

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**Form S-8**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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**RANGE RESOURCES CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**34-1312571**  
(I.R.S. Employer Identification No.)

**100 Throckmorton Street, Suite 1200**  
**Fort Worth, Texas**  
(Address of Principal Executive Offices)

**76102**  
(Zip Code)

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**2019 Equity-Based Compensation Plan**  
(Full title of the plan)

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**David P. Poole**  
**Range Resources Corporation**  
**100 Throckmorton Street, Suite 1200**  
**Fort Worth, Texas 76102**  
(Name and address of agent for service)

**(817) 869-4254**  
(Telephone number, including area code, of agent for service)

*with copies of communications to:*

**Evan M. Malloy, Esq.**  
**Kelly Hart & Hallman LLP**  
**201 Main Street, Suite 2500**  
**Fort Worth, Texas 76102-3126**  
**(817) 332-2500**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
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 7(a)(2)(B) of the Securities Act.

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**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price (2)</b>	<b>Amount of registration fee (2)</b>
Common Stock, par value \$0.01 per share	8,000,000	\$7.78	\$62,240,000	\$7,543.49

(1) Represents shares issuable under the 2019 Equity-Based Compensation Plan (the "Plan").

(2) The registration fee with respect to these shares has been computed in accordance with paragraphs (c) and (h) of Rule 457, based upon the average of the reported high and low sale prices of shares of the Common Stock on the New York Stock Exchange on May 23, 2019.

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## PART I

### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Items 1 and 2 of Part I of the Form S-8 is omitted from this filing in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the "Securities Act") and the introductory note to Part I of the Form S-8. The document(s) containing the information specified in Part I of Form S-8 will be sent or given to the recipients of the applicable grants, as required by Rule 428 under the Securities Act. Such documents are not being filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference

This Registration Statement registers securities to be issued under the Range Resources Corporation 2019 Equity-Based Compensation Plan and is submitted in accordance with Section E of the General Instructions to Form S-8 regarding Registration of Additional Securities.

Range Resources Corporation (the "Company") hereby incorporates by reference the following documents filed with the Commission:

- [Annual Report on Form 10-K for the fiscal year ended December 31, 2018, filed with the Commission on February 25, 2019;](#)
- [Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2019, filed with the Commission on April 22, 2019;](#)
- [Current Report on Form 8-K filed with the Commission on February 26, 2019 relating to the Company's 2018 financial results;](#)
- [Current Report on Form 8-K filed with the Commission on April 23, 2019 relating to the Company's first quarter 2019 financial results;](#)
- [Current Report on Form 8-K filed with the Commission on May 16, 2019 relating to the Company's appointment of Chief Operating Officer and submission of matters to a vote of security holders; and](#)
- The description of the Company's common stock contained in the Registration Statement on Form 10, filed with the Commission on June 18, 1980, including any subsequent amendment(s) or report(s) filed for the purpose of updating such description. –p

All documents filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), after the date hereof, and prior to the filing of a post-effective amendment which indicates that the securities offered hereby have been sold or which deregisters the securities offered hereby then remaining unsold, shall also be deemed to be incorporated by reference into this Registration Statement and to be a part hereof commencing on the respective dates on which such documents are filed.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part hereof.

#### Item 4. Description of Securities

Not applicable.

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**Item 5. Interests of Named Experts and Counsel**

Not applicable.

**Item 6. Indemnification of Directors and Officers**

The Company's Restated Certificate of Incorporation, as subsequently amended (the "Certificate") provides mandatory indemnification to the fullest extent authorized by the Delaware General Corporation Law with respect to actions, suits or proceedings that a person was, is or is threatened to be made a party to by reason of the fact that he/she is or was a director or officer of the Company or while a director or officer was serving at the request of the Company in certain other capacities. The Company's Amended and Restated Bylaws (the "Bylaws") provide mandatory indemnification to the fullest extent authorized by the Delaware General Corporation Law with respect to actions, suits, or proceedings that a person is party to, or threatened to be made a party to or otherwise involved in, by reason of the fact that he/she or a person of whom he/she is the legal representative is or was a director or officer of the Company, or by reason of the fact that he/she is or was a director or officer of the Company and serving in certain other capacities. The Company's Bylaws include within this right to indemnification the right to be paid by the Company the expenses incurred in defending such a proceeding in advance of its final disposition; provided that, in certain circumstances, the person provides an undertaking to the Company to repay such expenses, if it is ultimately determined that such party was not entitled to indemnity by the Company. The Company may maintain insurance to protect itself and some or all of those persons entitled to indemnification or advance of expenses under the Bylaws, or otherwise against any such expense, liability or loss.

