

CNX Resources Corporation Announces Pricing of \$300 Million of Convertible Senior Notes

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PITTSBURGH, April 28, 2020 - [CNX Resources Corp.](#) (NYSE: CNX) ("CNX") today announced the pricing of \$300.0 million aggregate principal amount of its 2.250% convertible senior notes due 2026 (the "Notes"). In connection with the offering of the Notes, CNX granted the initial purchasers of the Notes a 13-day option to purchase up to an additional \$45.0 million aggregate principal amount of Notes. The sale of the Notes to the initial purchasers is expected to settle on May 1, 2020, subject to the satisfaction of customary closing conditions.

The Notes will be senior, unsecured obligations of CNX and will accrue interest at a rate of 2.250% per annum, payable semi-annually in arrears on May 1 and November 1 of each year, beginning on November 1, 2020. The Notes will mature on May 1, 2026, unless earlier repurchased, redeemed or converted. Before February 1, 2026, noteholders will have the right to convert their Notes only upon the occurrence of certain events. From and after February 1, 2026, noteholders may convert their Notes at any time at their election until the close of business on the second scheduled trading day immediately before the maturity date. CNX will settle conversions by paying or delivering, as applicable, cash, shares of its common stock or a combination of cash and shares of its common stock, at CNX's election. The initial conversion rate is 77.8816 shares of common stock per \$1,000 principal amount of Notes, which represents an initial conversion price of approximately \$12.84 per share of common stock. The initial conversion price represents a premium of approximately 20.00% over the last reported sale price of CNX's common stock on the New York Stock Exchange of \$10.70 per share on April 28, 2020. The conversion rate and conversion price will be subject to adjustment upon the occurrence of certain events.

The Notes will be redeemable, in whole or in part, for cash at CNX's option at any time, and from time to time, on or after November 1, 2023 and on or before the 40th scheduled trading day immediately before the maturity date, but only if the last reported sale price per share of CNX's common stock exceeds 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive), including the trading date immediately preceding the date on which CNX provides notice of redemption, during the 30 consecutive trading days ending on, and including, the trading day immediately before the date on which CNX provides the related notice of redemption, at a cash redemption price equal to the principal amount of the Notes to be redeemed, plus accrued and unpaid interest.

The Notes will be fully and unconditionally guaranteed, on a senior, unsecured basis, by the Company's subsidiaries that currently or in the future guarantee the Company's existing 5.875% senior notes due 2022 or 7.25% senior notes due 2027.

If a "fundamental change" (as defined in the indenture for the Notes) occurs, then noteholders may require CNX to repurchase their Notes for cash. The repurchase price will be equal to the principal amount of the Notes to be repurchased, plus accrued and unpaid interest, if any, to, but excluding, the applicable repurchase date.

In connection with the pricing of the Notes, CNX entered into privately negotiated capped call transactions with certain of the initial purchasers or their respective affiliates and/or other financial institutions (the "option counterparties"). The capped call transactions are expected generally to reduce the potential dilution to CNX's common stock upon any conversion of Notes and/or offset any cash payments CNX is required to make in excess of the principal amount of such converted notes, as the case may be, with such reduction and/or offset subject to a cap. The cap price of the capped call transactions will initially be \$18.19 per share of CNX's common stock, which represents a premium of 70.00% over the last reported sale price of CNX's common stock on the New York Stock Exchange of \$10.70 per share on April 28, 2020, and is subject to certain adjustments under the terms of the capped call transactions. If the initial purchasers of the Notes exercise their option to purchase additional Notes, CNX expects to enter into additional capped call transactions with the option counterparties.

