

## Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-0123

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

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

[illegible]

**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**

Date ► 07/08/2021

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

**Paid  
Preparer  
Use Only**

PTIN

Firm's EIN ▶

Phone no.	
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*Attachment to Form 8937 (Report of Organizational Actions Affecting Basis of Securities)*

Question 10

WPX Notes:

8.250% Notes due 2023, CUSIP: 98212BAG8  
5.250% Notes due 2024, CUSIP: 98212BAE3  
5.250% Notes due 2027, CUSIP: 98212BAJ2  
5.875% Notes due 2028, CUSIP: 98212BAM5  
4.500% Notes due 2030, CUSIP: 98212BAL7

Devon Notes:

8.250% Notes due 2023, CUSIP: 25179MAW3/U0856AAA7  
5.250% Notes due 2024, CUSIP: 25179MAX1/U0856AAB5  
5.250% Notes due 2027, CUSIP: 25179MAY9/U0856AAC3  
5.875% Notes due 2028, CUSIP: 25179MAZ6/U0856AAD1  
4.500% Notes due 2030, CUSIP: 25179MBA0/U0856AAE9

Question 14

On June 9, 2021 (the “Settlement Date”), holders of the five series of notes of WPX Energy, Inc. (“WPX”) referenced above (the “WPX Notes”) exchanged such notes for similarly termed notes that were newly issued by Devon Energy Corporation (“Devon,” and such notes, the “Devon Notes”). Holders tendering their notes prior to a specified deadline received notes in equal principal amount; holders tendering notes after such deadline received \$970 principal amount for each \$1,000 principal note tendered. Specifically, (i) certain holders of the WPX 8.250% Notes due 2023 exchanged such notes for Devon 8.250% Notes due 2023, (ii) certain holders of the 5.250% Notes due 2024 exchanged such notes for Devon 5.250% Notes due 2024, (iii) certain holders of the WPX 5.250% Notes due 2027 exchanged such notes for Devon 5.250% Notes due 2027, (iv) certain holders of the WPX 5.875% Notes due 2028 exchanged such notes for Devon 5.875% Notes due 2028, and (v) certain holders of the WPX 4.500% Notes due 2030 exchanged such notes for Devon 4.500% Notes due 2030. In some instances, certain noteholders were also eligible to receive a cash payment of \$1.00 per \$1,000 note exchanged (such cash payment, the “Cash Consideration”). This transaction is referred to herein as the “Exchange.”

Questions 15 & 16

The Exchange is a taxable exchange for U.S. federal income tax purposes. A holder participating in the Exchange generally recognizes gain or loss equal to the difference, if any, between (i) the sum of the amount of cash received and the “issue price” of the Devon Notes received in respect of the applicable WPX Notes, reduced by an amount equal to the accrued interest on the WPX Notes at the time of the Exchange (which amount will be includable in such holder’s gross income as interest income at the time of the Exchange to the extent that it has not yet been included), and (ii) the such holder’s adjusted tax basis in the WPX Notes.

A holder's initial tax basis in a Devon Note received in exchange for the applicable WPX Note is equal to the fair market value of such Devon Note on the Settlement Date. While there can be no assurance that the Internal Revenue Service will not assert a different value or alternative valuation, we determined the initial fair market value of the Devon Notes based on the earliest reported trading prices were as follows, per \$1,000 principal amount of such series of Devon Notes:

8.250% Notes due 2023, CUSIP: 25179MAW3/U0856AAA7: \$1,118.77  
5.250% Notes due 2024, CUSIP: 25179MAX1/U0856AAB5: \$1,067.55  
5.250% Notes due 2027, CUSIP: 25179MAY9/U0856AAC3: \$1,077.65  
5.875% Notes due 2028, CUSIP: 25179MAZ6/U0856AAD1: \$1,115.43  
4.500% Notes due 2030, CUSIP: 25179MBA0/U0856AAE9: \$1,095.57

**Please note that Devon makes no representation as to the treatment of the Cash Consideration, if any, received in the Exchange. For a detailed description of the Exchange and the related amendments to the indentures of the WPX Notes and U.S. federal income tax consequences, see the Offer to Exchange and Solicitation of Consents, dated May 10, 2021, that Devon provided to holders of WPX Notes. Noteholders are urged to consult their tax advisors to discuss the potential tax consequences of the Exchange to them.**

Question 17

Sections 1001, 1012, and 1273 of the Code.

