

BANCFIRST CORP /OK/
Form 8-K
February 17, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) February 17, 2012

BANCFIRST CORPORATION

(Exact name of registrant as specified in its charter)

Oklahoma 0-14384 73-1221379
(State or other jurisdiction (Commission (I.R.S. Employer
of incorporation) File Number) Identification No.)

101 N Broadway, Oklahoma City, OK 73102
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (405) 270-1086

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(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 Regulation FD Disclosure

BancFirst Corporation Announces the Merger of 1st Bank Oklahoma into BancFirst

On February 17, 2012, BancFirst completed the previously announced merger of 1st Bank Oklahoma.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BancFirst Corporation
(Registrant)

February 17, 2012

/s/ Joe T. Shockley, Jr.

Joe T. Shockley, Jr.

Executive Vice President and Chief Financial Officer

(Principal Financial Officer)

with: 4.1 Amended and Restated Certificate of Incorporation of Oil States International, Inc. (filed with the Commission as Exhibit 3.1 to our Form 10-K filed on March 30, 2001 and incorporated herein by reference) 4.2 Amended and Restated Bylaws of Oil States International, Inc. (filed with the Commission as Exhibit 3.2 to our Form 10-K filed on March 30, 2001 and incorporated herein by reference) 4.3 Oil States International, Inc. Deferred Compensation Plan 4.4 Form of Oil States International, Inc. Deferred Compensation Plan Trust Agreement 5.1 Opinion of Vinson & Elkins L.L.P. 23.1 Consent of Ernst & Young LLP 23.2 Consent of Arthur Andersen LLP (Dallas, Texas) 23.3 Consent of PricewaterhouseCoopers LLP (Edmonton, Alberta) 23.4 Consent of PricewaterhouseCoopers LLP (Calgary, Alberta) 23.5 Consent of Ernst & Young LLP 23.6 Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1) 24.1 Powers of Attorney (included on the signature page to this registration statement) -4- 5 ITEM 9. UNDERTAKINGS. 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: (a) To include any prospectus required by Section 10(a)(3) of the Securities Act; (b) To reflect in the prospectus any facts or events arising after the effective date of this 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 this registration statement; and (c) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement; provided, however, that the undertakings set forth in paragraphs (1)(a) and (1)(b) above 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 Securities Exchange Act of 1934 that are incorporated by reference in this 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. (4) 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. (5) 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. -5- 6 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 Houston, State of Texas, on the 12th day of June, 2001. OIL STATES INTERNATIONAL, INC. By: /s/ Douglas E. Swanson ----- Douglas E. Swanson President and Chief Executive Officer POWER OF ATTORNEY KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Cindy B. Taylor and/or Douglas E. Swanson, each and individually, his true and lawful attorneys-in-fact and agents, with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments or post-effective amendments to this registration statement on Form S-8, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each of such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and ratifying and confirming all that such attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

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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 12th day of June, 2001. SIGNATURE TITLE ----- /s/ Douglas E. Swanson President, Chief Executive Officer and Director ----- (Principal Executive Officer) Douglas E. Swanson /s/ Cindy B. Taylor Chief Financial Officer ----- (Principal Financial Officer) Cindy B. Taylor /s/ Robert W. Hampton Vice President - Finance and Accounting ----- (Principal Accounting Officer) Robert W. Hampton /s/ L.E. Simmons Chairman of the Board ----- L.E. Simmons /s/ Martin Lambert Director ----- Martin Lambert /s/ Mark G. Papa Director ----- Mark G. Papa /s/ Gary L. Rosenthal Director ----- Gary L. Rosenthal /s/ Andrew L. Waite Director ----- Andrew L. Waite /s/ Stephen A. Wells Director ----- Stephen A. Wells

7	INDEX TO EXHIBITS	EXHIBIT NUMBER	DESCRIPTION
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