CNX expects that, in connection with establishing their initial hedges of the capped call transactions, the option counterparties and/or their respective affiliates expect to enter into various derivative transactions with respect to CNX's common stock and/or purchase shares of CNX's common stock concurrently with or shortly after the pricing of the Notes. This activity could increase (or reduce the size of any decrease in) the market price of CNX's common stock or the Notes at that time. In addition, CNX expects that the option counterparties and/or their respective affiliates may modify their hedge positions by entering into or unwinding various derivative transactions with respect to CNX's common stock and/or purchasing or selling CNX's common stock or other securities of CNX in secondary market transactions following the pricing of the Notes and prior to the maturity of the Notes (and (i) are likely to do so during any observation period related

to a conversion of the Notes on or after February 1, 2026 or following any repurchase of Notes by CNX in connection with any fundamental change and (ii) may do so following any repurchase of Notes by CNX other than in connection with any fundamental change). This activity could also cause or avoid an increase or decrease in the value of the Notes or the market price of CNX's common stock, which could affect the ability of noteholders to convert the Notes, and, to the extent the activity occurs following conversion or during any observation period related to a conversion of the Notes, it could affect the number of shares of CNX's common stock and value of the consideration that noteholders will receive upon conversion of the Notes.

CNX estimates that the net proceeds from the offering will be approximately \$290.2 million, after deducting the initial purchasers' discount and estimated offering expenses payable by CNX (assuming no exercise of the initial purchasers' option to purchase additional Notes). CNX intends to use a portion of the net proceeds from the offering to fund the cost of entering into the capped call transactions described above. CNX expects to use the remainder of the net proceeds from the offering for general corporate purposes, including the repayment or redemption of outstanding indebtedness. If the initial purchasers exercise their option to purchase additional Notes, CNX expects to use a portion of the net proceeds from the sale of the additional Notes to enter into additional capped call transactions as described above and the remainder for general corporate purposes, including the repayment or redemption of outstanding indebtedness.

The Notes and any shares of CNX's common stock issuable upon conversion of the Notes have not been, and will not be, registered under the Securities Act of 1933, as amended (the "Securities Act"), or any state securities laws and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and the rules promulgated thereunder and applicable state securities laws. The Notes will be offered only to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the Securities Act.

This press release does not and shall not constitute an offer to sell or the solicitation of an offer to buy any Notes or shares of CNX's common stock, nor shall there be any offer, solicitation or sale of notes or such common stock in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. The offering may be made only by means of an offering memorandum.

About CNX Resources Corporation

[CNX Resources Corp.](#) (NYSE: CNX) is one of the largest independent natural gas exploration, development and production companies, with operations centered in the major shale formations of the Appalachian basin.

Cautionary Statements:

Various statements in this release, including those that express a belief, expectation or intention, may be considered forward-looking statements (as defined in Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act) that involve risks and uncertainties that could cause actual results to differ materially from projected results. Without limiting the generality of the foregoing, forward-looking statements contained in this communication specifically include statements regarding the expected closing of the sale of the Notes, the anticipated use of the net proceeds from the offering, the potential effects of the capped call transactions and actions of the option counterparties and their respective affiliates. Accordingly, investors should not place undue reliance on forward-looking statements as a prediction of actual results. The forward-looking statements may include projections and estimates concerning the timing and success of specific projects and our future production, revenues, income and capital spending. When we use the words "believe," "intend," "expect," "may," "should," "anticipate," "could," "estimate," "plan," "predict," "project," or their negatives, or other similar expressions, the statements which include those words are usually forward-looking statements. When we describe strategy that involves risks or uncertainties, we are making forward-looking statements. The forward-looking statements in this press release speak only as of the date of this press release; we disclaim any obligation to update these statements. We have based these forward-looking statements on our current expectations and assumptions about future events. While our management considers these expectations and assumptions to be reasonable, they are inherently subject to significant business, economic, competitive, regulatory and other risks, contingencies and uncertainties, most of which are difficult to predict and many of which are beyond our control. These risks, contingencies and uncertainties relate to, among other matters, the risks and uncertainties set forth in the "Risk Factors" section of CNX's Annual Report on Form 10-K for the year ended December 31, 2019, and Quarterly Report on Form 10-Q for the three months ended March 31, 2020, each filed with the Securities and Exchange Commission, and any subsequent reports filed with the Securities and Exchange Commission.

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