The Company is incorporated in the State of Delaware. Section 145 of the Delaware General Corporation Law provides that a corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of certain other entities against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; provided that with respect to proceedings by or in the right of a corporation to procure a judgment in its favor, (a) a corporation may only indemnify such a person against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action and (b) no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Delaware Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Delaware Court of Chancery, or such other court, shall deem proper.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the registrant pursuant to the foregoing provisions, the registrant has been informed that in the opinion of the Commission, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

The foregoing summaries are necessarily subject to the complete text of the statutes and the Company's Certificate and Bylaws, referred to above and are qualified in their entirety by reference thereto.

**Item 7. Exemption from Registration Claimed**

Not applicable.

**Item 8. Exhibits**

See the below Exhibit Index.

**Item 9. Undertakings**

- (a) The undersigned registrant hereby undertakes:
- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned registrant hereby undertakes that, for the purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  - (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.
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## EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
4.1	Restated Certificate of Incorporation of Range Resources Corporation ( <a href="#">incorporated by reference to Exhibit 3.1.1 to our Form 10-Q (File No. 001-12209) as filed with the Securities and Exchange Commission on May 5, 2004</a> , as amended by the Certificate of First Amendment to Restated Certificate of Incorporation of Range Resources Corporation ( <a href="#">incorporated by reference to Exhibit 3.1 to our Form 10-Q (File No. 001-12209) as filed with the Securities and Exchange Commission on July 28, 2005</a> ) and the Certificate of Second Amendment to Restated Certificate of Incorporation of Range Resources Corporation ( <a href="#">incorporated by reference to Exhibit 3.1 to our Form 10-Q (File No. 001-12209) as filed with the Securities and Exchange Commission on July 24, 2008</a> ))
4.2	Range Resources Corporation 2019 Equity-Based Compensation Plan ( <a href="#">incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K (File No. 001-12209) as filed with the Securities and Exchange Commission on May 16, 2019</a> )
5.1*	<a href="#">Opinion of Kelly Hart &amp; Hallman LLP regarding legality of Common Stock being offered</a>
23.1*	<a href="#">Consent of Independent Registered Public Accounting Firm</a>
23.2*	<a href="#">Consent of Kelly Hart &amp; Hallman LLP (included in its legal opinion filed as Exhibit 5.1 hereto)</a>
23.3*	<a href="#">Consent of Wright &amp; Company, Inc., independent consulting engineers</a>
23.4*	<a href="#">Consent of Netherland, Sewell &amp; Associates, Inc., independent consulting engineers</a>

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\*Each document marked with an asterisk is filed herewith.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Worth, State of Texas, on the 30<sup>th</sup> day of May 2019.

### RANGE RESOURCES CORPORATION

By: /s/ JEFFREY L. VENTURA

**Jeffrey L. Ventura**  
*Chief Executive Officer and President*  
*(principal executive officer)*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ JEFFREY L. VENTURA</u> <b>Jeffrey L. Ventura</b>	Chief Executive Officer and President, Director (principal executive officer)	May 30, 2019
<u>s/ MARK S. SCUCCHI</u> <b>Mark S. Scucchi</b>	Senior Vice President and Chief Financial Officer (principal financial officer)	May 30, 2019
<u>/s/ DORI A. GINN</u> <b>Dori A. Ginn</b>	Senior Vice President, Controller and Principal Accounting Officer	May 30, 2019
<u>/s/ GREG G. MAXWELL</u> <b>Greg G. Maxwell</b>	Chairman of the Board	May 30, 2019
<u>/s/ BRENDA A. CLINE</u> <b>Brenda A. Cline</b>	Director	May 30, 2019
<u>/s/ ANTHONY V. DUB</u> <b>Anthony V. Dub</b>	Director	May 30, 2019
<u>/s/ JAMES M. FUNK</u> <b>James M. Funk</b>	Director	May 30, 2019
<u>/s/ STEVEN D. GRAY</u> <b>Steven D. Gray</b>	Director	May 30, 2019
<u>/s/ CHRISTOPHER A. HELMS</u> <b>Christopher A. Helms</b>	Director	May 30, 2019
<u>/s/ STEFFEN E. PALKO</u> <b>Steffen E. Palko</b>	Director	May 30, 2019

