

**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): November 12, 2024

Magnolia Oil & Gas Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38083
(Commission
File Number)

81-5365682
(I.R.S. Employer
Identification Number)

Nine Greenway Plaza, Suite 1300
Houston, Texas 77046
(Address of principal executive offices, including zip code)

(713) 842-9050
Registrant's telephone number, including area code

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))

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.

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$0.0001 Per Share	MGY	New York Stock Exchange

Item 8.01 Other Events.

On November 12, 2024, Magnolia Oil & Gas Operating LLC (“Magnolia”) and Magnolia Oil & Gas Finance Corp. (“Finance Corp.” and, together with Magnolia, the “Issuers”), issued a press release in accordance with Rule 135c under the Securities Act of 1933, as amended (the “Securities Act”), announcing that the Issuers have priced the previously announced private offering of \$400 million in aggregate principal amount of 6.875% senior unsecured notes due 2032 (the “Notes”). A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information contained in this Current Report on Form 8-K, including Exhibit 99.1, does not constitute an offer to sell, or a solicitation of an offer to buy, any of the Notes in the offering or any other securities of the Issuers, and none of such information shall constitute an offer, solicitation or sale of securities in any jurisdiction in which the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release, dated November 12, 2024
104	Cover Page Interactive Data File (formatted as Inline XBRL)

SIGNATURES

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

MAGNOLIA OIL & GAS CORPORATION

Date: November 12, 2024

By: /s/ Timothy D. Yang

Name: Timothy D. Yang

Title: Executive Vice President, General Counsel, Corporate Secretary and
Land



Press Release

**Magnolia Oil & Gas Operating LLC
Announces Pricing of Offering of \$400 Million
Senior Notes**

HOUSTON, TX, November 12, 2024 – Magnolia Oil & Gas Operating LLC (“Magnolia Operating”) and Magnolia Oil & Gas Finance Corp., a subsidiary of Magnolia Operating, (“Finance Corp.” and, together with Magnolia Operating, the “Issuers”) announced today the pricing of their previously announced private offering (the “Notes Offering”) of \$400 million in aggregate principal amount of 6.875% senior unsecured notes due 2032 (the “Notes”).

The closing of the Notes Offering is expected to occur on November 26, 2024, and is conditioned upon the satisfaction of customary closing conditions. The Issuers intend to use the net proceeds from the offering to repurchase and redeem the outstanding 6.00% Senior Notes due 2026 (the “2026 Notes”) in full.

The Notes have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws and, unless so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. The Issuers plan to offer and sell the securities only to qualified institutional buyers pursuant to Rule 144A under the Securities Act and to non-U.S. persons in transactions outside the United States pursuant to Regulation S under the Securities Act.

This press release is neither an offer to sell nor a solicitation of an offer to buy the Notes or any other security of the Issuers, and shall not constitute an offer to sell or a solicitation of an offer to buy, or a sale, of the Notes or any other security of the Issuers in any jurisdiction in which such offer, solicitation or sale is unlawful. This press release does not constitute a notice of redemption under the optional redemption provisions of the indenture governing the 2026 Notes. The Notes Offering is being made solely pursuant to a private offering memorandum and only to such persons and in such jurisdictions as are permitted under applicable law.

About Magnolia

Magnolia (MGY) is a publicly traded oil and gas exploration and production company with operations primarily in South Texas in the core of the Eagle Ford Shale and Austin Chalk formations. Magnolia focuses on generating value for shareholders by delivering steady, moderate annual production growth resulting from its disciplined and efficient philosophy toward capital spending. Magnolia strives to generate high pre-tax margins and consistent free cash flow allowing for strong cash returns to our shareholders.

Forward-Looking Statements

The information in this press release includes forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of present or historical fact included in this press release, regarding, without limitation, the proposed offering and the intended use of proceeds, including to fund the redemption of the 2026 Notes, Magnolia Oil & Gas Corporation's ("Magnolia") strategy, future operations, budgets, projected revenues, financial position, estimated revenues and losses, projected costs, prospects, plans and objectives of management are forward-looking statements. When used in this press release, the words "could," "should," "will," "may," "believe," "anticipate," "intend," "estimate," "expect," "project," "believe," "plan," "continue," the negative of such terms and other similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. These forward-looking statements are based on management's current expectations and assumptions about future events, as well as information currently available to our management. Except as otherwise required by applicable law, Magnolia disclaims any duty to update any forward-looking statements, all of which are expressly qualified by the statements in this section, to reflect events or circumstances after the date of this press release. Magnolia cautions you that these forward-looking statements are subject to all of the risks and uncertainties, most of which are difficult to predict and many of which are beyond the control of Magnolia, incident to the development, production, gathering and sale of oil, natural gas and natural gas liquids. In addition, Magnolia cautions you that the forward-looking statements contained in this press release are subject to the following factors: (i) changes in applicable laws, regulations or policy, including those following the change in presidential administrations; (ii) the market prices of oil, natural gas, NGLs and other products or services; (iii) the supply and demand for oil, natural gas, NGLs and other products or services, including impacts of actions taken by OPEC and other state-controlled oil companies; (iv) production and reserve levels; (v) the timing and extent of Magnolia's success in discovering, developing, producing and estimating reserves; (vi) geopolitical and business conditions in key regions of the world; (vii) drilling risks; (viii) economic and competitive conditions; (ix) the availability of capital resources; (x) capital expenditures and other contractual obligations; (xi) weather conditions; (xii) inflation rates; (xiii) the availability of goods and services; (xiv) cyber attacks; (xv) the occurrence of property acquisitions or divestitures; (xvi) the integration of acquisitions; (xvii) the securities or capital markets and related risks such as general credit, liquidity, market and interest-rate risks; (xviii) the outcome of any legal proceedings that may be instituted against Magnolia; and (xix) the impact of any natural disasters or public health emergencies. Should one or more of the risks or uncertainties described in this press release occur, or should underlying assumptions prove incorrect, actual results and plans could differ materially from those expressed in any forward-looking statements. Additional information concerning these and other factors that may impact the operations and projections discussed herein can be found in Magnolia's filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the fiscal year ended December 31, 2023. Magnolia's SEC filings are available publicly on the SEC's website at www.sec.gov.

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