

Oasis Petroleum Inc.  
Form SC 13G  
October 06, 2016

---

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

---

SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No. )\*

---

OASIS PETROLEUM INC.  
(Name of Issuer)

---

COMMON STOCK, PAR VALUE \$0.01 PER SHARE  
(Title of Class of Securities)

674215108  
(CUSIP Number)

October 6, 2016  
(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)

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 disclosures provided in a prior cover page.

The information required on 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).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

---

\* Although previously disclosing beneficial ownership on Schedule 13D filed with the Securities and Exchange Commission on December 29, 2014 and as amended on January 7, 2015, January 9, 2015, March 5, 2015 and October 6, 2016, the Reporting Persons (as defined herein) have chosen to disclose beneficial ownership on

Schedule 13G, pursuant to Rule 13d-1(c). No ownership change is being reported in this filing.

---

CUSIP No. 674215108

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of  
above persons (entities  
only).

2. SPO Partners II, L.P.  
Check the Appropriate Box  
if a Member of a Group (See  
Instructions)  
(a) (b)

3. SEC Use Only

4. Citizenship or Place of  
Organization

5. Delaware  
Sole Voting Power

Number of 15,802,726 (1)  
Shares Shared Voting Power  
Beneficially 6.  
Owned by -0-  
Each Sole Dispositive Power  
Reporting 7.  
Person 15,802,726 (1)  
With: Shared Dispositive Power

8. -0-  
Aggregate Amount  
Beneficially Owned by Each  
Reporting Person

9. 15,802,726  
Check if the Aggregate  
Amount in Row (9)  
10. Excludes Certain Shares  
(See Instructions)

11. Percent of Class Represented  
by Amount in Row (9)

12. 8.8%  
Type of Reporting Person  
(See Instructions)

(PN)

---

(1) Power is exercised through its sole general partner, SPO Advisory Partners, L.P.

Page 2 of 15

---

CUSIP No. 674215108

- Names of Reporting Persons.  
I.R.S. Identification Nos. of  
above persons (entities  
only).
- 1.
- SPO Advisory Partners, L.P.  
Check the Appropriate Box  
if a Member of a Group (See  
Instructions)
2. (a) (b)
3. SEC Use Only
- Citizenship or Place of  
Organization
4. Delaware  
Sole Voting Power
5. Number of Shares Beneficially  
Owned by Each Reporting  
Person With: 15,802,726 (1)(2)  
Shared Voting Power  
-0-  
Sole Dispositive Power  
7. 15,802,726 (1)(2)  
Shared Dispositive Power
8. -0-  
Aggregate Amount  
Beneficially Owned by Each  
Reporting Person
9. 15,802,726  
Check if the Aggregate  
Amount in Row (9)  
Excludes Certain Shares  
(See Instructions)
10. Percent of Class Represented  
by Amount in Row (9)
11. 8.8%  
Type of Reporting Person  
(See Instructions)
12. (PN)
-

- (1) Solely in its capacity as the sole general partner of SPO Partners II, L.P.
- (2) Power is exercised through its sole general partner, SPO Advisory Corp.

Page 3 of 15

---

CUSIP No. 674215108

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).
2.	San Francisco Partners, L.P. Check the Appropriate Box if a Member of a Group (See Instructions) (a)            (b)
3.	SEC Use Only
4.	Citizenship or Place of Organization  California Sole Voting Power
5.	Number of            1,175,400 (1) Shares                Shared Voting Power Beneficially
6.	Owned by            -0- Each                  Sole Dispositive Power
7.	Reporting Person    1,175,400 (1) With:                  Shared Dispositive Power
8.	-0-
9.	Aggregate Amount Beneficially Owned by Each Reporting Person  1,175,400
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11.	Percent of Class Represented by Amount in Row (9)  0.7%
12.	Type of Reporting Person (See Instructions)  (PN)

(1) Power is exercised through its sole general partner, SF Advisory Partners, L.P.

