

# Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

## Part I Reporting Issuer

1 Issuer's name <b>Devon Energy Corporation</b>		2 Issuer's employer identification number (EIN) <b>73-1567067</b>	
3 Name of contact for additional information <b>Jeremy D. Humphers</b>	4 Telephone No. of contact <b>405.552.8183</b>	5 Email address of contact <b>jeremy.humphers@dvn.com</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>333 West Sheridan Avenue, Floor 47.310</b>		7 City, town, or post office, state, and ZIP code of contact <b>Oklahoma City, Oklahoma 73102-5015</b>	
8 Date of action <b>January 7, 2021</b>		9 Classification and description <b>Common Stock</b>	
10 CUSIP number <b>25179M103</b>	11 Serial number(s) <b>N/A</b>	12 Ticker symbol <b>DVN</b>	13 Account number(s) <b>N/A</b>

## Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► [See attachment.](#)

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► [See attachment.](#)

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► [See attachment.](#)

**Part II** **Organizational Action** (continued)

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► See attachment.

**18** Can any resulting loss be recognized? ► See attachment.

**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ► See attachment.

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ►



Date ►

FEB 11 2021

Print your name ► Jeremy D. Humphers

Title ► Sr. V.P. & Chief Accounting Officer

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if  
self-employed

PTIN

Firm's name ►

Firm's EIN ►

Firm's address ►

Phone no.

**Devon Energy Corporation**  
**EIN: 73-1567067**

**Attachment to Form 8937 — Report of Organizational Actions Affecting Basis of Securities**

**Part II — Organizational Action**

**14. Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action.**

On January 7, 2021, East Merger Sub, Inc., a Delaware corporation and wholly-owned, direct subsidiary of Devon Energy Corporation, a Delaware corporation (“Devon”), completed its merger (the “Merger”) with and into WPX Energy, Inc., a Delaware corporation (“WPX”), as a result of which WPX became a wholly-owned, direct subsidiary of Devon and former WPX shareholders received 0.5165 shares of Devon common stock for each share of WPX common stock.

The Merger is intended to qualify as a “reorganization” within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the “Code”), and Devon and WPX will report the Merger consistent with such qualification.

Additional details regarding the Merger and the U.S. federal income tax consequences of the Merger can be found in the Form S-4 filed with the SEC on November 20, 2020 (File No. 333-249859), as amended by Form 8-K/A filed on February 17, 2021. The Form S-4 is available at the following link:

<https://www.sec.gov/Archives/edgar/data/1090012/000119312520298622/d45694ds4a.htm>

**15. Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.**

Assuming the Merger qualifies as a reorganization within the meaning of Section 368(a) of the Code, a former WPX shareholder will generally have an aggregate tax basis in shares of Devon common stock received in the Merger (including any fractional shares of Devon common stock deemed received) equal to such shareholder’s aggregate adjusted tax basis in the shares of WPX common stock surrendered in exchange therefor.

Any cash received in lieu of a fractional share of Devon common stock should be treated as a sale of that fractional share.

**16. Describe the calculation of the change in basis and the data that supports the calculation, such as market value of securities and the valuation dates.**

See response to 15 above.

**17. List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.**

Sections 354, 358 and 368.

**18. Can any resulting loss be recognized?**

Assuming the Merger qualifies as a reorganization within the meaning of Section 368(a) of the Code, former WPX shareholders will generally not recognize any loss as a result of the receipt of Devon common stock in the Merger. However, a former WPX shareholder will generally recognize gain or loss equal to the difference between the amount of cash received in lieu of a fractional share and such shareholder's basis in the fractional share of Devon common stock deemed received in exchange therefor.

**19. Provide any other information necessary to implement the adjustment, such as the reportable tax year.**

The Merger was consummated on January 7, 2021.

Note: The above information does not constitute tax advice, nor does it purport to be complete or to describe the consequences that may apply to particular categories of shareholders. Shareholders are urged to consult their own qualified professional legal, financial and tax advisors with respect to their individual tax consequences relating to this Organizational Action such as recognition of taxable gain/loss, basis of common stock received, etc.