

ZORICH ROBERT L  
Form 5  
February 14, 2011

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
**ZORICH ROBERT L**  
  
(Last) (First) (Middle)  
  
1100 LOUISIANA, SUITE 3150  
  
(Street)

2. Issuer Name and Ticker or Trading Symbol  
**Oasis Petroleum Inc. [OAS]**  
  
3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2010

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
  
(check applicable line)

HOUSTON, TX 77002

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                                      |  |                                |   |        |  |   |   |   |
|--|--------------------------------------|--|--------------------------------|---|--------|--|---|---|---|
| 1. Title of Security (Instr. 3)  | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |        | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)      | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |   |
|  |                                      |  |                                | Amount (A) or (D)   | Price  |  |   |   |   |
| Common Stock   | 12/17/2010                           | ^  | J <sup>(1)</sup>               | 22,284,753 <sup>(2)</sup>   | A \$ 0 | 22,284,753 <sup>(2)</sup>  | D <sup>(3)</sup> <sup>(4)</sup> <sub>(5)</sub> <sub>(6)</sub> |   | ^ |
| Common Stock   | ^                                    | ^  | ^                              | ^   | ^      | 4,500 <sup>(7)</sup>   | D   |   | ^ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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.**

SEC 2270 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: ZORICH ROBERT L - Form 5

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Price of Underlying Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ZORICH ROBERT L<br>1100 LOUISIANA<br>SUITE 3150<br>HOUSTON, TX 77002 | X             | X         | X       | X     |

## Signatures

/s/ Robert L. Zorich 02/14/2011

\*\*Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Pursuant to the company agreement of OAS Holding Company LLC ("OAS Holdco") and in connection with the dissolution of OAS Holdco, OAS Holdco made a pro rata distribution of the securities of the issuer to all of its members, of which EnCap Energy Capital Fund VI, L.P. ("EnCap Fund VI"), EnCap VI-B Acquisitions, L.P. ("EnCap VI-B") and EnCap Energy Capital Fund VII, L.P. ("EnCap Fund VII" and, together with EnCap Fund VI and EnCap VI-B, the "EnCap Funds") are members.

(2) As a result of the distribution by OAS Holdco, EnCap Fund VI directly owns 9,440,066 shares of common stock, EnCap VI-B directly owns 5,167,318 shares of common stock and EnCap Fund VII directly owns 7,677,369 shares of common stock. The reporting person is voluntarily filing this Form 5 for the sole purpose of showing current ownership.

(3) The EnCap Funds are controlled indirectly by David B. Miller, D. Martin Phillips, Gary R. Petersen, and Robert L. Zorich (the "Managing Directors"). The Managing Directors are members of RNBD GP LLC ("RNBD") and any action taken by RNBD to dispose or acquire securities has to be unanimously approved by all four members. RNBD is the sole member of EnCap Investments GP, L.L.C. ("EnCap Investments GP"), which is the general partner of EnCap Investments L.P. ("EnCap Investments LP"), which is the general partner of EnCap Equity Fund VI GP, L.P. ("EnCap Fund VI GP") and EnCap Equity Fund VII GP, L.P. ("EnCap Fund VII GP").

(4) EnCap Fund VI GP is the sole general partner of EnCap Fund VI and EnCap Fund VII GP is the sole general partner of EnCap Fund VII. EnCap Fund VI GP is also the general partner of EnCap Energy Capital Fund VI-B ("EnCap Fund VI-B"), which is the sole member of EnCap VI-B Acquisitions GP, LLC ("EnCap VI-B GP"), which is the sole general partner of EnCap VI-B. Therefore, the Managing Directors, RNBD, EnCap Investments GP, EnCap Investments LP, EnCap Fund VI GP, EnCap Fund VII GP, EnCap Fund VI-B, and EnCap VI-B GP may be deemed to beneficially own the reported securities.

## Edgar Filing: ZORICH ROBERT L - Form 5

- (5) This report is filed in connection with the Form 5 jointly filed today by the EnCap Funds and Messrs. Miller, Phillips and Petersen.
- The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein, and
- (6) this report shall not be deemed an admission that the reporting person is the beneficial owner of the reported securities for purposes of Section 16 or for any other purpose.
- (7) Represents shares of restricted stock received by the reporting person from the issuer as director compensation.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.