
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

ConocoPhillips

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

**925 N. Eldridge Parkway
Houston, TX 77079**
(Address of principal executive offices, including zip code)

01-0562944
(I.R.S. Employer
Identification No.)

2023 Omnibus Stock and Performance Incentive Plan of ConocoPhillips
(Full title of the plan)

Kelly B. Rose
Senior Vice President, Legal and General Counsel
ConocoPhillips
925 N. Eldridge Parkway
Houston, Texas 77079
(281) 293-1000
(Name and address of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

EXPLANATORY NOTE

The Registrant is filing this Registration Statement on Form S-8 to register the offer and sale of 26,000,000 shares of the Registrant's common stock, par value \$.01 per share (the "Common Stock") that may be issued pursuant to the 2023 Omnibus Stock and Performance Incentive Plan of ConocoPhillips.

Part I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information

The information required by Item 1 will be sent or given to participants as specified by Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"). In accordance with Rule 428 and the requirements of Part I of Form S-8, such documents are not being filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. The Registrant will maintain a file of such documents in accordance with the provisions of Rule 428. Upon request, the Registrant will furnish to the Commission or its staff a copy of any or all of the documents included in such file.

Item 2. Registrant Information and Employee Plan Annual Information

The information required by Item 2 will be sent or given to participants as specified by Rule 428 under the Securities Act. In accordance with Rule 428 and the requirements of Part I of Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. The Registrant will maintain a file of such documents in accordance with the provisions of Rule 428. Upon request, the Registrant will furnish to the Commission or its staff a copy of any or all of the documents included in such file.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), by the Registrant are incorporated in this Registration Statement by reference and shall be deemed to be a part hereof:

- (1) [The Registrant's Annual Report on Form 10-K for the year ended December 31, 2022, as filed with the Commission on February 16, 2023;](#)
- (2) [The Registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2023, as filed with the Commission on May 4, 2023;](#)
- (3) The Registrant's Current Report(s) on Form 8-K as filed with the Commission on [February 2, 2023](#), [May 4, 2023](#) and [May 18, 2023](#); and
- (4) The description of the Common Stock contained in the Registrant's [Current Report on Form 8-K, as filed with the Commission on August 30, 2002](#), as updated by [Exhibit 4.1](#) to ConocoPhillips' Annual Report on Form 10-K for the year ended December 31, 2022, and as subsequently amended and updated from time to time.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the filing of this Registration Statement (other than any such documents or portions thereof that are furnished rather than filed), and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold, or which deregisters all securities then remaining unsold, shall be deemed to be incorporated in this Registration Statement by reference and to be a part hereof from the date of filing of such documents.

Any statement contained in this Registration Statement, in an amendment hereto or in a document 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 subsequently filed amendment to this Registration Statement or in any document that also is 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.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

The legality of the issuance of the Common Stock being registered has been passed upon for the Registrant by Shannon B. Kinney, Deputy General Counsel, Chief Compliance Officer and Corporate Secretary of the Registrant. Ms. Kinney is regularly employed by the Registrant, participates in various employee benefit plans of the Registrant under which she may receive shares of Common Stock, restricted stock units or options to purchase shares of Common Stock, and currently beneficially owns less than 1% of the outstanding shares of Common Stock.

Item 6. Indemnification of Directors and Officers.

Delaware law permits a corporation to adopt a provision in its certificate of incorporation eliminating or limiting the personal liability of a director, but not an officer in his or her capacity as such, to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that such provision shall not limit the liability of a director for (i) any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) liability under section 174 of

the Delaware General Corporation Law (the “DGCL”) for unlawful payment of dividends or stock purchases or redemptions, or (iv) any transaction from which the director derived an improper personal benefit. The Registrant’s certificate of incorporation provides that, to the fullest extent of Delaware law, no director of the Registrant shall be liable to the Registrant or the Registrant’s stockholders for monetary damages for breach of fiduciary duty as a director.

