

ENCORE ACQUISITION CO
Form 8-K
December 10, 2008

**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): December 5, 2008

ENCORE ACQUISITION COMPANY

(Exact name of registrant as specified in its charter)

Delaware

001-16295

75-2759650

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

777 Main Street, Suite 1400, Fort Worth, Texas

76102

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(817) 877-9955**

Not applicable

(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:

- 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))
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Item 8.01 Other Events.

On December 5, 2008, Encore Operating, L.P. (Encore Operating), a wholly owned subsidiary of Encore Acquisition Company (EAC), entered into a Purchase and Sale Agreement (the Purchase Agreement) with Encore Energy Partners Operating LLC (OLLC), a wholly owned subsidiary of Encore Energy Partners LP (ENP). The Purchase Agreement provides for the sale by Encore Operating of certain oil and natural gas producing properties and related assets in the Arkoma Basin and royalty interest properties in Oklahoma as well as 10,300 unleased mineral acres from EAC. The purchase price is \$49 million in cash, less associated acquisition-related hedge premiums of approximately \$3 million, resulting in a net purchase price of approximately \$46 million. The acquisition will be effective November 1, 2008 and is expected to close in early January 2009.

Each of the parties to the Purchase Agreement is a direct or indirect subsidiary of EAC. As a result, certain officers of EAC serve as officers and/or directors of more than one of such entities. EAC and its affiliates, including Encore Operating, own approximately 20.92 million of ENP s outstanding common units, or approximately 67 percent. EAC, through its indirect ownership of ENP s general partner, also holds all 504,851 general partner units in ENP.

SIGNATURE

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.

ENCORE ACQUISITION COMPANY

Date: December 10, 2008

By: /s/ Andrea Hunter
Andrea Hunter
Vice President, Controller, and Principal
Accounting Officer