Page 4 of 15

---



CUSIP No. 674215108

- Names of Reporting Persons.  
I.R.S. Identification Nos. of  
above persons (entities  
only).
- 1.
- SF Advisory Partners, L.P.  
Check the Appropriate Box  
if a Member of a Group (See  
Instructions)
2. (a) (b)
3. SEC Use Only
- Citizenship or Place of  
Organization
4. Delaware  
Sole Voting Power
5. Number of 1,175,400 (1)(2)  
Shares Shared Voting Power  
Beneficially 6.  
Owned by -0-  
Each Sole Dispositive Power  
Reporting 7.  
Person 1,175,400 (1)(2)  
With: Shared Dispositive Power
8. -0-  
Aggregate Amount  
Beneficially Owned by Each  
Reporting Person
9. 1,175,400  
Check if the Aggregate  
Amount in Row (9)  
Excludes Certain Shares  
(See Instructions)
10. Percent of Class Represented  
by Amount in Row (9)
11. 0.7%  
Type of Reporting Person  
(See Instructions)
12. (PN)
-

(1) Solely in its capacity as the sole general partner of San Francisco Partners, L.P.

(2) Power is exercised through its sole general partner, SPO Advisory Corp.

Page 5 of 15

---

CUSIP No. 674215108

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).
2.	SPO Advisory Corp. Check the Appropriate Box if a Member of a Group (See Instructions) (a)            (b)
3.	SEC Use Only
4.	Citizenship or Place of Organization
5.	Delaware Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	16,978,126 (1)(2) Shared Voting Power -0- Sole Dispositive Power 7. 16,978,126 (1)(2) Shared Dispositive Power
8.	-0-
9.	Aggregate Amount Beneficially Owned by Each Reporting Person
10.	16,978,126 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11.	Percent of Class Represented by Amount in Row (9)
12.	9.4% Type of Reporting Person (See Instructions)
	(CO)

Solely in its capacity as the sole general partner of SPO Advisory Partners, L.P. with respect to 15,802,726 of such (1) shares, and solely in its capacity as the sole general partner of SF Advisory Partners, L.P. with respect to 1,175,400 of such shares.

(2) Power is exercised through its two controlling persons, John H. Scully and Eli J. Weinberg.

Page 6 of 15

---

CUSIP No. 674215108

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).
2.	John H. Scully Check the Appropriate Box if a Member of a Group (See Instructions) (a)            (b)
3.	SEC Use Only
4.	Citizenship or Place of Organization  USA Sole Voting Power
5.	Number of            855,800 (1) Shares                Shared Voting Power Beneficially
6.	Owned by            16,978,126 (2) Each                  Sole Dispositive Power
7.	Reporting Person    855,800 (1) With:                  Shared Dispositive Power
8.	16,978,126 (2) Aggregate Amount
9.	Beneficially Owned by Each Reporting Person  17,833,926 Check if the Aggregate Amount in Row (9)
10.	Excludes Certain Shares (See Instructions)
11.	Percent of Class Represented by Amount in Row (9)  9.9%
12.	Type of Reporting Person (See Instructions)  (IN)

(1) Of these Shares, 157,800 Shares may be deemed beneficially owned by Mr. Scully in his capacity as controlling person, director and executive officer of the Phoebe Snow Foundation, Inc.; and 698,000 Shares may be deemed beneficially owned by Mr. Scully in his capacity as controlling person, director and executive officer of the Scully Memorial Foundation.

(2) These shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as one of two controlling persons of SPO Advisory Corp.

CUSIP No. 674215108

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of  
above persons (entities  
only).

Eli J. Weinberg

2. Check the Appropriate Box  
if a Member of a Group (See  
Instructions)  
(a) (b)

3. SEC Use Only

4. Citizenship or Place of  
Organization

USA

5. Sole Voting Power

Number of -0-  
Shares Shared Voting Power  
Beneficially 6.

Owned by 16,978,126 (1)  
Each Sole Dispositive Power

Reporting 7.  
Person -0-  
With: Shared Dispositive Power

8.

16,978,126 (1)

9. Aggregate Amount  
Beneficially Owned by Each  
Reporting Person

16,978,126

10. Check if the Aggregate  
Amount in Row (9)  
Excludes Certain Shares  
(See Instructions)

11. Percent of Class Represented  
by Amount in Row (9)

9.4%

12. Type of Reporting Person  
(See Instructions)

(IN)

---

(1) These shares may be deemed to be beneficially owned by Mr. Weinberg solely in his capacity as one of two controlling persons of SPO Advisory Corp.