Under Delaware law, a corporation may indemnify any individual made a party or threatened to be made a party to any type of proceeding, other than an action by or in the right of the corporation, because he or she is or was an officer, director, employee or agent of the corporation or was serving at the request of the corporation as an officer, director, employee or agent of another corporation or entity against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such proceeding: (i) if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation; or (ii) in the case of a criminal proceeding, if he or she had no reasonable cause to believe that his or her conduct was unlawful. A corporation may indemnify any individual made a party or threatened to be made a party to any threatened, pending or completed action or suit brought by or in the right of the corporation because he or she was an officer, director, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or other entity, against expenses actually and reasonably incurred in connection with such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, provided that such indemnification will be denied if the individual is found liable to the corporation unless, in such a case, the court determines the person is nonetheless entitled to indemnification for such expenses. A corporation must indemnify a present or former director or officer who successfully defends himself or herself in a proceeding to which he or she was a party because he or she was a director or officer of the corporation against expenses actually and reasonably incurred by him or her. Expenses incurred by an officer or director, or any employees or agents as deemed appropriate by the board of directors, in defending civil or criminal proceedings may be paid by the corporation in advance of the final disposition of such proceedings upon receipt of an undertaking by or on behalf of such director, officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation. The Delaware law regarding indemnification and expense advancement is not exclusive of any other rights which may be granted by the Registrant's certificate of incorporation or the Registrant's By-Laws, a vote of stockholders or disinterested directors, agreement or otherwise.

Under the DGCL, termination of any proceeding by conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that such person is prohibited from being indemnified.

The Registrant's By-Laws provide for the indemnification and advancement of expenses of any individual made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Registrant or is or was a director or officer of the Registrant serving as an officer, director, employee or agent of any other enterprise at the request of the Registrant to the fullest extent permitted under applicable law. The Registrant will not indemnify a director or officer who commences any proceeding (except for proceedings to enforce rights of indemnification), unless the commencement of that proceeding was authorized or consented to by the Registrant's board.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit

Number **Document Description**

3.1	Amended and Restated Certificate of Incorporation of ConocoPhillips, dated May 14, 2008 (incorporated by reference to Exhibit 3.1 to the Quarterly Report on Form 10-Q of ConocoPhillips for the quarterly period ended June 30, 2008; File No. 001-32395).
3.2	Second Amended and Restated By-Laws of ConocoPhillips, as amended and restated as of May 16, 2023 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K of ConocoPhillips filed on May 18, 2023; File No. 001-32395).
5.1	Opinion of Shannon B. Kinney as to the legality of securities.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of DeGolyer and MacNaughton.
23.3	Consent of Shannon B. Kinney (included in Exhibit 5.1).
24	Powers of Attorney (included on the signature page hereto).
99.1	2023 Omnibus Stock and Performance Incentive Plan of ConocoPhillips (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of ConocoPhillips filed on May 18, 2023; File No. 001-32395).
107	Calculation of Filing Fee Table

Item 9. Undertakings.

(a) 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:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act;

(ii) 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. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in 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 herein.

(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.

(b) The undersigned Registrant hereby undertakes that, for 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 the 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.

(c) 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 Securities and Exchange 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.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 May 18, 2023.

CONOCOPHILLIPS

By: /s/ Kelly B. Rose

Kelly B. Rose
Senior Vice President,
Legal and General Counsel

POWER OF ATTORNEY

Each person whose signature appears below appoints Kelly B. Rose and Shannon B. Kinney, and each of them, severally, as his or her true and lawful attorney or attorneys-in-fact and agent or agents, each of whom shall be authorized to act with or without the other, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead in his or her capacity as a director or officer or both, as the case may be, of Registrant, to sign any and all amendments (including post-effective amendments) to this Registration Statement and all documents or instruments necessary or appropriate to enable Registrant to comply with the Securities Act and to file the same with the Commission, with full power and authority to each of said attorneys-in-fact and agents to do and perform in the name and on behalf of each such director or officer, or both, as the case may be, each and every act whatsoever that is necessary, appropriate or advisable in connection with any or all of the above-described matters and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Ryan M. Lance</u> Ryan M. Lance	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)	May 18, 2023
<u>/s/ William L. Bullock, Jr.</u> William L. Bullock, Jr.	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 18, 2023
<u>/s/ Christopher P. Delk</u> Christopher P. Delk	Chief Accounting Officer (Principal Accounting Officer)	May 18, 2023
<u>/s/ Dennis V. Arriola</u> Dennis V. Arriola	Director	May 18, 2023
<u>/s/ Gay Huey Evans</u> Gay Huey Evans	Director	May 18, 2023
<u>/s/ Jody Freeman</u> Jody Freeman	Director	May 18, 2023
<u>/s/ Jeffrey A. Joerres</u> Jeffrey A. Joerres	Director	May 18, 2023
<u>/s/ Timothy A. Leach</u> Timothy A. Leach	Director	May 18, 2023
<u>/s/ William H. McRaven</u> William H. McRaven	Director	May 18, 2023
<u>/s/ Sharmila Mulligan</u> Sharmila Mulligan	Director	May 18, 2023
<u>/s/ Eric D. Mullins</u> Eric D. Mullins	Director	May 18, 2023
<u>/s/ Arjun N. Murti</u> Arjun N. Murti	Director	May 18, 2023

