Rosetta Resources Inc.
Form 424B3
April 15, 2013
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The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are part of an effective registration statement filed with the Securities and Exchange Commission. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities, and we are not soliciting an offer to buy these securities, in any state where the offer or sale is not permitted.

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-180439

Subject to completion, dated April 15, 2013

Preliminary prospectus supplement

(To prospectus dated March 29, 2012)

Rosetta Resources Inc.

$700,000,000 % Senior Notes due 2021

Interest payable and

The notes will mature on , 2021. Interest on the notes will accrue from , 2013. The first interest payment on the notes will be due on , 2013.

We may redeem all or part of the notes on or after , 2017 at the applicable redemption prices described in this prospectus supplement and prior to such date, at a make-whole redemption price, in each case, together with any accrued and unpaid interest to the date of redemption. The optional redemption provisions are more fully described in this prospectus supplement under Description of notes Optional redemption. In addition, prior to , 2016, we may, at our option, redeem up to 35% of the principal amount of the notes with the proceeds of certain equity offerings. If we undergo a change of control or sell assets, we may be required to offer to purchase notes.

The notes are being offered to fund a portion of the consideration to acquire (the Acquisition) certain oil and gas assets in the Permian Basin (the Permian Basin Assets). The Permian Basin Assets will be acquired pursuant to a purchase and sale agreement with Comstock Resources, Inc. (the Comstock PSA). If the Acquisition does not close on or prior to July 15, 2013, or if the Comstock PSA is terminated at any time prior to the consummation of the Acquisition, we will be required to redeem all of the notes in cash at a redemption price equal to 100% of the aggregate principal amount of the notes, plus accrued and unpaid interest to the date of redemption. Prior to any such redemption or the consummation of the Acquisition, we will maintain the net proceeds from this offering on hand at all times in cash or cash equivalents, and holders will not have any special access or rights to or a lien or encumbrance of any kind on such net proceeds. See Description of notes Special mandatory redemption.

The notes will be our senior unsecured obligations, will be equal in right of payment with any of our existing and future senior unsecured indebtedness that is not by its terms subordinated to the notes, including our 9.500% Senior Notes due 2018 (the existing notes) and will be effectively junior to our existing and future secured indebtedness, including indebtedness under our senior secured revolving credit facility (the revolving credit facility), to the extent of the value of the collateral securing that indebtedness. The notes will initially be guaranteed on a senior unsecured basis by each of our subsidiaries that guarantee the indebtedness under our revolving credit facility. The guarantees will be equal in right of payment to the subsidiary guarantors existing and future senior indebtedness that is not by its terms subordinated to the guarantee, including guarantees of our existing notes, and will rank effectively junior to all of the subsidiary guarantors existing and future secured indebtedness, including guarantees of indebtedness under our revolving credit facility, to the extent of the value of the collateral securing that indebtedness. The notes and guarantees will be structurally subordinated to the indebtedness and other liabilities and the preferred stock of any of our subsidiaries that do not guarantee the notes.

Investing in the notes involves risks. See Risk factors beginning on page S-15 of this prospectus supplement and on page 1 of the accompanying prospectus.

	Per note	Total
Public offering price(1)	%	$
Underwriting discount	%	$
Proceeds, before expenses, to us(1)	%	$

(1) Plus accrued interest, if any, from May , 2013.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The notes will not be listed on any securities exchange. Currently, there is no public market for the notes. We expect delivery of the notes will be made to investors in book-entry form only through the facilities of The Depository Trust Company for the accounts of its participants, including Clearstream Banking S.A., and Euroclear Bank S.A./N.V., as operator of the Euroclear System, on or about May , 2013.

Joint book-running managers

J.P. Morgan Morgan Stanley Wells Fargo Securities

Co-managers

Comerica Securities Credit Suisse Mitsubishi UFJ Securities US Bancorp

May , 2013.

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Prospectus supplement

Prospectus

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About this prospectus supplement

This document is in two parts. The first part is this prospectus supplement and the documents incorporated by reference herein, which, among other things, describes the specific terms of this offering. The second part, the accompanying prospectus and the documents incorporated by reference therein, gives more general information, some of which may not apply to this offering. If the description of this offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

You should rely only on the information contained in or incorporated by reference in this prospectus supplement, the accompanying prospectus and any related free writing prospectus. We have not authorized anyone to provide you with different information. We are not and the underwriters are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained in this prospectus supplement or the accompanying prospectus is accurate as of any date other than the date on the front of this prospectus supplement.

