

As filed with the Securities and Exchange Commission on January 15, 2021

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

POST-EFFECTIVE AMENDMENT NO. 1 TO:
FORM S-8 REGISTRATION STATEMENT NO. 333-214089
FORM S-8 REGISTRATION STATEMENT NO. 333-232943

Under the Securities Act of 1933

Extraction Oil & Gas, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

46-1473923

(I.R.S. Employer Identification No.)

**370 17th Street, Suite 5200
Denver, Colorado 80202
(214) 368-2084**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Extraction Oil & Gas, Inc. 2016 Long Term Incentive Plan
Extraction Oil & Gas, Inc. 2016 Amended and Restated Long Term Incentive Plan**
(Full title of the plans)

**Eric Christ
Vice President, General Counsel and Corporate Secretary of the Company
Extraction Oil & Gas, Inc.
370 17th Street, Suite 5200
Denver, Colorado 80202
(214) 368-2084**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
**Julian J. Seiguer
Bryan D. Flannery
Kirkland & Ellis LLP
609 Main Street, 45th Floor
Houston, Texas 77002
(713) 836-3600**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

DEREGISTRATION OF SECURITIES

These Post-Effective Amendments are being filed by Extraction Oil & Gas, Inc. (the “Company”) to deregister all shares of common stock of the Company (“common stock”) remaining unsold under the following Registration Statements on Form S-8 (the “Registration Statements”) filed by the Company with the Securities and Exchange Commission (the “SEC”):

1. Registration Statement on Form S-8 (No. 333-214089), pertaining to the registration of 23,000,000 shares of common stock for the Extraction Oil & Gas, Inc. 2016 Long Term Incentive Plan, which was filed with the SEC on October 13, 2016; and
1. Registration Statement on Form S-8 (No. 333-232943), pertaining to the registration of 12,000,000 shares of common stock for the Extraction Oil & Gas, Inc. 2016 Amended and Restated Long Term Incentive Plan, which was filed with the SEC on August 1, 2019.

On June 14, 2020, the Company and certain of its wholly-owned subsidiaries (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware. The Debtors’ Chapter 11 cases are being jointly administered under the caption *In re Extraction Oil & Gas, Inc., et al.*, under lead case number 20-11548.

In connection with the foregoing, the Company has terminated all offerings of securities pursuant to the Registration Statements. In accordance with an undertaking made by the Company in the Registration Statements to remove from registration, by means of a post-effective amendment, any securities that remain unsold at the termination of each offering, the Company hereby removes from registration any and all securities registered but unsold under the Registration Statements, if any, as of the date hereof. The Registration Statements are hereby amended, as appropriate, to reflect the deregistration of such securities, and the Company hereby terminates the effectiveness of the Registration Statements.

