
**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): July 26, 2018

NEWFIELD EXPLORATION COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-12534
(Commission File Number)

72-1133047
(I.R.S. Employer
Identification No.)

**4 Waterway Square Place, Suite 100
The Woodlands, Texas 77380**
(Address of principal executive offices)

Registrant's telephone number, including area code: (281) 210-5100

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))

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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

(a) On July 26, 2018, the Board of Directors (the “Board”) of Newfield Exploration Company (“Newfield”) approved amended and restated bylaws (as amended, the “Bylaws”) of Newfield, effective July 26, 2018, to make certain revisions to stockholder meeting mechanics, indemnification provisions, and other changes to provide for updates in Delaware law, as well as various clarification and ministerial changes.

This summary is qualified in its entirety by reference to the Bylaws, effective July 26, 2018, which were filed as Exhibit 3.2 to the Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on July 31, 2018, and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

3.1 [Amended and Restated Bylaws of Newfield Exploration Company, effective July 26, 2018 \(incorporated by reference to Exhibit 3.2 to Newfield’s Quarterly Report on Form 10-Q filed with the SEC on July 31, 2018 \(File No. 1-12534\)\)](#)

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.

NEWFIELD EXPLORATION COMPANY

Date: July 31, 2018

By: /s/ Timothy D. Yang

Timothy D. Yang

General Counsel and Corporate Secretary