Page 8 of 15

---



CUSIP No. 674215108

Names of Reporting Persons.  
 I.R.S. Identification Nos. of  
 1. above persons (entities  
 only).

Ian R. McGuire  
 Check the Appropriate Box  
 if a Member of a Group (See  
 2. Instructions)  
 (a) (b)

3. SEC Use Only

Citizenship or Place of  
 4. Organization

USA  
 Sole Voting Power  
 5.

Number of 1,842  
 Shares Shared Voting Power  
 Beneficially 6.  
 Owned by -0-  
 Each Sole Dispositive Power  
 Reporting 7.  
 Person 1,842  
 With: Shared Dispositive Power  
 8.  
 -0-  
 Aggregate Amount  
 Beneficially Owned by Each  
 9. Reporting Person

1,842  
 Check if the Aggregate  
 Amount in Row (9)  
 10. Excludes Certain Shares  
 (See Instructions)

Percent of Class Represented  
 by Amount in Row (9)  
 11.

\*\*0.1%  
 Type of Reporting Person  
 (See Instructions)  
 12.

(IN)

---

\*\*Denotes less than

Page 9 of 15

---

CUSIP No. 674215108

Names of Reporting Persons.  
 I.R.S. Identification Nos. of  
 above persons (entities  
 only).

1. Phoebe Snow Foundation,  
 Inc.

2. Check the Appropriate Box  
 if a Member of a Group (See  
 Instructions)  
 (a) (b)

3. SEC Use Only

4. Citizenship or Place of  
 Organization

5. California  
 Sole Voting Power

Number of 157,800 (1)  
 Shares Shared Voting Power  
 Beneficially 6.  
 Owned by -0-  
 Each Sole Dispositive Power  
 Reporting 7.  
 Person 157,800 (1)  
 With: Shared Dispositive Power

8. -0-

9. Aggregate Amount  
 Beneficially Owned by Each  
 Reporting Person

10. 157,800  
 Check if the Aggregate  
 Amount in Row (9)  
 Excludes Certain Shares  
 (See Instructions)

11. Percent of Class Represented  
 by Amount in Row (9)

12. \*\*0.1%  
 Type of Reporting Person  
 (See Instructions)

(CO)

---

\*\*Denotes less than

(1)Power is exercised through its controlling person, director and executive officer, John H. Scully.

Page 10 of 15

---

CUSIP No. 674215108

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of  
above persons (entities  
only).

2. Scully Memorial Foundation  
Check the Appropriate Box  
if a Member of a Group (See  
Instructions)  
(a) (b)

3. SEC Use Only

4. Citizenship or Place of  
Organization

5. California  
Sole Voting Power

Number of 698,000 (1)  
Shares Shared Voting Power  
Beneficially 6.  
Owned by -0-  
Each Sole Dispositive Power  
Reporting 7.  
Person 698,000 (1)  
With: Shared Dispositive Power

8. -0-  
Aggregate Amount  
Beneficially Owned by Each  
Reporting Person

9. 698,000  
Check if the Aggregate  
Amount in Row (9)  
10. Excludes Certain Shares  
(See Instructions)

11. Percent of Class Represented  
by Amount in Row (9)

12. 0.4%  
Type of Reporting Person  
(See Instructions)

(CO)

---

(1) Power is exercised through its controlling person, director and executive officer, John H. Scully.

Page 11 of 15

---

Item 1.(a) Name of Issuer

Oasis Petroleum Inc.

(b) Address of Issuer's Principal Executive Offices

1001 Fannin Street, Suite 1500,  
Houston, Texas 77002

Item 2.(a) Name of Person Filing

SPO Partners II, L.P., a Delaware limited partnership ("SPO"), SPO Advisory Partners, L.P., a Delaware limited partnership ("SPO Advisory Partners"), San Francisco Partners, L.P., a California limited partnership ("SFP"), SF Advisory Partners, L.P., a Delaware limited partnership ("SF Advisory Partners"), SPO Advisory Corp., a Delaware corporation ("SPO Advisory Corp."), John H. Scully ("JHS"), Eli J. Weinberg ("EJW"), Ian R. McGuire ("IRM"), Phoebe Snow Foundation, Inc., a California corporation ("PS Foundation"), and Scully Memorial Foundation, a California corporation ("SM Foundation") are sometimes hereinafter referred to as the "Reporting Persons."

The Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Act"), although neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that a group exists.

(b),  
(c) Address of Principal Business Office or, if None, Residence; Citizenship of Reporting Persons

The principal business address of SPO is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SPO is a Delaware limited partnership.

The principal business address of SPO Advisory Partners is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SPO Advisory Partners is a Delaware limited partnership.

The principal business address of SFP is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SFP is a California limited partnership.

The principal business address of SF Advisory Partners is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SF Advisory Partners is a Delaware limited partnership.

The principal business address of SPO Advisory Corp. is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SPO Advisory Corp. is a Delaware corporation.

The principal business address of JHS is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. JHS is a citizen of the United States of America.

The principal business address of EJW is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. EJW is a citizen of the United States of America.

The principal business address of IRM is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. IRM is a citizen of the United States of America.

Edgar Filing: Oasis Petroleum Inc. - Form SC 13G

The principal business address of PS Foundation is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. PS Foundation is a California corporation.

The principal business address of SM Foundation is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SM Foundation is a California corporation.

(d) Title of Class of Securities

Common Stock, par value \$0.01 per share

(e) CUSIP Number:

674215108

Item 3. Statement filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c):

Not Applicable.

Page 12 of 15

---



## 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.

	(b)	(a)	(c)(i)		(c)(ii)		(c)(iii)		(c)(iv)	
			Common Shares		Voting Power		Disposition Power			
Reporting Persons	Percent of Class	Beneficially Owned	Sole	Shared	Sole	Shared	Sole	Shared	Sole	Shared
SPO Partners II, L.P.	8.8%	15,802,726	15,802,726		15,802,726		15,802,726		15,802,726	
SPO Advisory Partners, L.P.	8.8%	15,802,726	15,802,726		15,802,726		15,802,726		15,802,726	
San Francisco Partners, L.P.	0.7%	1,175,400	1,175,400	0			1,175,400	0		
SF Advisory Partners, L.P.	0.7%	1,175,400	1,175,400	0			1,175,400	0		
SPO Advisory Corp.	9.4%	16,978,126	16,978,126				16,978,126			
John H. Scully	9.9%	17,833,926	855,800	16,978,126	855,800	16,978,126	855,800	16,978,126	855,800	16,978,126
Eli J. Weinberg	9.4%	16,978,126	0	16,978,126	0	16,978,126	0	16,978,126	0	16,978,126
Ian R. McGuire	**0.1%	1,842	1,842	0	1,842	0	1,842	0	1,842	0
Phoebe Snow Foundation, Inc.	**0.1%	157,800	157,800	0	157,800	0	157,800	0	157,800	0
Scully Memorial Foundation	0.4%	698,000	698,000	0	698,000	0	698,000	0	698,000	0

\*\*Denotes less than

## Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

## Item 6. Ownership of More than Five Percent on Behalf of Another Person.

No other persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from, or other proceeds from the sale of, the common shares held by the Reporting Persons.

## Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

Identification and Classification of Members of the Group.

Item  
8.

Not Applicable.

Item  
9. Notice of Dissolution of Group.

Not Applicable.

Item  
10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

October 6, 2016

Date

/s/ Kim M. Silva

Signature

Kim M. Silva

Attorney-in-fact for:

SPO PARTNERS II,

L.P. (1)

SPO ADVISORY

PARTNERS, L.P. (1)

SAN FRANCISCO

PARTNERS, L.P. (1)

SF ADVISORY

PARTNERS, L.P. (1)

SPO ADVISORY

CORP. (1)

JOHN H. SCULLY

(1)

ELI J. WEINBERG

(1)

IAN R. MCGUIRE

(1)

PHOEBE SNOW

FOUNDATION,

INC. (1)

SCULLY

MEMORIAL

FOUNDATION (1)

(1) A Power of Attorney authorizing Kim M. Silva to act on behalf of this person or entity has been previously filed with the Securities and Exchange Commission.

EXHIBIT INDEX

Exhibit Document Description

- A Agreement Pursuant to Rule 13d-1(k)
- B Power of Attorney (previously filed)