

Edgar Filing: EVERGREEN RESOURCES INC - Form 424B3

EVERGREEN RESOURCES INC
 Form 424B3
 September 12, 2002

Filed Pursuant to Rule 424(b)(3)
 Registration No. 333-84442

PROSPECTUS SUPPLEMENT NO. 2
 TO PROSPECTUS DATED APRIL 16, 2002

\$100,000,000

EVERGREEN RESOURCES, INC.

4.75% CONVERTIBLE SUBORDINATED NOTES DUE 2021 AND
 THE COMMON STOCK ISSUABLE UPON CONVERSION OF THE NOTES

This prospectus supplement relates to the resale by the selling securityholders of 4.75% senior convertible notes due 2021 of Evergreen Resources, Inc. and the shares of common stock, no par value, of Evergreen Resources, Inc. issuable upon the conversion of the notes.

This prospectus supplement should be read in conjunction with the prospectus dated April 16, 2002, which is to be delivered with this prospectus supplement. All capitalized terms used but not defined in this prospectus supplement shall have the meanings given them in the prospectus.

The tables below set forth information as of the date hereof concerning beneficial ownership of the notes of the selling securityholders as listed below. All information concerning beneficial ownership has been furnished by the selling securityholders.

The table of selling securityholders contained in the prospectus is hereby amended to add the following entities who are named below as selling securityholders:

NAME	AGGREGATE PRINCIPAL AMOUNT OF MATURITY OF NOTES BENEFICIALLY OWNED THAT MAY BE SOLD	PERCENTAGE OF NOTES OUTSTANDING	NUMBER OF SHARES OF COMMON STOCK THAT MAY BE SOLD (1)
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JMG Triton Capital Partners, LP	\$ 6,000,000	6.00%	120,000
Goldman Sachs and Company	\$ 2,000,000	2.00%	40,000
Lyxor Master Fund	\$10,750,000	10.75%	215,000

Additionally, the following represents updated information regarding the selling securityholders listed in the selling securityholder table in the prospectus:

AGGREGATE

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NAME -----	PRINCIPAL AMOUNT OF MATURITY OF NOTES BENEFICIALLY OWNED THAT MAY BE SOLD -----	PERCENTAGE OF NOTES OUTSTANDING -----	NUMBER OF SHARES OF COMMON STOCK THAT MAY BE SOLD (1) -----
Lyxor Master Hedge Fund	\$800,000	*	16,000

* Less than 1%

(1) Assumes conversion of all of the holder's notes at a conversion rate of 20 shares of common stock per \$1,000 principal amount at maturity of the notes. This conversion rate is subject to adjustment, however, as described in the accompanying prospectus under "Description of Notes--Conversion Rights." As a result, the amount of common stock issuable upon conversion of the notes may increase or decrease in the future.

(2) Calculated based on Rule 13d-3(d) (i) of the Exchange Act, using 18,977,775 shares of common stock outstanding as of July 31, 2002. In calculating this amount for each holder, we treated as outstanding the number of shares of common stock issuable upon conversion of all that holder's notes, but we did not assume conversion of any other holder's notes.

 INVESTING IN THE SECURITIES OFFERED HEREBY INVOLVES A HIGH DEGREE OF RISK. SEE "RISK FACTORS" BEGINNING ON PAGE 7 OF THE ACCOMPANYING PROSPECTUS.

THE SECURITIES AND EXCHANGE COMMISSION AND STATE SECURITIES REGULATORS HAVE NOT APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS SUPPLEMENT OR THE ACCOMPANYING PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

 The date of this Prospectus Supplement is September 12, 2002.