Except in the Description of notes or unless otherwise indicated or the context otherwise requires, all references to Rosetta, the Company, we, and our in this prospectus supplement refer to Rosetta Resources Inc. and its direct and indirect subsidiaries on a consolidated basis.

Incorporation by reference

The SEC allows us to incorporate by reference the information that we file with it, which means that we can disclose important information to you by referring you to other documents. The information incorporated by reference is an important part of this prospectus supplement, and information that we file later with the SEC will automatically update and supersede this information. We incorporate by reference the following documents and all documents that we subsequently file with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act (other than information furnished rather than filed):

- our Annual Report on Form 10-K for the year ended December 31, 2012;

- our Current Reports on Form 8-K filed on January 17, 2013, February 26, 2013, March 20, 2013 and the two Current Reports on Form 8-K filed on April 15, 2013 (other than the portions of those documents furnished under Item 2.02 and Item 7.01); and

- our Definitive Proxy Statement on Schedule 14A filed on March 27, 2013.

Forward-looking statements

This prospectus supplement includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Exchange Act that are subject to risks and uncertainties. All statements other than statements of historical fact included in this document are forward-looking statements, including, without limitation, all statements regarding future plans, business objectives, strategies, expected future financial position or performance, expected future operational position or performance, budgets and projected costs, future competitive

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position, or goals and/or projections of management for future operations. In some cases, you can identify a forward-looking statement by terminology such as may, will, could, should, would , expect, plan, project, intend, anticipate, believe, forecast, estima pursue, target or continue, the negative of such terms or variations thereon, or other comparable terminology.

The forward-looking statements contained in this document are largely based on our expectations for the future, which reflect certain estimates and assumptions made by our management. These estimates and assumptions reflect our best judgment based on currently known market conditions, operating trends, and other factors. Although we believe such estimates and assumptions to be reasonable, they are inherently uncertain and involve a number of risks and uncertainties that are beyond our control. As such, management s assumptions about future events may prove to be inaccurate. For a more detailed description of the risks and uncertainties involved, see Risk factors beginning on page S-15 of this prospectus supplement and on page 1 of the accompanying prospectus, as well as Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2012. We do not intend to publicly update or revise any forward-looking statements as a result of new information, future events, changes in circumstances, or otherwise. These cautionary statements qualify all forward-looking statements attributable to us, or persons acting on our behalf. Management cautions you that the forward-looking statements contained in this prospectus supplement, the accompanying prospectus or the documents incorporated by reference herein and therein are not guarantees of future performance, and we cannot assure you that such statements will be realized or that the events and circumstances they describe will occur. Factors that could cause actual results to differ materially from those anticipated or implied in the forward-looking statements herein include, but are not limited to:

- our ability to consummate the Acquisition and to realize the expected benefits therefrom;
- the impact of title and environmental due diligence on the value of the Permian Basin Assets;
- our ability to maintain leasehold positions that require exploration and development activities and material capital expenditures;
- unexpected difficulties in integrating our operations as a result of any significant acquisitions, including the Acquisition;
- the supply and demand for oil, natural gas liquids (NGLs) and natural gas;
- changes in the price of oil, NGLs and natural gas;
- general economic conditions, either internationally, nationally or in jurisdictions where we conduct business;
- conditions in the energy and financial markets;
- our ability to obtain credit and/or capital in desired amounts and/or on favorable terms;
- the ability and willingness of our current or potential counterparties or vendors to enter into transactions with us and/or to fulfill their obligations to us;
- failure of our joint interest partners to fund any or all of their portion of any capital program;

the occurrence of property acquisitions or divestitures;

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reserve levels;

inflation;

competition in the oil and natural gas industry;

the availability and cost of relevant raw materials, equipment, goods and services;

changes or advances in technology;

potential reserve revisions;

the availability and cost, as well as limitations and constraints on infrastructure required to gather, transport, process and market oil, NGLs and natural gas;

performance of contracted markets, and companies contracted to provide transportation, processing and trucking of oil, NGLs and natural gas;

developments in oil-producing and natural gas-producing countries;

drilling and exploration risks, including with respect to the Permian Basin Assets to be acquired which do not have substantial existing production or proved reserves;

legislative initiatives and regulatory changes potentially adversely impacting our business and industry, including, but not limited to, changes in national healthcare, cap and trade, hydraulic fracturing, state and federal corporate income taxes, retroactive royalty or production tax regimes, environmental regulations and environmental risks and liability under federal, state and local environmental laws and regulations;

effects of the application of applicable laws and regulations, including changes in such regulations or the interpretation thereof;

present and possible future claims, litigation and enforcement actions;