May 30, 2019

Range Resources Corporation  
100 Throckmorton Street, Suite 1200  
Fort Worth, Texas 76102

Re: Range Resources Corporation  
Registration Statement on Form S-8

Ladies and Gentlemen:

This firm has acted as counsel to Range Resources Corporation, a Delaware corporation (the “Company”), in connection with the filing of a registration statement on Form S-8 (the “Registration Statement”) with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended. The opinion set forth below is given pursuant to Item 601(b)(5) of Regulation S-K for inclusion as Exhibit 5.1 to the Registration Statement, pertaining to 8,000,000 shares of common stock of the Company issuable in connection with the Company’s 2019 Equity-Based Compensation Plan (the “Plan”).

In rendering this opinion letter, we have made the following assumptions: (i) all documents submitted to or reviewed by us, including all amendments and supplements thereto, are accurate and complete and if not originals are true and correct copies of the originals; (ii) the signatures on each of such documents by the parties thereto are genuine; (iii) each individual who signed such documents had the legal capacity to do so; and (iv) all persons who signed such documents on behalf of a legal entity (other than the Company) were duly authorized to do so.

Based on the foregoing, and subject to the limitations and qualifications set forth herein, we are of the opinion that the Plan has been duly authorized by the Company, and the shares of the Company’s common stock to be acquired by the participants under the Plan, when issued in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

This opinion letter is further limited and qualified in all respects as follows:

A. The opinion expressed herein is specifically limited to matters of the existing law of the Delaware General Corporation Law. We express no opinion as to the applicability of the laws of the State of Delaware other than the Delaware General

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Corporation Law or the laws of any other jurisdiction to the transactions described in this opinion.

B. This opinion letter is limited to the specific opinion stated herein, and no other opinion is implied or may be inferred beyond the specific opinion expressly stated herein.

C. This opinion letter is based on our knowledge of the law and facts as of the date hereof. We assume no duty to update or supplement this opinion letter to reflect any facts or circumstances that may hereafter come to our attention or to reflect any changes in any law that may hereafter occur or become effective.

We hereby consent to the filing of this opinion as an exhibit to the above-referenced Registration Statement. In giving such consent, we do not admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Respectfully submitted,

/s/ Kelly Hart & Hallman LLP

KELLY HART & HALLMAN LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2019 Equity-Based Compensation Plan of Range Resources Corporation of our reports dated February 25, 2019, with respect to the consolidated financial statements of Range Resources Corporation and the effectiveness of internal control over financial reporting of Range Resources Corporation, included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Fort Worth, Texas

May 30, 2019

**CONSENT OF WRIGHT & COMPANY, INC.**

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of Range Resources Corporation and in the related Prospectuses use of the name Wright & Company, Inc. and the incorporation by reference from the Range Resources Corporation Annual Report on Form 10-K for the year ended December 31, 2018 of information from our report dated January 8, 2019, prepared for Range Resources Corporation.

**Wright & Company, Inc.**  
TX Firm Registration No. F-12302

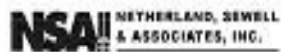
By:  
Randall  
Wright

Randall Wright

/s/D.

D.  
President

Brentwood, Tennessee  
May 30, 2019



CONSENT OF INDEPENDENT PETROLEUM ENGINEERS AND GEOLOGISTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Range Resources Corporation and in the related Prospectuses of the use of the name Netherland, Sewell & Associates, Inc. and the incorporation by reference from the Range Resources Corporation Annual Report on Form 10-K for the year ended December 31, 2018, of information from our report dated January 18, 2019, with respect to our audit of estimates of proved reserves and future net revenue to the Range Resources Corporation interest, prepared for Range Resources Corporation.

**NETHERLAND, SEWELL & ASSOCIATES, INC.**

/s/ CH (Scott) Rees III

By:

CH (Scott) Rees III, P.E.  
Chairman and Chief Executive Officer

Dallas, Texas May  
30, 2019