

ROAN RESOURCES, INC.
Form SC 13G
February 14, 2019

SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G

Under the
Securities
Exchange Act of
1934
(Amendment
No.)*

Roan Resources,
Inc.
(Name of
Issuer)

Class A
Common Stock,
par value \$0.001
per share
(Title of Class
of Securities)

769755109
(CUSIP
Number)

December 31,
2018
(Date of Event
Which Requires
Filing of This
Statement)

Check the
appropriate box
to designate the
rule pursuant to
which this

Schedule is
filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 10
Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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| | |
|--|--|
| 1 | NAME OF REPORTING PERSON |
| | Elliott Associates, L.P. |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| | Delaware |
| 5 | SOLE VOTING POWER |
| 6 | 5,054,173 SHARED VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 0 |
| 7 | SOLE DISPOSITIVE POWER |
| 8 | 5,054,173 SHARED DISPOSITIVE POWER |
| 9 | 0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |

5,054,173

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

10

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

3.3%

TYPE OF

REPORTING

12

PERSON

PN

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| | |
|--|--|
| 1 | NAME OF REPORTING PERSON |
| 2 | Elliott International, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | Cayman Islands, British West Indies |
| 5 | SOLE VOTING POWER |
| 6 | 0 SHARED VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 10,739,959 SOLE DISPOSITIVE POWER |
| 7 | |
| 8 | 0 SHARED DISPOSITIVE POWER |
| 9 | 10,739,959 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING |

PERSON

10,739,959

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

10

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

7.0%

TYPE OF

REPORTING

12

PERSON

PN

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| | |
|--|--|
| 1 | NAME OF REPORTING PERSON |
| 2 | Elliott International Capital Advisors Inc. CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | Delaware |
| 5 | SOLE VOTING POWER |
| 6 | 0 SHARED VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 10,739,959 |
| 7 | SOLE DISPOSITIVE POWER |
| 8 | 0 SHARED DISPOSITIVE POWER |
| 9 | 10,739,959 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |

10,739,959
CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
10 ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11 REPRESENTED BY
AMOUNT IN ROW
(9)

7.0%
TYPE OF
REPORTING
12 PERSON

CO

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This Schedule 13G reflects the beneficial ownership of the Reporting Persons (as defined below) as of December 31, 2018:

Item 1(a). NAME OF ISSUER

Roan Resources, Inc. (the "Issuer")

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

14701 Hertz Quail Springs Pkwy
Oklahoma City, OK 73134

Item 2(a). NAME OF PERSON FILING

The names of the persons filing this statement on Schedule 13G are: Elliott Associates, L.P. and its wholly-owned subsidiaries (collectively, "Elliott Associates"), Elliott International, L.P. ("Elliott International") and its wholly-owned subsidiaries and Elliott International Capital Advisors Inc. ("International Advisors" and collectively with Elliott Associates and Elliott International, the "Reporting Persons"). Paul E. Singer ("Singer"), Elliott Capital Advisors, L.P., a Delaware limited partnership ("Capital Advisors"), which is controlled by Singer, and Elliott Special GP, LLC, a Delaware limited liability company ("Special GP"), which is controlled by Singer, are the general partners of Elliott Associates. Hambledon, Inc. ("Hambledon") is the general partner of Elliott International. International Advisors is the investment manager for Elliott International. International Advisors expressly disclaims equitable ownership of and pecuniary interest in any Class A Common Stock.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

The business address of Elliott Associates, International Advisors, Capital Advisors, Singer and Special GP is 40 West 57th Street, 30th Floor, New York, New York 10019.

The business address of Elliott International and Hambledon is c/o Maples & Calder, P.O. Box 309, Ugland House, South Church Street, George Town, Cayman Islands, British West Indies.

Item 2(c). CITIZENSHIP

Each of Elliott Associates and Capital Advisors is a limited partnership formed under the laws of the State of Delaware.

Elliott International is a limited partnership formed under the laws of the Cayman Islands, British West Indies.

International Advisors is a corporation formed under the laws of the State of Delaware.

Special GP is a limited liability company formed under the laws of the State of Delaware.