lease termination due to lack of activity or other disputes with mineral lease and royalty owners, whether regarding calculation and payment of royalties or otherwise;

the weather, including the occurrence of any adverse weather conditions and/or natural disasters affecting our business;

factors that could impact the cost, extent and pace of executing our capital program, including but not limited to, access to oilfield services, access to water for hydraulic fracture stimulations and permitting delays, unavailability of required permits, lease suspensions, drilling, exploration and production moratoriums and other legislative, executive or judicial actions by federal, state and local authorities, as well as actions by private citizens, environmental groups or other interested persons;

sabotage, terrorism and border issues, including encounters with illegal aliens and drug smugglers; and

any other factors that impact or could impact the exploration and development of oil or natural gas resources, including but not limited to the geology of a resource, the total amount and costs to develop recoverable reserves, legal title, regulatory, natural gas administration, marketing and operational factors relating to the extraction of oil and natural gas.

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All written and oral forward-looking statements attributable to us are expressly qualified in their entirety by such factors. For additional information with respect to these factors, see Incorporation by reference.

The management estimates regarding our 2013 capital budget, production and exit production provided in Prospectus supplement summary Recent developments Production are forward-looking statements. Accordingly, prospective purchasers should not place undue reliance on these estimates, and they should not be regarded as a representation that the anticipated production will be achieved. Additional information regarding the risks and uncertainties that affect our business are contained in Risk factors beginning on page S-15 of this prospectus supplement and the risk factors set forth in our Annual Report on Form 10-K for the year ended December 31, 2012, which is incorporated by reference herein. The guidance set forth in Prospectus supplement summary Recent developments Production should be read in conjunction with this section and Cautionary Statement Regarding Forward-Looking Statements on page 1 of the accompanying prospectus.

Market and industry data

Market and industry data and forecasts included or incorporated by reference in this prospectus supplement have been obtained from independent industry sources, as well as from research reports prepared for other purposes. Although we believe these third-party sources to be reliable, we have not independently verified the data obtained from these sources, and we cannot assure you of the accuracy or completeness of the data. Forecasts and other forward-looking information obtained from these sources are subject to the same qualifications and uncertainties as the other forward-looking statements included or incorporated by reference in this prospectus supplement.

Non-GAAP financial measures

We refer to the terms EBITDA and Adjusted EBITDA in this prospectus supplement. EBITDA is calculated as net income, excluding income tax expense, interest expense, net of interest capitalized, other income (expense), net, and depreciation, depletion and amortization. Adjusted EBITDA is calculated as EBITDA excluding unrealized gains or losses on derivative instruments and stock-based compensation expense. This is a supplemental financial measure that is not prepared in accordance with U.S. generally accepted accounting principles (GAAP). Any analysis of non-GAAP financial measures should be used only in conjunction with results presented in accordance with GAAP. We believe that EBITDA and Adjusted EBITDA are widely accepted financial indicators that provide additional information about our financial performance and our ability to meet our future requirements for debt service, capital expenditures and working capital, but EBITDA and Adjusted EBITDA should not be considered in isolation or as a substitute for net income, operating income, net cash provided by operating activities or any other measure of financial performance presented in accordance with GAAP or as a measure of a company s profitability or liquidity. EBITDA and Adjusted EBITDA are used by our management for various purposes, including as measures of operating performance, as a basis for planning, in presentations to our board of directors, and with certain adjustments, by our lenders pursuant to covenants under our revolving credit agreement. Our definitions of EBITDA and Adjusted EBITDA may not be comparable to similarly titled measures used by other companies.

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The SEC has adopted rules to regulate the use in filings with the SEC and in public disclosures of non-GAAP financial measures, such as EBITDA, Adjusted EBITDA and ratios related thereto. These measures are derived on the basis of methodologies other than in accordance with GAAP. These rules govern the manner in which non-GAAP financial measures are publicly presented and require, among other things:

- a presentation with equal or greater prominence of the most comparable financial measure or measures calculated and presented in accordance with GAAP; and

- a statement disclosing the purposes for which the company s management uses the non-GAAP financial measure.

The rules prohibit, among other things:

- the exclusion of charges or liabilities that require, or will require, cash settlement or would have required cash settlement, absent an ability to settle in another manner, from a non-GAAP liquidity measure; and

- the adjustment of a non-GAAP performance measure to eliminate or smooth items identified as non-recurring, infrequent or unusual, when the nature of the charge or gain is such that it has occurred in the past two years or is reasonably likely to recur within the next two years.

