

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8  
REGISTRATION STATEMENT**  
*UNDER  
THE SECURITIES ACT OF 1933*

**Pioneer Natural Resources Company**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

75-2702753  
(I.R.S. Employer  
Identification Number)

777 Hidden Ridge  
Irving, Texas  
(972) 444-9001  
(Address of Principal Executive Offices)

75038  
(Zip Code)

**Pioneer Natural Resources Company Employee Stock Purchase Plan**  
(Full title of the plan)

**Mark H. Kleinman**  
**Pioneer Natural Resources Company**  
777 Hidden Ridge  
Irving, Texas 75038  
(972) 444-9001

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

*Copies to:*

**Robert L. Kimball**  
**Vinson & Elkins L.L.P.**  
2001 Ross Avenue, Suite 3900 Dallas, Texas 75201  
(214) 220-7860

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or 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	<input checked="" type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>		Smaller reporting company	<input type="checkbox"/>
			Emerging growth company	<input type="checkbox"/>

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.

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common stock, par value \$0.01 per share	1,250,000 shares	\$185.02	\$231,275,000.00	\$21,439.20

- (1) This Registration Statement on Form S-8 (this “Registration Statement”) registers 1,250,000 additional shares of common stock, par value \$0.01 per share (“Common Stock”) of Pioneer Natural Resources Company, a Delaware corporation (the “Company” or the “Registrant”), reserved for issuance in connection with the Pioneer Natural Resources Company Employee Stock Purchase Plan, as amended (the “Plan”). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Pioneer Common Stock that become issuable under the Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction.
  - (2) The proposed maximum offering price per share and the proposed maximum aggregate offering price for the shares of Common Stock have been estimated solely for the purpose of determining the amount of the registration fee in accordance with Rule 457(c) and Rule 457(h) under the Securities Act and based upon the average of the high and low sales prices of the shares of Common Stock as reported on The New York Stock Exchange on November 9, 2021 (a date within five business days prior to the date of filing this Registration Statement).
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## EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, Pioneer Natural Resources Company, a Delaware corporation (the “Company” or the “Registrant”), is filing this Registration Statement on Form S-8 (the “Registration Statement”) with the Securities and Exchange Commission (the “Commission”) to register 1,250,000 additional shares of Pioneer common stock, par value \$0.01 per share (the “Common Stock”) issuable under the Pioneer Natural Resources Company Employee Stock Purchase Plan, as amended (the “Plan”). The Plan was originally adopted in 1997, and has been amended various times since its effective date. The Registrant originally filed a Form S-8 with the Commission with respect to the Plan on September 8, 1997 (File No. 333-35165), and registered additional shares for the Plan on a Form S-8 Registration Statements on each of September 7, 2011 (File No. 333-176712) and August 17, 2012 (File No. 333-183379) (collectively, the “Prior Registration Statements”); this Registration Statement hereby incorporates by reference the contents of the Prior Registration Statements and made a part of this Registration Statement.

### PART I

The information required in Part I of this Registration Statement is included in one or more prospectuses for the Plan that is not filed as part of this Registration Statement in accordance with Rule 428 of the Securities Act and the Note to Part 1 of Form S-8.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Item 3. Incorporation of Documents by Reference

The contents of the Prior Registration Statements are incorporated herein by reference and made a part of this Registration Statement.

##### Item 8. Exhibits

<u>Exhibit Number</u>	<u>Description</u>
4.1	<a href="#"><u>Amended and Restated Certificate of Incorporation of the Registrant, dated June 26, 1997, and Certificate of Amendment of the Amended and Restated Certificate of Incorporation, effective May 18, 2012 (incorporated by reference to Exhibit 3.1 to the Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, File No. 1-13245).</u></a>
4.2	<a href="#"><u>Sixth Amended and Restated Bylaws of the Company, dated November 19, 2020 (incorporated by reference to Exhibit 3.2 to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2020, File No. 1-13245).</u></a>
4.3	<a href="#"><u>Pioneer Natural Resources Company Employee Stock Purchase Plan (amended and restated effective as of September 1, 2021) (incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed on June 1, 2021, File No. 001-13245).</u></a>
*5.1	<a href="#"><u>Consent of Vinson &amp; Elkins, L.L.P.</u></a>
*23.1	<a href="#"><u>Consent of Ernst &amp; Young LLP.</u></a>
*23.2	<a href="#"><u>Consent of KPMG LLP.</u></a>
*23.3	<a href="#"><u>Consent of KPMG LLP.</u></a>
*23.4	<a href="#"><u>Consent of Netherland, Sewell &amp; Associates, Inc.</u></a>
*23.5	<a href="#"><u>Consent of Vinson &amp; Elkins, L.L.P. (included in the opinion filed as Exhibit 5.1 herein)</u></a>
*24.1	<a href="#"><u>Power of Attorney (included on signature page).</u></a>

\* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Irving, Texas on the 10th day of November, 2021.