/s/ Robert A. Niblock

Robert A. Niblock

Director

May 18, 2023

/s/ David T. Seaton

David T. Seaton

Director

May 18, 2023

/s/ R.A. Walker

R.A. Walker

Director

May 18, 2023

Opinion of Shannon B. Kinney

May 18, 2023

Ladies and Gentlemen:

I am Deputy General Counsel, Chief Compliance Officer and Corporate Secretary of ConocoPhillips, a Delaware corporation (the "Company"), and have acted as counsel for the Company in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act") of the Registration Statement on Form S-8 (the "Registration Statement") with respect to the offer and sale of 26,000,000 shares (the "shares") of the Company's common stock, par value \$0.01 per share (the "common stock"), issuable under the Company's 2023 Omnibus Stock and Performance Incentive Plan (the "2023 Plan").

In furnishing this opinion, I have examined, directly or indirectly through staff or otherwise to my satisfaction, (i) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated By-Laws, each as amended to date, the 2023 Plan and resolutions of the Board of Directors of the Company relating, among other things, to the 2023 Plan, the Registration Statement and (ii) originals, or copies certified or otherwise identified, of corporate records of the Company, including minute books of the Company as furnished to me by the Company, certificates of public officials and of representatives of the Company, statutes and other instruments or documents, as a basis for the opinion hereinafter expressed. In making my examination, I have assumed that all signatures on all documents examined by me are genuine, that all documents submitted to me as originals are accurate and complete, that all documents submitted to me as copies are true and correct copies of the originals thereof and that all information submitted to me was accurate and complete.

On the basis of the foregoing, and subject to the assumptions, limitations and qualifications set forth herein, I am of the opinion that the shares have been duly authorized and, when issued and delivered against payment of the purchase price therefor in accordance with the terms and provisions of the 2023 Plan, such shares will be validly issued, fully paid and nonassessable.

I am a member of the Texas Bar and the opinion set forth above is limited in all respects to the laws of the State of Texas and the General Corporation Law of the State of Delaware, each as in effect on the date hereof.

I hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement and to the reference to my name under the heading "Interests of Named Experts and Counsel" in the Registration Statement and any amendments thereto. In giving such consent, I do not thereby admit that I am within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Shannon B. Kinney

Shannon B. Kinney

Deputy General Counsel, Chief Compliance Officer and Corporate Secretary

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2023 Omnibus Stock and Performance Incentive Plan of ConocoPhillips of our reports dated February 16, 2023, with respect to the consolidated financial statements of ConocoPhillips and the effectiveness of internal control over financial reporting of ConocoPhillips included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Houston, Texas
May 18, 2023

DeGolyer and MacNaughton

5001 Spring Valley Road
Suite 800 East
Dallas, Texas 75244

May 18, 2023

ConocoPhillips
925 N. Eldridge Parkway
Houston, Texas 77079

Ladies and Gentlemen:

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 for the 2023 Omnibus Stock and Performance Incentive Plan of ConocoPhillips of the DeGolyer and MacNaughton process review letter dated February 16, 2023, which appears in ConocoPhillips' Annual Report on Form 10-K for the year ended December 31, 2022.

Very truly yours,

/s/ DeGOLYER and MacNAUGHTON
Texas Registered Engineering Firm F-716

Calculation of Filing Fee Table

Form S-8
(Form Type)

ConocoPhillips
(Exact Name of Registrant as Specified in its Charter)

Table 1—Newly Registered Securities

Security Type	Security Class Type	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.01 per share	Other	26,000,000	\$98.99	\$2,573,740,000.00	0.00011020	\$283,626.15
Total Offering Amounts					\$2,573,740,000.00		\$283,626.15
Total Fee Offsets							
Net Fee Due							\$283,626.15

(1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 (this “Registration Statement”) shall also cover any additional shares of Common Stock, par value \$0.01 per share (the “Common Stock”), of ConocoPhillips (the “Registrant”) that become issuable under the 2023 Omnibus Stock and Performance Incentive Plan of ConocoPhillips, by reason of any stock dividend, stock split, recapitalization or any other similar transaction that results in an increase in the number of the Registrant’s outstanding shares of Common Stock.

(2) Estimated in accordance with Rule 457(c) and 457(h) solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Common Stock as reported on The New York Stock Exchange on May 16, 2023.