We also refer to PV-10 in this prospectus supplement. PV-10 is a non-GAAP financial measure and represents the present value of estimated future cash inflows from proved oil and natural gas reserves, less future development and production costs, discounted at 10% per annum to reflect timing of future cash inflows and using the twelve month unweighted arithmetic average of the first-day-of-the-month price for each of the preceding twelve months. PV-10 differs from the standardized measure of discounted future net cash flows because it does not include the effects of income taxes. Neither PV-10 nor standardized measure represents an estimate of fair market value of our oil and natural gas properties. PV-10 is used by the industry and our management as an arbitrary reserve asset value measure to compare against past reserve bases and the reserve bases of other business entities that are not dependent on the taxpaying status of the entity.

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Prospectus supplement summary

This summary highlights information from this prospectus supplement and the accompanying prospectus to help you understand the notes. You should read carefully the entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein for a more complete understanding of this offering. You should read Risk factors beginning on page S-15 of this prospectus supplement and on page 1 of the accompanying prospectus, as well as Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2012, for more information about important risks that you should consider before making a decision to purchase notes in this offering.

We have defined certain oil and gas industry terms used in this document in the Glossary of oil and gas terms beginning on page S-113 of this prospectus supplement. Except in the Description of notes or unless otherwise indicated or the context requires otherwise, references to Rosetta, the Company, we, us and our mean Rosetta Resources Inc. and its direct and indirect subsidiaries on a consolidated basis.

Rosetta Resources Inc.

We are an independent oil and natural gas company engaged in the exploration, development, acquisition and production of oil, NGLs and natural gas from unconventional resource plays. Our operations are currently focused in the Eagle Ford area of South Texas, where we hold approximately 67,000 net acres, with 53,000 net acres located in the liquids-rich area of the play. For 2012, the Eagle Ford area provided approximately 96% of our total production, with approximately 60% of that production attributable to crude oil and NGLs. Our activities within the Eagle Ford to date have targeted the delineation and development of four core areas, including the Gates Ranch, Karnes Trough, Dimmit County and Briscoe Ranch areas. We intend to continue to exploit the resource potential within these areas and believe these areas provide us with a multi-year project inventory of attractive investment opportunities under current commodity prices.

As of December 31, 2012, we had an estimated 201 MMBoe of proved reserves, of which approximately 58% were liquids and 37% was proved developed. Our reserves had an estimated standardized measure of discounted future net cash flows of $1.8 billion and a PV-10 value of $2.4 billion as of December 31, 2012. See Non-GAAP financial measures for a definition of PV-10 and Summary historical and pro forma reserve and operating data for a reconciliation to standardized measure. Our production comes primarily from the Eagle Ford area, which averaged 35.9 MBoe per day in 2012, an increase of 67% from the prior year. Approximately 59% of our total production was attributable to oil and NGLs. As part of our strategic decision to focus on the Eagle Ford area, over the past several years we divested certain natural gas-based assets that we believe did not offer the same investment opportunities or rates of return as our unconventional resources.

Our principal executive offices are located at 717 Texas, Suite 2800, Houston, Texas 77002, and our telephone number is (713) 335-4000. Our website is www.rosettaresources.com. The information included on our website is not part of, or incorporated by reference into, the prospectus supplement.

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Acquisition of Permian Basin Assets

On March 14, 2013, we entered into a purchase and sale agreement with Comstock Resources, Inc. to acquire oil and natural gas assets in the Permian Basin for a purchase price of approximately $768 million, subject to customary purchase price adjustments. We refer to the assets to be acquired as the Permian Basin Assets and the transaction with Comstock Resources, Inc. as the Acquisition.

The Permian Basin Assets consist of 53,306 net (87,373 gross) acres located in Reeves and Gaines counties in West Texas. The Permian Basin Assets located in Reeves County include 40,182 net acres and 74 producing (52 operated) wells that primarily target the Wolfbone shale play located in the Delaware Basin, providing access to oil-rich, multi-pay areas. The average daily production of the Permian Basin Assets for March 2013 is estimated to have been approximately 2.9 MBoe per day, of which approximately 80% is estimated to have been oil. We will be the operator for the majority of the assets acquired in Reeves County. The Permian Basin Assets in Gaines County cover 13,124 net acres in the Midland Basin and are currently un-delineated.

The Comstock PSA contains customary conditions to closing, including, but not limited to, title and environmental due diligence and other closing conditions. We expect the Acquisition to close on or before May 14, 2013, with an effective date of January 1, 2013; however, there can be no assurance that all of the conditions to closing the Acquisition will be satisfied or that the Acquisition will be consummated.

