

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **1999-09-10**  
SEC Accession No. **0000950129-99-004046**

([HTML Version](#) on [secdatabase.com](#))

### SUBJECT COMPANY

#### **BROWN TOM INC /DE**

CIK: **14803** | IRS No.: **951949781** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 13D/A** | Act: **34** | File No.: **005-33402** | Film No.: **99709671**  
SIC: **1311** Crude petroleum & natural gas

Business Address  
508 W WALL  
STE 500  
MIDLAND TX 79701  
9156829715

### FILED BY

#### **K N ENERGY INC**

CIK: **54502** | IRS No.: **480290000** | State of Incorporation: **KS** | Fiscal Year End: **1231**  
Type: **SC 13D/A**  
SIC: **4923** Natural gas transmission & distribution

Mailing Address  
370 VAN GORDON STREET  
P O BOX 281304  
LAKEWOOD CO 80228-8304

Business Address  
370 VAN GORDON ST  
PO BOX 281304  
LAKEWOOD CO 80228-8304  
3039891740

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

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SCHEDULE 13D/A  
Under the Securities Exchange Act of 1934  
(Amendment No. 1)

TOM BROWN, INC.  
(Name of Issuer)

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COMMON STOCK, \$0.10 PAR VALUE  
(Title of Class of Securities)

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11566021  
(CUSIP Number)

Michael S. Richards  
Assistant General Counsel - Finance  
K N Energy, Inc.  
370 Van Gordon Street  
Lakewood, Colorado 80228-8307  
(303) 914-4687  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

September 3, 1999  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d- 1(f) or 240.13d-1(g), check the following box: [ ].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7(b) for other parties to whom copies are to be sent.

\*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 (the "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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CUSIP NO.: 115660201

SCHEDULE 13DA

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1	NAME OF REPORTING PERSON; S.S. OR IRS IDENTIFICATION NUMBER
	K N Energy, Inc.; 48-0290000
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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
	(a) <input type="checkbox"/>
	(b) <input checked="" type="checkbox"/>
-----	
3	SEC USE ONLY
-----	
4	SOURCE OF FUNDS
-----	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)
	<input type="checkbox"/>
-----	
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	Kansas
-----	
7	Sole Voting Power
	918,367
-----	
8	SHARED VOTING POWER

0

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9 SOLE DISPOSITIVE POWER

918,367

---

10 SHARED DISPOSITIVE POWER

0

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

918,367

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

[ ]

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.5%

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14 TYPE OF REPORTING PERSON

CO

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AMENDMENT NO. 1 TO  
STATEMENT ON SCHEDULE 13D

NOTE:

On January 31, 1996 K N Energy, Inc. ("KN") pursuant to the closing of the Agreement and Plan of Reorganization dated as of January 31, 1996 among Tom Brown, Inc. (the "Issuer"), TBI Acquisition, Inc., a Delaware corporation and wholly owned subsidiary of the Issuer, KN and K N Production Company, a Delaware corporation and wholly owned subsidiary of KN (the "Agreement"), acquired 1,000,000 shares of \$1.75 Convertible Preferred Stock, Series A, par value \$0.10 per share (the "Preferred Stock"), of the Issuer and 918,367 shares of Common Stock, par value \$0.10 per share, (the "Common Stock"), of the Issuer.

ITEM 1. SECURITY AND ISSUER.

This statement relates to the Common Stock, of the Issuer, a Delaware corporation, P. O. Box 2608, Midland, Texas 79702.

ITEM 2. IDENTITY AND BACKGROUND.

The person filing this statement is KN, a Kansas corporation. KN is principally engaged in the transmission and distribution of natural gas. The address of its principal business and the address of its principal office is 370 Van Gordon Street, Lakewood, Colorado 80228-8304. During the last five years, KN has not been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors). During the last five years, KN has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION; ITEM 4. PURPOSE OF TRANSACTION; ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

By private placement effected on September 3, 1999, KN sold 1,000,000 shares of the Preferred Stock, which are convertible into 1,666,000 shares of Common Stock, for \$17.20 per share on a converted basis.

The Reporting Persons ceased to beneficially own more than five percent of the Common Stock on September 3, 1999. Other than the transactions described herein, the Reporting Entity has not effected any transaction in the Common Stock during the preceding sixty days.

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ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

In connection with KN's original purchase, KN was granted certain registration rights relating to a future sale of the Common Stock of the Issuer held by KN. In connection with the sale of the Preferred Stock, the Issuer agreed to amend the Registration Rights Agreement between the Issuer and KN dated January 31, 1996 (the "Registration Rights Agreement") to lower the number of shares of Common Stock required to be included in a demand registration from 1,000,000 to 900,000. Except for the Agreement, the Registration Rights Agreement, and the Consent and Assignment Under and Amendment to Registration Rights Agreement dated as of September 3, 1999 there

are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 or between such persons and any person with respect to any securities of the Issuer.

ITEM 7. MATERIALS TO BE FILED AS EXHIBITS.

