

FRONTIER OIL CORP /NEW/  
Form 425  
June 29, 2011

**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): June 28, 2011 (June 28, 2011)**

**HOLLY CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**001-03876**

(Commission File  
Number)

**75-1056913**

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

**2828 N. Harwood, Suite 1300**

**Dallas, Texas**

(Address of principal executive offices)

**75201**

(Zip Code)

Registrant's telephone number, including area code: (214) 871-3555

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 240.13e-4(c))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 5.07. Submission of Matters to a Vote of Security Holders.**

On June 28, 2011, Holly Corporation ( Holly ) held a special meeting of stockholders (the Special Meeting ) in connection with the merger contemplated by the Agreement and Plan of Merger, dated February 21, 2011, by and among Holly, Frontier Oil Corporation ( Frontier ) and North Acquisition, Inc., a wholly owned subsidiary of Holly (the Merger Agreement ). The proposals submitted to Holly stockholders were as follows:

Proposal 1 the approval of the issuance of shares of Holly common stock to Frontier shareholders as contemplated by the Merger Agreement (the Share Issuance Proposal ),

Proposal 2 the adoption of Holly s amended and restated certificate of incorporation as contemplated by the Merger Agreement (the Charter Amendment Proposal ), and

Proposal 3 the approval of the adjournment of the Special Meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes at the time of the Special Meeting to approve the Share Issuance Proposal (the Adjournment Proposal ).

Each proposal is described in detail in the joint proxy statement/prospectus, dated May 23, 2011 and first mailed to Holly s stockholders on May 27, 2011.

All three proposals were approved by Holly s stockholders at the Special Meeting. Stockholders owning a total of 47,683,928 shares voted at the Special Meeting, representing approximately 89% of the shares of Holly common stock outstanding as of the record date for the Special Meeting. A summary of the voting results for each proposal is set forth below:

Proposal 1 Share Issuance Proposal:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
47,549,885	84,099	49,944	N/A

Proposal 2 Charter Amendment Proposal:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
36,470,867	11,179,998	33,063	N/A

Proposal 3 Adjournment Proposal:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
44,684,153	2,946,483	53,292	N/A

**ITEM 8.01 Other Events.**

On June 28, 2011, Holly issued a press release announcing the Special Meeting voting results. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 8.01.

**Important Information for Investors and Shareholders**

In connection with the proposed merger of equals transaction between Holly and Frontier, Holly has filed with the Securities and Exchange Commission ( SEC ) a registration statement on Form S-4 that includes a joint proxy statement of Holly and Frontier and constitutes a prospectus of Holly, which the SEC has declared effective. Holly and Frontier may also file other documents with the SEC concerning the proposed merger. **INVESTORS AND SECURITY HOLDERS OF HOLLY AND FRONTIER ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS REGARDING THE PROPOSED MERGER AND OTHER RELEVANT DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY**

**CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED MERGER.** Investors and security holders may obtain a free copy of the joint proxy statement/prospectus and other documents containing important information about Holly and Frontier through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). Copies of the documents filed with the SEC by Holly are available free of charge on Holly's website at [www.hollycorp.com](http://www.hollycorp.com) under the tab "Investors" or by contacting Holly's Investor Relations Department at (214) 871-3555. Copies of documents filed with the SEC by Frontier are available free of charge on Frontier's website at [www.frontieroil.com](http://www.frontieroil.com) under the tab "Investor Relations" and then under the tab "SEC Filings" or by contacting Frontier's Investor Relations Department at (713) 688-9600.

**Cautionary Statement Regarding Forward-Looking Statements**

This communication contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934. These include statements regarding the effects of the proposed merger and statements preceded by, followed by or that otherwise include the words "believes," "expects," "anticipates," "intends," "estimates," or similar expressions. Forward looking statements relating to expectations about future results or events are based upon information available to Holly and Frontier as of today's date, and are not guarantees of the future performance of Holly, Frontier or the combined company, and actual results may vary materially from the results and expectations discussed. For instance, there is no assurance that the proposed merger will be consummated. The merger agreement will terminate if either Holly or Frontier fails to satisfy conditions to closing. Additional risks and uncertainties related to the proposed merger include, but are not limited to, the successful integration of Holly's and Frontier's businesses and the combined company's ability to compete in the highly competitive refining and marketing industry. The revenues, earnings and business prospects of Holly, Frontier and the combined company and their ability to achieve planned business objectives will be subject to a number of risks and uncertainties. These risks and uncertainties include, among other things, risks and uncertainties with respect to the actions of actual or potential competitive suppliers of refined petroleum products in Holly's, Frontier's and the combined company's markets; the demand for and supply of crude oil and refined products; the spread between market prices for refined products and market prices for crude oil; the possibility of constraints on the transportation of refined products; the possibility of inefficiencies, curtailments or shutdowns in refinery operations or pipelines; effects of governmental and environmental regulations and policies; the availability and cost of financing; the effectiveness of capital investments and marketing strategies; efficiency in carrying out construction projects; the ability to acquire refined product operations or pipeline and terminal operations on acceptable terms and to integrate any existing or future acquired operations; the possibility of terrorist attacks and the consequences of any such attacks; and general economic conditions.

Holly and Frontier caution that the foregoing list of risks and uncertainties is not exclusive. Additional information concerning these and other risks is contained in Holly's and Frontier's most recently filed Annual Report on Form 10-K, subsequent Quarterly Report on Form 10-Q, recent Current Reports on Form 8-K and other SEC filings. All subsequent written and oral forward-looking statements concerning Holly, Frontier, the proposed merger or other matters and attributable to Holly or Frontier or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements above. Neither Holly nor Frontier undertake any obligation to publicly update any of these forward-looking statements to reflect events or circumstances that may arise after the date hereof.

**ITEM 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

Exhibit Number	Description
99.1	Press release, dated June 28, 2011, issued by 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.

HOLLY CORPORATION

By: /s/ Bruce R. Shaw

Name: Bruce R. Shaw

Title: Senior Vice President and Chief  
Financial Officer

Date: June 28, 2011

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**EXHIBIT INDEX**

99.1 Press release, dated June 28, 2011, issued by Holly Corporation.