If the Acquisition is not consummated by July 15, 2013, or if the purchase and sale agreement is terminated at any time prior to the consummation of the Acquisition, we will be required to redeem all of the notes in cash at a redemption price equal to 100% of the aggregate principal amount of the notes, plus accrued and unpaid interest to, but not including, the date of redemption. Prior to any such redemption or the consummation of the Acquisition, we will maintain the net proceeds from this offering on hand at all times in cash or cash equivalents, and holders will not have any special access or rights to or a lien or encumbrance of any kind on such net proceeds. See Description of notes Special mandatory redemption.

Business strategy

Our strategy is to deliver sustainable growth from unconventional onshore domestic basins through sound stewardship, wise capital resource management, taking advantage of business cycles and emerging trends and minimizing liabilities through governmental compliance and protecting the environment. Below is a discussion of the key elements of our strategy.

Exploit existing Eagle Ford asset base. The Eagle Ford area has become a major source of our production and reserves and reflects the success of our transition to an unconventional resource focused company. The Eagle Ford area accounted for approximately 96% of our total production for 2012. In addition, approximately 60% of the production from the Eagle Ford area in 2012 was from crude oil and NGLs. We believe that our extensive inventory of investment opportunities in the Eagle Ford area has the potential to provide attractive economic returns, and we plan to continue to deploy capital to develop this area. As of December 31, 2012, approximately 12% of our Eagle Ford inventory was developed, providing an opportunity to further expand our production base.

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Grow oil and liquids production within the Permian. When completed, the acquisition of the Permian Basin Assets will provide us the entry into a new basin. This will provide us (i) additional diversity in our asset base in another unconventional resource play, (ii) an extensive inventory of additional investment opportunities and (iii) an expected increase in our production volumes. We expect the Permian Basin Assets to provide attractive single well economics and a base from which we may build a substantial development program. Furthermore, we believe there to be significant upside potential from these assets because of the exposure they provide to multiple, oil and liquids-rich stacked pay zones and vertical down-spacing.

Successfully execute our business plan. We seek to manage all elements of our cost structure, including drilling and operating costs, as well as overhead costs. We strive to minimize our drilling and operating costs by concentrating our activities within existing and new unconventional resource play areas where we can achieve efficiencies through economies of scale. As part of our strategy to minimize costs, we have taken aggressive steps to ensure access to transportation and processing facilities, specifically within the Eagle Ford area, a region where midstream services are in high demand and infrastructure is under construction.

Test future growth opportunities. Our strategy involves the potential deployment of free cash flow expected to be generated by our existing Eagle Ford area assets in the near term for the acquisition of assets and leasehold positions in the Eagle Ford area, as well as new basins. The acquisition of the Permian Basin Assets exemplifies our implementation of this strategy. We intend to maintain, further develop and apply our technological expertise, which helped us achieve a net drilling success rate of 100% in 2012 and helped us establish a major production base in the Eagle Ford area, to the Permian Basin Assets. Through the use of advanced geological and geophysical technologies, detailed petrophysical analyses, advanced reservoir engineering and sophisticated drilling, completion and stimulation techniques, we expect to continue to grow our reserves, production and project inventory. We intend to extend our operational footprint in the Eagle Ford area, the Permian Basin and other areas in the United States characterized by a significant presence of resource potential that can be exploited utilizing our technological expertise. This will include programs to test and assess downspacing and horizontal drilling operations for the Permian Basin Assets. We strive to minimize the cost of entry into these plays through financial discipline in our leasehold acquisition activities and prudent management of financial and operational resources during the testing phase.

Maintain financial strength and flexibility. As of December 31, 2012, we had $415.0 million available for borrowing under our revolving credit facility. We expect internally generated cash flows, supplemented by borrowings under our revolving credit facility, to provide financial flexibility to further develop our assets (including the Permian Basin Assets) in the next few years. In addition, on April 12, 2013, we entered into an amendment to our revolving credit agreement to increase our borrowing base to $800 million, and our borrowing capacity as of such date was equal to $495 million. We intend to continue to actively manage our exposure to commodity price risk in the marketing of our oil, NGL and natural gas production. We have entered into a series of commodity derivative contracts through 2015 as part of this strategy.

