement bear interest at either: (a) Adjusted Term SOFR (as described in the Credit Agreement) in effect from time to time plus the applicable margin; or (b) the reference rate (as described in the Credit Agreement) plus the applicable margin. The pricing levels for the commitment fee and interest-rate margins are determined based on the ratings in effect for the Company’s senior unsecured long- term debt from time to time.

Certain of the banks and other financial institutions that are party to the Credit Agreement and their affiliates have provided and may, from time to time, continue to provide investment banking, financial advisory, lending and/or commercial banking services to Phillips 66, the Company and their affiliates, for which they have received, and may in the future receive, customary compensation and reimbursement of expenses.

The foregoing description of the Credit Agreement is not complete and is qualified in its entirety by reference to the Credit Agreement, a copy of which is filed herewith as Exhibit 10.1 and incorporated herein by reference.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The disclosure set forth in Item 1.01 of this Current Report is incorporated by reference into this Item 2.03.

Item 8.01 Other Events.

On February 26, 2024, Phillips 66 Company entered into a Terms Agreement (including the provisions of the Underwriting Agreement incorporated by reference in the Terms Agreement), dated February 26, 2024 (the “Terms Agreement”), among Phillips 66 Company, Phillips 66 and the several Underwriters named in Schedule A to the Terms Agreement, relating to the underwritten public offering by Phillips 66 Company of \$600,000,000 aggregate principal amount of its 5.250% Senior Notes due 2031 (the “2031 Notes”), \$400,000,000 aggregate principal amount of its 5.300% Senior Notes due 2033 (the “Additional 2033 Notes”), and \$500,000,000 aggregate principal amount of its 5.650% Senior Notes due 2054 (the “2054 Notes” and, together with the 2031 Notes and the Additional 2033 Notes, the “Notes”), in each case fully and unconditionally guaranteed by Phillips 66, to be issued pursuant to the Indenture, dated as of May 5, 2022 (the “Indenture”), among Phillips 66 Company, as issuer, Phillips 66, as guarantor, and U.S. Bank Trust Company, National Association, as trustee. The Indenture and the terms of the Notes are further described under “Description of the Notes” in the prospectus supplement of Phillips 66 Company and Phillips 66 dated February 26, 2024 together with the related prospectus dated July 29, 2022, as filed with the Securities and Exchange Commission under Rule 424(b)(2) of the Securities Act of 1933 on February 28, 2024, which descriptions are incorporated herein by reference.

The Additional 2033 Notes constitute a further issuance of notes under the Indenture, pursuant to which Phillips 66 Company issued \$500,000,000 aggregate principal amount of 5.300% Senior Notes due 2033 on March 29, 2023 (the “Existing 2033 Notes” and, together with the Additional 2033 Notes, the “2033 Notes”). The Additional 2033 Notes and the Existing 2033 Notes will be treated as a single series of senior debt securities under the Indenture.

On February 28, 2024, Phillips 66 announced that DCP Midstream Operating, LP will redeem \$300,000,000 in aggregate principal amount of its 5.375% Senior Notes due 2025 and Phillips 66 Company will repay \$700,000,000 of outstanding borrowings under its \$1.5 billion delayed draw term loan facility entered into on March 27, 2023.

A copy of the Terms Agreement (including the provisions of the Underwriting Agreement incorporated by reference in the Terms Agreement), the Indenture and the forms of the terms of Notes of each series have been filed as Exhibits 1.1, 4.1, 4.2, 4.3 and 4.4, respectively, to this report and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits.**

- 1.1 [Terms Agreement \(including the provisions of the Underwriting Agreement incorporated by reference in the Terms Agreement\), dated February 26, 2024, among Phillips 66 Company, Phillips 66 and the several Underwriters named in Schedule A to the Terms Agreement.](#)
- 4.1 [Indenture, dated as of May 5, 2022, among Phillips 66 Company, as issuer, Phillips 66, as guarantor, and U.S. Bank Trust Company, National Association, as trustee, in respect of senior debt securities of Phillips 66 Company \(incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K of Phillips 66 filed on May 5, 2022; File No. 001-35349\).](#)
- 4.2 [Form of the terms of the 2031 Notes, including the form of the 2031 Note.](#)
- 4.3 [Form of the terms of the 2033 Notes, including the form of the 2033 Note \(incorporated by reference to Exhibit 4.3 to the Current Report on Form 8-K of Phillips 66 filed on March 29, 2023; File No. 001-35349\).](#)
- 4.4 [Form of the terms of the 2054 Notes, including the form of the 2054 Note.](#)
- 5.1 [Opinion of Bracewell LLP.](#)
- 10.1 [Credit Agreement dated as of February 28, 2024, among Phillips 66 Company, Phillips 66, as guarantor, the lenders party thereto, and Mizuho Bank, Ltd., as administrative agent.](#)
- 23.1 [Consent of Bracewell LLP \(included in Exhibit 5.1 hereto\).](#)
- 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.

PHILLIPS 66

By: /s/ Vanessa Allen Sutherland

Name: Vanessa Allen Sutherland

Title: Executive Vice President

February 28, 2024