

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
-----  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
-----

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.)

500 THROCKMORTON STREET  
FORT WORTH, TEXAS 76102  
(Address of principal executive offices, including zip code)  
-----

401(K) PLAN & TRUST  
(Full title of the plan)

JOHN H. PINKERTON  
PRESIDENT AND CHIEF EXECUTIVE OFFICER  
RANGE RESOURCES CORPORATION  
500 THROCKMORTON STREET  
FORT WORTH, TEXAS 76102  
(817) 870-2601  
(Name, address and telephone number of agent for service)

copy to:

J. MARK METTS  
VINSON & ELKINS L.L.P.  
1001 FANNIN, SUITE 2300  
HOUSTON, TEXAS 77002-6760  
(713) 758-2222

CALCULATION OF REGISTRATION FEE

Title of securities to be registered (1)	Amount to be registered	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, \$0.01 par value per share.....	1,000,000 shares	\$2.94	\$2,940,000	\$882

(1) Also includes an indeterminate amount of interests to be offered pursuant to the 401(k) Plan & Trust in accordance with Rule 416(c).

(2) Estimated solely for the purpose of computing the registration fee in accordance with Rule 457(c) under the Securities Act of 1933. The price for the 1,000,000 shares issuable under the Company's 401(K) Plan & Trust was based on a price of \$2.94, the last sale price of Common Stock of Range Resources Corporation reported on The New York Stock Exchange on December 28, 1998.

INCORPORATION OF CONTENTS OF PRIOR  
REGISTRATION STATEMENT

The contents of Registration Statement No. 333-44821 relating to the Range Resources Corporation 401(k) Plan & Trust (the "Benefit Plan") filed by the Registrant with the Securities and Exchange Commission (the "Commission") on January 23, 1998, as amended by Post-Effective Amendment No. 1 to the Registration Statement filed by the Registrant with the Commission on December 29, 1998 (the "Prior Registration Statement"), are incorporated herein by reference pursuant to General Instruction E to Form S-8. The purpose of this Registration Statement is to register 1,000,000 additional shares of common stock, par value \$0.01 per share ("Common Stock"), of the Registrant for offer and sale pursuant to the Benefit Plan.

PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The Registrant hereby incorporates by reference into this Registration Statement the following documents:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1997, filed pursuant to Section 13(a) of the Securities Exchange Act of 1934 (the "Exchange Act");
- (b) All other reports filed by the Registrant since December 31, 1997 with the Commission pursuant to Section 13(a) or 15(d) of the Exchange Act, including the Registrant's Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 1998 and June 30, 1998, September 30, 1998 and the Registrant's Current Report on Form 8-K dated September 9, 1998, as amended by Form 8-K/A dated November 9, 1998;
- (c) The description of the Registrant's Common Stock contained in the Registration Statement on Form 10, dated June 18, 1980, and filed with the Commission pursuant to Section 12(g) of the Exchange Act, including any subsequent amendment(s) or report(s) filed for the purpose of updating such description; and
- (d) The Registrant's preceding Registration Statement on Form S-8 (Registration No. 33-66322) and Registration Statement on Form S-8 (Registration No. 333-10719).

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall also be deemed to be incorporated by reference herein and to be a part hereof from the dates of filing of such documents. 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 of this Registration Statement 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 of this Registration Statement. Upon the written or oral request of any person to whom a copy of this Registration Statement has been delivered, the Registrant will provide without charge to such person a copy of any and all documents (excluding exhibits thereto unless such exhibits are specifically incorporated by reference into such documents) that have been incorporated by reference into this Registration Statement but not delivered herewith. Requests for such documents should be directed to Range Resources Corporation, 500 Throckmorton Street, Fort Worth, Texas 76102, Attention: Secretary, telephone (817) 871-2601.

## ITEM 8. EXHIBITS.

Unless otherwise indicated below as being incorporated by reference to another filing of the Registrant with the Commission, each of the following exhibits is filed herewith:

- 5.1(a) - Opinion of Vinson & Elkins L.L.P.
- 5.1(b) - The Registrant will submit or has submitted the Benefit Plan and any amendment thereto to the Internal Revenue Service ("IRS") in a timely manner and has made or will make all changes required by the IRS in order to qualify the Benefit Plan.
- 23.1 - Consent of Arthur Andersen LLP
- 23.2 - Consent of Deloitte & Touche LLP
- 23.3 - Consent of Vinson & Elkins L.L.P. (included in the opinion filed as Exhibit 5.1(a) hereto)
- 24.1 - Powers of Attorney (included in the signature pages hereto)

## 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 Hartville, State of Ohio, on the 30th day of December, 1998.

## RANGE RESOURCES CORPORATION

By: /s/ Thomas W. Stoelk

-----  
 Thomas W. Stoelk  
 Senior Vice President-Finance and  
 Administration and Chief  
 Financial 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. Each person whose signature appears below authorizes and appoints each of John H. Pinkerton and Thomas W. Stoelk, and each of them severally, acting alone and without the other, as his attorney-in-fact to execute in the name of such person and to file any amendments to this Registration Statement necessary or advisable to enable the Registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the registration of the securities which are the subject of this Registration Statement, which amendments may make such changes in the Registration Statement as such attorney-in-fact may deem appropriate.