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Our strengths

We have a number of competitive strengths that we believe will help us to successfully execute our business strategies:

Liquids rich asset base in leading resources plays. We believe we have assembled a strong asset base within the Eagle Ford area. Our Eagle Ford area assets provide us with a multi-year inventory of highly economic drilling opportunities under current commodity prices. We plan to grow reserves, production and cash flow from the Eagle Ford area by continuing to develop our undeveloped acreage, delineating acreage in emerging areas, increasing well density and optimizing reserve recovery practices and testing additional horizons. We expect the Permian Basin Assets will add to our inventory of repeatable development opportunities and provide the potential for additional long-term reserve, production and cash flow growth. We plan to exploit these assets through additional development drilling, vertical down-spacing and further delineation of producing and prospective horizons.

Resource assessment capability and multi-year drilling inventory. We have established multidisciplinary teams that are skilled at conducting comprehensive resource assessments. This work helps us identify and catalog an inventory of low to moderate risk opportunities that have provided us with multiple years of drilling projects. We expect to continue adding to our portfolio of non-proved resource inventory over time from our existing Eagle Ford area properties and the Permian Basin Assets we are acquiring, as well as from additional investment opportunities which we will evaluate as they arise.

High degree of operational control. We operate approximately 100% of our estimated proved reserves in the Eagle Ford area. Additionally, we have a high working interest in most of our properties and relatively low capital requirements to maintain our leasehold interests. These factors allow us to more effectively manage and control the timing of capital spending on our exploration and development activities, as well as achieve opportunities for operating cost efficiencies that may arise. The Permian Basin Assets to be acquired are consistent with our philosophy of high working interest, operated properties.

Management team and technical staff with extensive operating experience. Our executive management team has an average of 30 years of experience, with specific expertise in the areas where our core properties are located. On February 26, 2013, James E. Craddock became our Chairman, President and Chief Executive Officer. Mr. Craddock has more than 30 years of experience in the energy industry, most recently serving as our Senior Vice President of Drilling and Production Operations. Along with Mr. Craddock, our entire executive management team has extensive experience in successfully executing multi-year development drilling programs to create shareholder value. Our executive management team is supported by a technical staff that consists of 41 geologists, geophysicists, landmen, engineers and technicians, averaging of over 18 years of relevant technical experience.

Recent developments

Revolving credit agreement amendment

On April 12, 2013, we entered into an amendment to our amended and restated senior secured revolving credit agreement (the revolving credit agreement) pursuant to which our revolving line of credit under the agreement was increased from $750 million to $1.5 billion, subject to a borrowing base. Our borrowing base was increased to $800 million and the maturity date was extended from May 2016 to May 2018. Additionally, the amendment provides that if we achieve an investment grade rating, we will no longer be subject to the covenant restricting the payment of dividends. Under the revolving credit agreement, our borrowing base is subject to adjustment upon the issuance of senior notes. In connection with the amendment, we received from the lenders a waiver of this borrowing base reduction relating to the issuance of the notes offered hereby. See Description of our other indebtedness Revolving credit facility.

Concurrent equity offering

Concurrently with this offering, we are offering 7,000,000 shares of our common stock, par value $0.001 per share (or 8,050,000 shares of common stock if the underwriters for the equity offering exercise in full their option to purchase up to an additional 1,050,000 shares of common stock) pursuant to a separate prospectus supplement. Based on an assumed offering price of $47.93 per common share, the last reported trading price of our common stock on the NASDAQ Global Select Market on April 12, 2013, we expect to receive net proceeds of approximately $322.2 million from the sale of our common stock, or $370.6 million if the underwriters for the equity offering exercise in full their 30-day option to purchase additional shares of common stock, in each case after deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us, net of reimbursement by the underwriters of the equity offering. We intend to use the net proceeds from the concurrent equity offering to fund a portion of the consideration for the Acquisition and to repay outstanding borrowings under our revolving credit facility. Any remaining net proceeds will be used for general corporate purposes.

The number of shares of common stock sold in the equity offering may increase or decrease based on market conditions, and we cannot assure you that we will complete the concurrent equity offering. This notes offering is not contingent upon the concurrent equity offering, and the concurrent equity offering is not contingent upon this notes offering. This prospectus supplement shall not be deemed an offer to sell or a solicitation to buy our common stock.

2013 Capital expenditure budget

As a result of the Acquisition, we have increased our capital program budget for 2013 from a range of $640 million $700 million to a range of $840 million $900 million. We expect to spend approximately $600 million for development activities primarily located in the liquids-rich window of the Eagle Ford area and approximately $175 million will be allocated to operated and non-operated development activity in the oil-rich Delaware Basin.

Production

Our average daily production for the quarter ended March 31, 2013 is estimated to have been approximately 47.0 MBoe per day, including oil production of approximately 12.4 MBbls per day. After giving effect to the Acquisition, our average daily production for the quarter ended March 31, 2013 is estimated to have been approximately 49.5 MBoe per day, including oil production of approximately 14.4 MBbls per day. During the first quarter of 2013, we drilled 24 gross (23 net) wells, with 38 wells awaiting completion.