Hambledon is a corporation formed under the laws of the Cayman Islands, British West Indies.

Singer is a U.S. citizen.

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Item 2(d). TITLE OF CLASS OF SECURITIES

Class A Common Stock, par value \$0.001 per share (the "Class A Common Stock")

Item 2(e). CUSIP NUMBER

769755109

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (f) "
A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (g) "
A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (h) "
A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (i) "
A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

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(a) Amount beneficially owned:

Elliott Associates individually beneficially owns 5,054,173 shares of Class A Common Stock, including 5,027,660 shares of Class A Common Stock through The Liverpool Limited Partnership, a Bermuda limited partnership that is a wholly-owned subsidiary of Elliott Associates (“Liverpool”).

Elliott International and International Advisors together beneficially own the 10,739,959 shares of Class A Common Stock held by Spraberry Investments Inc., a Delaware corporation that is a wholly-owned subsidiary of Elliott International (“Spraberry”).

Elliott Associates, Elliott International and International Advisors together beneficially own an aggregate of 15,794,132 shares of Class A Common Stock.

(b) Percent of class:

The aggregate percentage of Class A Common Stock reported owned by each person named herein is based upon 152,539,532 shares of Class A Common Stock outstanding as of November 9, 2018, as reported in the Issuer’s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018, filed with the Securities and Exchange Commission on November 13, 2018.

Elliott Associates beneficially owned approximately 3.3% of the outstanding shares of Class A Common Stock.

Elliott International and International Advisors owned approximately 7.0% of the outstanding shares of the Class A Common Stock.

Elliott Associates, Elliott International and International Advisors’ aggregate beneficial ownership constituted approximately 10.4% of the outstanding shares of Class A Common Stock.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

Elliott Associates has sole power to vote or direct the vote of 5,054,173 shares of Class A Common Stock.

(ii) Shared power to vote or to direct the vote

Elliott International and International Advisors together have shared power to vote or direct the vote of 10,739,959 shares of Class A Common Stock.

(iii) Sole power to dispose or to direct the disposition of

Elliott Associates has sole power to dispose or direct the disposition of 5,054,173 shares of Class A Common Stock.

(iv) Shared power to dispose or to direct the disposition of

Elliott International and International Advisors together have shared power to dispose or direct the disposition of 10,739,959 shares of Class A Common Stock.

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Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Elliott Associates holds 5,027,660 shares of Class A Common Stock through Liverpool. Elliott International holds 10,739,959 shares of Class A Common Stock through Spraberry.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

See Exhibit A.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: February 14, 2019

ELLIOTT ASSOCIATES, L.P.

By: Elliott Capital Advisors, L.P., as General Partner

By: Braxton Associates, Inc., as General Partner

/s/ Elliot Greenberg

Name: Elliot Greenberg

Title: Vice President

ELLIOTT INTERNATIONAL, L.P.

By: Elliott International Capital Advisors Inc., as Attorney-in-Fact

/s/ Elliot Greenberg

Name: Elliot Greenberg

Title: Vice President

ELLIOTT INTERNATIONAL CAPITAL ADVISORS INC.

/s/ Elliot Greenberg

Name: Elliot Greenberg

Title: Vice President

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Exhibit A

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G with respect to shares of Class A Common Stock of Roan Resources, Inc. dated February 14, 2019, and any further amendments thereto signed by each of the undersigned shall be, filed on behalf of each of the undersigned pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

DATE: February 14, 2019

ELLIOTT ASSOCIATES, L.P.

By: Elliott Capital Advisors, L.P., as General Partner

By: Braxton Associates, Inc., as General Partner

/s/ Elliot Greenberg

Name: Elliot Greenberg

Title: Vice President

ELLIOTT INTERNATIONAL, L.P.

By: Elliott International Capital Advisors Inc., as Attorney-in-Fact

/s/ Elliot Greenberg

Name: Elliot Greenberg

Title: Vice President

ELLIOTT INTERNATIONAL CAPITAL ADVISORS INC.

/s/ Elliot Greenberg

Name: Elliot Greenberg

Title: Vice President