Signature -----	Capacity -----	Date ----
/s/ Thomas J. Edelman ----- Thomas J. Edelman	Chairman and Director	December 30, 1998
/s/ John H. Pinkerton ----- John H. Pinkerton	President, Chief Executive Officer and Director (Principal Executive Officer)	December 30, 1998
/s/ Michael V. Ronca ----- Michael V. Ronca	Chief Operating Officer and Director (Principal Operating Officer)	December 30, 1998
/s/ Robert E. Aikman ----- Robert E. Aikman	Director	December 30, 1998
/s/ Allen Finkelson ----- Allen Finkelson	Director	December 30, 1998
/s/ Anthony V. Dub ----- Anthony V. Dub	Director	December 30, 1998

/s/ Ben A. Guill

Director

December 30, 1998

-----  
Ben A. Guill

/s/ Jonathan S. Linker

Director

December 30, 1998

-----  
Jonathan S. Linker

/s/ Thomas W. Stoelk

Senior Vice President - Finance and  
Administration  
(Principal Financial Officer)

December 30, 1998

-----  
Thomas W. Stoelk

/s/ Geoffrey T. Doke

Vice President - Controller (Principal  
Accounting Officer)

December 30, 1998

-----  
Geoffrey T. Doke

Pursuant to the requirements of the Securities Act of 1933, the Benefit Plan has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hartville, State of Ohio on December 30, 1998.

RANGE RESOURCES CORPORATION 401(K)  
PLAN & TRUST

By: /s/ Thomas W. Stoelk

-----  
Thomas W. Stoelk

Title: Plan Administrator

## EXHIBIT INDEX

Exhibit -----		Description of Exhibit -----
5.1(a)	-	Opinion of Vinson & Elkins L.L.P.
5.1(b)	-	The Registrant will submit or has submitted the Benefit Plan and any amendment thereto to the IRS in a timely manner and has made or will make all changes required by the IRS in order to qualify the Benefit Plan.
23.1	-	Consent of Arthur Andersen LLP
23.2	-	Consent of Deloitte & Touche LLP
23.3	-	Consent of Vinson & Elkins L.L.P. (included in the opinion filed as Exhibit 5.1(a) hereto)
24.1	-	Powers of Attorney (included in the signature pages hereto)

VINSON & ELKINS  
ATTORNEYS AT LAW

VINSON & ELKINS L.L.P.  
3700 Trammell Crow Center  
2001 Ross Avenue  
DALLAS, TEXAS 75201-2975

TELEPHONE (214) 220-7700  
Fax (214) 220-7716

December 30, 1998

Range Resources Corporation  
500 Throckmorton Street  
Fort Worth, Texas 76102

Ladies and Gentlemen:

We have acted as counsel for Range Resources Corporation, a Delaware corporation and formerly "Lomak Petroleum, Inc." (the "Company"), in connection with the Company's registration under the Securities Act of 1933, as amended (the "Act"), of 1,000,000 shares of common stock, par value \$0.01 per share, of the Company (the "Shares") which may be purchased in the open market and offered from time to time under the Range Resources Corporation 401(k) Plan & Trust (the "Plan") and of an indeterminate amount of interests in the Plan (the "Interests") under the Company's Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on December 30, 1998.

In reaching the opinions set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations and other instruments as we deemed necessary or advisable for purposes of this opinion, including (i) the Registration Statement, (ii) the Certificate of Incorporation of the Company, as filed with the Secretary of State of the State of Delaware, (iii) the Bylaws of the Company, (iv) certain minutes of meetings of, and resolutions adopted by, the Board of Directors of the Company and the Company's stockholders authorizing the issuance and offering of the Interests in the Plan and (v) the Plan.

We have assumed that (i) all information contained in all documents we reviewed is true, correct and complete, (ii) all signatures on all documents we reviewed are genuine, (iii) all documents submitted to us as originals are true and complete, (iv) all documents submitted to us as copies are true and complete copies of the originals thereof, and (v) all persons executing and delivering the documents we examined were competent to execute and deliver such documents.

Based on the foregoing, and having due regard for the legal considerations we deem relevant, we are of the opinion that the Shares and the Interests, when offered and issued by the Company pursuant to the terms of the Plan, will be validly issued, fully paid and non-assessable.

HOUSTON      DALLAS      WASHINGTON, D.C.      AUSTIN      MOSCOW      LONDON      SINGAPORE

Range Resources Corporation  
December 30, 1998  
Page 2

This opinion is limited in all respects to the laws of the Delaware General Corporation Law and the federal laws of the United States of America.

This opinion letter may be filed as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ VINSON & ELKINS L.L.P.



ARTHUR ANDERSEN

Arthur Andersen LLP  
Suite 1800  
200 Public Square  
Cleveland, OH 44114

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the use of our reports (and to all references to our Firm) included in, or incorporated by reference, in this registration statement.

/s/ ARTHUR ANDERSEN LLP  
-----

Cleveland, Ohio  
December 30, 1998

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

We consent to the incorporation by reference in this registration Statement of Range Resources Corporation on Form S-8 of our report dated February 17, 1998 on the consolidated financial statements of Domain Energy Corporation for the year ended December 31, 1997 and incorporated by reference in Range's current Report on Form 8-K dated September 9, 1998

/s/ Deloitte & Touche LLP

-----

DELOITTE & TOUCHE LLP  
December 24, 1998