Based on our revised 2013 capital expenditure budget, which assumes a closing date of the Acquisition of May 14, 2013, we expect to average approximately 51 to 55 MBoe per day in production for 2013 and expect to exit 2013 at a production range of approximately 56 to 60 MBoe per day, assuming commodity prices and service costs remain constant.

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The offering

The following summary contains basic information about the notes and is not intended to be complete. For a more complete understanding of the notes, please refer to the section of this prospectus supplement entitled Description of notes. For purposes of this section of the summary and the description of notes included in this prospectus supplement, references to Rosetta, the Company, issuer, us, we and our refer only to Rose Resources Inc. and do not include its subsidiaries or affiliates.

Issuer	Rosetta Resources Inc.
Securities	$700,000,000 aggregate principal amount of % senior notes due 2021.
Maturity	, 2021.
Interest payment dates	Interest will be payable semi-annually in arrears on and of each year, beginning on , 2013. Interest will accrue from , 2013.
Optional redemption	At any time prior to , 2017, we may, at our option, redeem all or part of the notes at a make-whole price, *plus* accrued and unpaid interest, if any to the date of redemption.
	On or after , 2017, we may redeem the notes at fixed redemption prices, *plus* accrued and unpaid interest, if any, to the date of redemption, as described under Description of notes Optional redemption.
	In addition, prior to , 2016, we may, at our option, redeem up to 35% of the principal amount of the notes with the proceeds of certain equity offerings at a fixed redemption price, *plus* accrued and unpaid interest, if any, to the date of redemption, as described under Description of notes Optional redemption.
Special mandatory redemption	If the Acquisition is not consummated by July 15, 2013, or if the purchase and sale agreement is terminated at any time prior to the consummation of the Acquisition, we will be required to redeem all of the notes in cash at a redemption price equal to 100% of the aggregate principal amount of the notes, plus accrued and unpaid interest to the date of redemption. Prior to any such redemption or the consummation of the Acquisition, we will maintain the net proceeds from this offering on hand at all times in cash or cash equivalents, and holders will not have any special access or rights to or a lien or encumbrance of any kind on such net proceeds. See Description of notes Special mandatory redemption.

Ranking

The notes will be our senior unsecured obligations. Accordingly, they will rank:

effectively subordinated to all our senior secured indebtedness incurred from time to time, including indebtedness under our revolving credit facility, to the extent of the value of our assets securing such indebtedness;

structurally subordinated to all existing and future indebtedness and other liabilities, including trade payables, of any non-guarantor subsidiaries (other than indebtedness and other liabilities owed to us);

senior in right of payment to all of our existing and future subordinated indebtedness; and

pari passu in right of payment with any of our existing and future indebtedness that is not by its terms subordinated to the notes, including our existing notes.

As of December 31, 2012, after giving effect to (i) the consummation of the Acquisition, (ii) the issuance and sale of the notes and the application of the net proceeds therefrom as set forth under Use of proceeds, (iii) our concurrent equity offering and the application of the net proceeds therefrom and (iv) our revolving credit agreement amendment, we would have had total indebtedness of approximately $900 million, none of which would have been secured, and $800 million of borrowing capacity under our revolving credit facility.

Subsidiary guarantees

The notes initially will be jointly and severally guaranteed on a senior unsecured basis by each of our subsidiaries that guarantee the indebtedness under our revolving credit facility and our existing notes. In the future, the guarantees could be released or terminated under certain circumstances.

Each subsidiary guarantee will be a general unsecured obligation of the subsidiary guarantor and will rank:

effectively junior to that subsidiary guarantor s existing and future secured indebtedness, including its guarantee of indebtedness under our revolving credit facility, to the extent of the value of the assets of such subsidiary guarantor constituting collateral securing that indebtedness;

structurally subordinated to all existing and future indebtedness and other liabilities, including trade payables, of our non-guarantor subsidiaries (other than indebtedness and other liabilities owed to us);

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- senior in right of payment to that subsidiary guarantor s existing and future subordinated indebtedness; and

- *pari passu* in right of payment to that subsidiary guarantor s existing and future indebtedness that is not by its terms subordinated to the subsidiary guarantee, including its guarantee of our existing notes.