Question 18

Yes. See questions 15 and 16 above.

Question 19

The reportable tax year is the noteholder's taxable year that includes the Settlement Date.

Issue Prices of Devon Notes Issued for WPX Notes on June 9, 2021

The chart below sets forth Devon's determination of the issue price of each series of Devon Notes (per \$1,000 principal amount) issued for WPX Notes tendered in the settlement on June 9, 2021, of the exchange offers undertaken by Devon pursuant to the offering memorandum and consent solicitation statement dated May 10, 2021.

<b>Devon Notes</b>	<b>CUSIP Number</b>	<b>Fair Market Value per \$1,000 of principal (A)</b>	<b>Pre-Issuance Accrued Interest per \$1,000 of principal (B)</b>	<b>Issue Price per \$1,000 of principal (A – B)</b>	<b>Issue Price (Percent of Par Value)</b>
8.250% Notes due 2023	25179MAW3/ U0856AAA7	\$1,118.77	\$29.33	\$1,089.44	108.94%
5.250% Notes due 2024	25179MAX1/ U0856AAB5	\$1,067.55	\$12.25	\$1,055.30	105.53%
5.250% Notes due 2027	25179MAY9/ U0856AAC3	\$1,077.65	\$7.88	\$1,069.77	106.98%
5.875% Notes due 2028	25179MAZ6/ U0856AAD1	\$1,115.43	\$28.40	\$1,087.03	108.70%
4.500% Notes due 2030	25179MBA0/ U0856AAE9	\$1,095.57	\$18.00	\$1,077.57	107.76%

In accordance with Treasury Regulation Section 1.1273-2(f)(9)(i), Devon collected information regarding the prices at which such Devon Notes were sold or for which brokers provided bid/offer quotes. Based on such information, although no assurance can be given, Devon determined that the notes were “publicly traded” for purposes of the regulations under Section 1273 and Treasury Regulation Section 1.1273-2(f). Pursuant to Section 1273, the issue price of publicly traded debt instruments is based on their fair market value. The fair market value of the Devon Notes, as determined by Devon, is set forth in the third column of the chart above per \$1,000 of principal amount. Devon determined the fair market value of the Devon Notes based on the earliest reported trading prices. There can be no assurance that the Internal Revenue Service will not assert a different value or alternative valuation. Based on such issue prices, none of the series of Devon Notes were issued with original issue discount.

The Devon Notes of each series also bore pre-issuance accrued interest in an amount that reflected the amount of interest that would have accrued on the WPX Notes exchanged for such Devon Notes from the last interest payment date to the day prior to the settlement date (referred to as “pre-issuance accrued interest”). Under Treasury Regulation Section 1.1273-2(m), Devon subtracted from the fair market value of the notes of each series determined above the amount of the pre-issuance accrued interest related to such notes to determine the issue price of each series of Devon Notes. The fifth column of the chart above sets forth the issue price of each series per \$1,000 of principal, adjusted for pre-issuance accrued interest as described in the preceding sentence. The sixth column of the chart above provides the issue price as a percent of the par value of the Devon Notes.

Devon's determination of the issue price of each series of Devon Notes is binding upon a holder unless such holder explicitly discloses to the Internal Revenue Service, on a timely filed U.S. federal income tax return for the taxable year that includes the settlement date, that its determination of the issue price is different from that of Devon's, the reasons for the different determination, and how such holder determined the issue price. In this regard, holders of Devon Notes should consult their own tax advisors

regarding the determination of the issue price of the Devon Notes described above, including the treatment of pre-issuance accrued interest.