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HOLLY CORP
Form 8-K
April 02, 2003

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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): MARCH 30, 2003

HOLLY CORPORATION
(Exact name of Registrant as specified in its charter)

DELAWARE
(State or other
jurisdiction of incorporation)

001-03876
(Commission File Number)

75-10
(I.R.S.
Identificat

100 CRESCENT COURT,
SUITE 1600
DALLAS, TEXAS
(Address of principal
executive offices)

75201
(Zip

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

NOT APPLICABLE
(Former name or former address, if changed since last report)

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ITEM 5. OTHER EVENTS.

On March 30, 2003, Holly Corporation, a Delaware corporation ("Holly"), and Frontier Oil Corporation, a Wyoming corporation ("Frontier"), entered into an Agreement and Plan of Merger (the "Agreement").

Attached as exhibits hereto and incorporated herein by reference are (i) the Agreement, (ii) the form of Holly Holder Support Agreement entered into between Frontier and Holly's directors and certain officers and stockholders of Holly identified on Schedule A to Exhibit 99.2 (the "Holly Holders") who have agreed to vote in favor of the Holly Merger, (iii) the form of Frontier Affiliate's Support Agreement entered into between Holly and Frontier's directors and certain officers of Frontier identified on Schedule A to Exhibit

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99.3 (the "Frontier Holders"), (iv) the Registration Rights Agreement entered into among Front Range Himalya Corporation, a Wyoming corporation ("Parent"), and the Holly Holders, and to be entered into by the Frontier Holders, and (v) the and press release announcing the proposed business combination.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) EXHIBITS.

- 99.1 -- Agreement and Plan of Merger, dated March 30, 2003, among Frontier, Holly, Parent, Front Range Merger Corporation, a Delaware corporation, and Himalaya Merger Corporation, a Delaware corporation.*
- 99.2 -- Form of Holly Holder Support Agreement entered into on March 30, 2003, between Frontier and each of the Holly Holders.*
- 99.3 -- Form of Frontier Affiliate's Support Agreement entered into on March 30, 2003, between Holly and each of the Frontier Holders.*
- 99.4 -- Registration Rights Agreement, dated March 30, 2003, among Parent and the Holly Holders, and to be entered into by the Frontier Holders.*
- 99.5 -- Press release, dated March 31, 2003.*

* Filed herewith.

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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 thereunto duly authorized.

HOLLY CORPORATION

By: /s/ Stephen J. McDonnell

Stephen J. McDonnell
Vice President and Chief
Financial Officer

Date: April 1, 2003

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EXHIBIT INDEX

| EXHIBIT NUMBER ----- | | EXHIBIT TITLE ----- |
|----------------------------|----|--|
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| 99.2 | -- | Form of Holly Holder Support Agreement entered into on March 30, 2003, between Frontier and each of the Holly Holders. |
| 99.3 | -- | Form of Frontier Affiliate's Support Agreement entered into on March 30 and 31, 2003, between Holly and each of the Frontier Holders. |
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