Covenants

The indenture governing the notes will contain covenants that, among other things, limit our ability and the ability of our restricted subsidiaries to:

- incur additional debt;

- make certain investments or pay dividends or distributions on our capital stock or purchase or redeem or retire capital stock;

- sell assets, including capital stock of our restricted subsidiaries;

- restrict dividends or other payments by restricted subsidiaries;

- create liens that secure debt;

- enter into transactions with affiliates; and

- merge or consolidate with another company.

These covenants are subject to a number of important limitations and exceptions that are described later in this prospectus supplement under the caption Description of notes Certain covenants.

If the notes achieve investment grade ratings by both Moody s Investors Service, Inc. (Moody s) and Standard & Poor s Rating Service (Standard & Poor s) and no default or event of default has occurred and is continuing under the indenture governing the notes, we and our restricted subsidiaries will no longer be subject to many of the foregoing covenants, including the payment of dividends. See Description of notes Covenant termination.

Change of control; Asset sales

Upon the occurrence of a change of control, unless we have exercised our optional redemption right in respect of the notes, holders of the notes will have the right to require us to repurchase all or a portion of the notes at a price equal to 101% of the aggregate principal amount of the notes, together with any accrued and unpaid interest to the date of purchase. In connection with certain asset dispositions, we will be required to use the net cash proceeds of the asset dispositions to make an offer to purchase the notes at 100% of the principal amount, together with any accrued and unpaid interest to the date of purchase.

Use of proceeds	We expect to receive net proceeds from this offering of approximately $690.5 million, after deducting the underwriting discount and estimated offering expenses. We intend to use all of the net proceeds of this offering to fund a portion of the consideration for the Acquisition. If we are required to redeem the notes as described under Special mandatory redemption above, we will use the net proceeds from this offering to fund such redemption. See Use of proceeds.
No public market	The notes are a series of securities for which there is currently no established trading market. The underwriters have advised us that certain underwriters presently intend to make a market in the notes. However, you should be aware that they are not obligated to make a market and may discontinue their market-making activities at any time without notice. As a result, a liquid market for the notes may not be available if you try to sell your notes. We do not intend to apply for a listing of the notes on any securities exchange or any automated dealer quotation system.
Form	The notes will be represented by registered global securities registered in the name of Cede & Co., the nominee of the depositary, The Depository Trust Company (DTC). Beneficial interests in the notes will be shown on, and transfers will be effected through, records maintained by DTC and its participants.
U.S. federal income tax considerations	If the stated principal amount of the notes exceeds their issue price by an amount equal to or greater than a statutorily defined de minimis amount, the notes will be treated as issued with original issue discount (OID) for U.S. federal income tax purposes in an amount equal to such excess. If the notes are issued with OID, a holder subject to U.S. federal income taxation generally will be required to include the OID in gross income (as ordinary income) as the OID accrues on a constant yield to maturity basis in advance of the receipt of cash payments attributable to the OID and regardless of such holder s method of accounting for U.S. federal income tax purposes. See United States federal income tax considerations.
Risk factors	See Risk factors beginning on page S-15 of this prospectus supplement and on page 1 of the accompanying prospectus, as well as Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2012, for a discussion of the risk factors you should carefully consider before deciding to invest in the notes.

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Summary historical consolidated and unaudited pro forma condensed combined financial data

The following table sets forth our summary historical consolidated and unaudited pro forma condensed combined financial information. The historical consolidated financial information has been derived from our audited statements of income and cash flows for each of the years ended December 31, 2010, 2011 and 2012 and our audited balance sheets as of December 31, 2011 and 2012.

Our unaudited pro forma condensed combined financial information for the year ended December 31, 2012 has been derived from our unaudited pro forma financial statements included in our Current Report on Form 8-K filed with the SEC on April 15, 2013. The unaudited pro forma statement of income gives effect to the Acquisition as if it had occurred on January 1, 2012. In addition, the unaudited pro forma balance sheet gives effect to the Acquisition as if it occurred on December 31, 2012. The unaudited pro forma financial information does not purport to represent what our results of operations would have actually been had the Acquisition occurred on the dates noted above, or to project our results of operations as of any future date or for any future periods. The pro forma adjustments are based on available information and certain assumptions that we believe are reasonable. In our opinion, all adjustments necessary to present fairly the unaudited pro forma financial statements have been made.

You should read this historical and pro forma financial information in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2012, as well as our historical financial statements and notes thereto, and our unaudited pro forma financial statements, all of which are incorporated by reference into this prospectus supplement. Historical results are not necessarily indicative of results that may be expected for any future period.

			Historical Year ended December 31,	Pro forma Year ended December 31,
(Dollars in thousands, except ratios)	**2010**	**2011**	**2012**	**2012**