1. Agreement and Plan of Reorganization dated January 31, 1996-- previously filed on February 9, 1996;
2. Registration Rights Agreement dated January 31, 1996--previously filed on February 9, 1996; and
3. The Consent and Assignment Under and Amendment to Registration Rights Agreement dated as of September 3, 1999.

[signature page follows]

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SIGNATURES

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

Dated: September 10, 1999.

K N ENERGY, INC.

By: /s/ Stewart A. Bliss

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Name: Stewart A. Bliss  
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Title: Chairman and Chief  
Executive Officer  
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EXHIBIT INDEX

1. Agreement and Plan of Reorganization dated January 31, 1996-- previously filed on February 9, 1996;
2. Registration Rights Agreement dated January 31, 1996--previously filed on February 9, 1996; and
3. The Consent and Assignment Under and Amendment to Registration Rights Agreement dated as of September 3, 1999.



CONSENT AND ASSIGNMENT UNDER AND AMENDMENT  
TO REGISTRATION RIGHTS AGREEMENT

This Consent and Assignment under and Amendment to that certain Registration Rights Agreement, dated as of January 31, 1996, among Tom Brown, Inc. (the "Company"), and K N Energy, Inc. (the "Stockholder"), is executed by the Company, the Stockholder and Oppenheimer Funds, Inc., on behalf of Oppenheimer Main Street Growth and Income Fund (the "Buyer") as of September , 1999.

WHEREAS, reference is made to that certain Registration Rights Agreement (the "Registration Rights Agreement"), dated as of January 31, 1996, among the Company and the Stockholder that grants to the Stockholder certain registration rights with respect to Registrable Common Stock, as defined below, held by the Stockholder;

WHEREAS, the Stockholder has agreed to transfer to the Buyer 1,000,000 shares of the Company's \$1.75 Convertible Preferred Stock, Series A, par value \$.10 per share ("Convertible Preferred Stock") subject to the execution hereof;

NOW, THEREFORE, in consideration of the mutual promises hereinafter mentioned to be kept and performed, the parties hereto agree as follows:

1. Section 1.01(d) of the Registration Rights Agreement is hereby amended by deleting said section in its entirety and replacing it with a new Section 1.01(d) as is set forth below:

" "Registrable Common Stock" shall mean (i) the shares of Common Stock of the Company issued to Stockholder as a result of the Merger and (ii) the shares of Common Stock of the Company underlying the shares of Convertible Preferred Stock of the Company issued to Stockholder pursuant to the Merger and subsequently transferred to the Buyer."

2. The Stockholder hereby assigns to the Buyer all rights under the Registration Rights Agreement relating to the Convertible Preferred Stock. The Company hereby consents to such assignment and the transfer of the Convertible Preferred Stock and waives the applicability of the last sentence of Section 1.02(e) of the Registration Rights Agreement to the assignment of rights herein to the Buyer but not otherwise. In addition, the Buyer agrees to be bound by the Registration Rights Agreement with respect to the Convertible Preferred Stock to the same extent as the Stockholder was bound as owner of the Convertible Preferred Stock.

3. The parties agree that upon the execution hereof, the Buyer shall have the same rights under the Registration Rights Agreement with respect to the Convertible Preferred Stock as the Stockholder had prior to the transfer thereof to the Buyer. Accordingly, the Registration Rights Agreement is hereby amended



such that references in the Registration Rights Agreement to "the Stockholder" shall be deemed to be references to "the Stockholder and/or the Buyer".

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4. Section 1.02(a) of the Registration Rights Agreement is hereby amended by changing the reference therein to "1,000,000" to "900,000".

5. Section 1.09 of the Registration Rights Agreement is hereby amended by adding a new subsection (c) thereto in the form below:

"(c) If to the Buyer, to:  
Oppenheimer Funds, Inc.  
Two World Trade Center, 34th Floor  
New York, NY 10048-0203  
Attention: Andrew J. Donahue, General Counsel

6. Except as specifically set forth herein, the Registration Rights Agreement shall remain in full force and effect.

7. Capitalized terms used but not otherwise defined herein shall have those meanings ascribed to them in the Registration Rights Agreement.

8. This Amendment may be executed in one or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same instrument.

9. This Amendment shall be governed and construed in accordance with the laws of the State of Delaware, without regard to the principles of conflicts of law of such state.

\* \* \* \* \*

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IN WITNESS WHEREOF, the parties have executed this Consent and Assignment Under and Amendment to Registration Rights Agreement as of this \_\_\_\_ day of September, 1999.

TOM BROWN, INC.

By: /s/ DANIEL G. BLANCHARD

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Name: Daniel G. Blanchard  
Title: Chief Financial Officer

K N ENERGY, INC.

By: /s/ STEWART A. BLISS

-----  
Name: Stewart A. Bliss  
Title: Chairman and Chief  
Executive Officer

OPPENHEIMER FUNDS, INC., on behalf of  
Oppenheimer Main Street Growth and  
Income Fund

By: /s/ NIKOLAOS D. MONUYIOS

-----  
Name: Nikolaos D. Monuyios  
Title: Vice President