

# SECURITIES AND EXCHANGE COMMISSION

## FORM 8-K

Current report filing

Filing Date: **2005-05-02** | Period of Report: **2005-05-02**  
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### FILER

#### **FRONTIER OIL CORP /NEW/**

CIK: **110430** | IRS No.: **741895085** | State of Incorpor.: **WY** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: **001-07627** | Film No.: **05788752**  
SIC: **2911** Petroleum refining

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7136889600

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**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): May 2, 2005

**FRONTIER OIL CORPORATION**  
(Exact name of registrant as specified in its charter)

**Wyoming**  
(State or other jurisdiction of incorporation  
or organization)

**1-7627**  
(Commission File Number)

**74-1895085**  
(I.R.S. Employer Identification No.)

**10000 Memorial Drive, Suite 600**  
**Houston, Texas**  
(Address of principal executive offices)

**77024-3411**  
(Zip Code)

Registrant's telephone number, including area code: **(713) 688-9600**

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 (see General Instruction A.2. below):

- 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 13e-4(c) 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 May 2, 2005, Frontier Oil Corporation issued a press release announcing the decision in the lawsuit against Holly Corporation. The press release is filed as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press release issued by Frontier Oil Corporation dated May 2, 2005 announcing the decision in the lawsuit against Holly Corporation

## SIGNATURES

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.

FRONTIER OIL CORPORATION

By: /s/ Julie H. Edwards

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Julie H. Edwards

Executive Vice President - Finance and  
Administration, Chief Financial Officer

Date: May 2, 2005



**FRONTIER**  
OIL CORPORATION

NEWS  
RELEASE

2005-07

*FOR IMMEDIATE RELEASE*

Contact: Doug Aron  
(713) 688-9600 x145

**FRONTIER OIL ANNOUNCES DECISION IN THE LAWSUIT  
AGAINST HOLLY CORPORATION**

HOUSTON, TEXAS, May 2, 2005 - Frontier Oil Corporation (NYSE: FTO) announced today that the Delaware Chancery Court has rendered its decision in the Company's lawsuit against Holly Corporation that arose out of the failed merger between the two companies. Vice Chancellor John Noble ruled that Frontier had not proved that Holly repudiated the Merger Agreement. Instead, he ruled that Frontier had breached the Merger Agreement by declaring that Holly had repudiated the contract and by filing the lawsuit. The Court also ruled, however, that Holly had suffered no damages from Frontier's breach and thus, Holly is only entitled to an award of nominal damages of \$1.00.

The opinion also addresses Holly's position that the potential impact on Frontier of the Beverly Hills litigation, which is described in Frontier's public filings, would have excused Holly's performance under the Merger Agreement. Vice Chancellor Noble ruled that Holly was unable to prove that the Beverly Hills litigation would have, or would reasonably be expected to have, a material adverse effect on Frontier.

Frontier's Chairman, President and CEO, James Gibbs, commented, "We are very disappointed by the decision, and are currently evaluating our alternatives with respect to an appeal. We continue to believe that the combination of Frontier and Holly would have created a terrific company, so we are disappointed that our shareholders were not able to benefit from our efforts to retain the benefits of the merger."

Frontier operates a 110,000 barrel-per-day refinery located in El Dorado, Kansas, and a 46,000 barrel-per-day refinery located in Cheyenne, Wyoming, and markets its refined products principally along the eastern slope of the Rocky Mountains and in other neighboring plains states. Information about the Company may be found on its web site [www.frontieroil.com](http://www.frontieroil.com).

*This press release includes "forward-looking statements" as defined by the Securities and Exchange Commission. Such statements are those concerning strategic plans, expectations and objectives for future operations. All statements, other than statements of historical facts, included in this press release that address activities, events or developments that the Company expects, believes or anticipates will or may occur in the future are forward-looking statements. These statements are based on certain assumptions made by the Company based on its experience and perception of historical trends, current conditions, expected future developments and other factors it believes are appropriate in the circumstances. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of the Company. Investors are cautioned that any such statements are not guarantees of future performance and that actual results or developments may differ materially from those projected in the forward-looking statements.*

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