### PIONEER NATURAL RESOURCES COMPANY

By: /s/ Neal H. Shah

Name: Neal H. Shah

Title: Senior Vice President and Chief Financial Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Richard P. Dealy, Mark H. Kleinman, Neal H. Shah and Margaret Montemayor, and each of them, with full power of substitution and full power to act without the other, his true and lawful attorney-in-fact and agent to act for him in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file this Registration Statement, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully, to all intents and purposes, as they or he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Scott D. Sheffield</u> Scott D. Sheffield	Chief Executive Officer and Director (Principal Executive Officer)	November 10, 2021
<u>/s/ Neal H. Shah</u> Neal H. Shah	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	November 10, 2021
<u>/s/ Margaret Montemayor</u> Margaret Montemayor	Vice President and Chief Accounting Officer (Principal Accounting Officer)	November 10, 2021
<u>/s/ J. Kenneth Thompson</u> J. Kenneth Thompson	Chairman of the Board	November 10, 2021
<u>/s/ A.R. Alameddine</u> A.R. Alameddine	Director	November 10, 2021
<u>/s/ Lori G. Billingsley</u> Lori G. Billingsley	Director	November 10, 2021

<u>/s/ Edison C. Buchanan</u> Edison C. Buchanan	Director	November 10, 2021
<u>/s/ Maria S. Dreyfus</u> Maria S. Dreyfus	Director	November 10, 2021
<u>/s/ Matt Gallagher</u> Matt Gallagher	Director	November 10, 2021
<u>/s/ Phillip A. Gobe</u> Phillip A. Gobe	Director	November 10, 2021
<u>/s/ Larry R. Grillot</u> Larry R. Grillot	Director	November 10, 2021
<u>/s/ Royce W. Mitchell</u> Royce W. Mitchell	Director	November 10, 2021
<u>/s/ Stacy P. Methvin</u> Stacy P. Methvin	Director	November 10, 2021
<u>/s/ Frank A. Risch</u> Frank A. Risch	Director	November 10, 2021
<u>/s/ Phoebe A. Wood</u> Phoebe A. Wood	Director	November 10, 2021
<u>/s/ Michael D. Wortley</u> Michael D. Wortley	Director	November 10, 2021

# Vinson & Elkins

November 10, 2021

Pioneer Natural Resources Company  
777 Hidden Ridge  
Irving, Texas 75038

Ladies and Gentlemen:

We have acted as counsel for Pioneer Natural Resources Company, a Delaware corporation (the "Company"), in connection with the Company's registration under the Securities Act of 1933, as amended (the "Act"), of the offer and sale of an aggregate of up to 1,250,000 shares of the Company's common stock, par value \$0.01 per share (the "Shares"), pursuant to the Company's registration statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") on November 10, 2021, which Shares may be issued from time to time in accordance with the terms of the Pioneer Natural Resources Company Employee Stock Purchase Plan (as amended from time to time, the "Plan").

In reaching the opinions set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations and other instruments as we deemed necessary or advisable for purposes of this opinion, including (i) the Registration Statement, (ii) certain resolutions adopted by the board of directors of the Company, (iii) the Plan, and (iv) such other certificates, instruments, and documents as we have considered necessary for purposes of this opinion letter. As to any facts material to our opinions, we have made no independent investigation or verification of such facts and have relied, to the extent that we deem such reliance proper, upon certificates of public officials and officers or other representatives of the Company.

We have assumed (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures, (iii) the authority of all persons signing all documents submitted to us on behalf of the parties to such documents, (iv) the authenticity of all documents submitted to us as originals, (v) the conformity to authentic original documents of all documents submitted to us as copies, (vi) that all information contained in all documents reviewed by us is true, correct and complete, and (vii) that the Shares will be issued in accordance with the terms of the Plan.

Based on the foregoing and subject to the limitations set forth herein, and having due regard for the legal considerations we deem relevant, we are of the opinion that the Shares have been duly authorized and, when the Shares are issued by the Company in accordance with the terms of the Plan and the instruments executed pursuant to the Plan, as applicable, that govern the awards to which any Share relates, the Shares will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the General Corporation Law of the State of Delaware. We express no opinion as to any other law or any matter other than as expressly set forth above, and no opinion as to any other law or matter may be inferred or implied herefrom. The opinions expressed herein are rendered as of the date hereof and we expressly disclaim any obligation to update this letter or advise you of any change in any matter after the date hereof.

This opinion letter may be filed as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act.

**Vinson & Elkins LLP Attorneys at Law**  
Austin Beijing Dallas Dubai Hong Kong Houston London Moscow New York  
Palo Alto Richmond Riyadh San Francisco Taipei Tokyo Washington

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Dallas, TX 75201-2975  
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Very truly yours,

/s/ Vinson & Elkins L.L.P  
Vinson & Elkins L.L.P.

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Pioneer Natural Resources Company Employee Stock Purchase Plan of our reports dated March 1, 2021, with respect to the consolidated financial statements of Pioneer Natural Resources Company and the effectiveness of internal control over financial reporting of Pioneer Natural Resources Company included in its Annual Report (Form 10-K) for the year ended December 31, 2020, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Dallas, Texas

November 10, 2021

**Consent of Independent Registered Public Accounting Firm**

We consent to the use of our report dated February 21, 2020, with respect to the consolidated financial statements of Parsley Energy, Inc. and its subsidiaries, and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP  
Dallas, Texas  
November 10, 2021

**Consent of Independent Auditors**

We consent to the use of our report dated April 5, 2021, with respect to the consolidated financial statements of Parsley Energy, Inc. and its subsidiaries, incorporated herein by reference.

/s/ KPMG LLP  
Dallas, Texas  
November 10, 2021

CONSENT OF INDEPENDENT PETROLEUM ENGINEERS AND GEOLOGISTS

Netherland, Sewell & Associates, Inc. hereby consents to the incorporation by reference in this Registration Statement on Form S-8 of Pioneer Natural Resources Company (the "Company") pertaining to the Pioneer Natural Resources Company Employee Stock Purchase Plan of the references to our firm, in the context in which they appear, and of our audit letter dated January 15, 2021, included in the Annual Report on Form 10-K for the year ended December 31, 2020, of the Company and its subsidiaries, filed with the U.S. Securities and Exchange Commission on March 1, 2021.

**NETHERLAND, SEWELL & ASSOCIATES, INC.**

By: /s/ C.H. (Scott) Rees III

C.H. (Scott) Rees III, P.E.

Chairman and Chief Executive Officer

Dallas, Texas  
November 10, 2021