
**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): August 11, 2025

HF SINCLAIR CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-41325
(Commission
File Number)

87-2092143
(IRS Employer
Identification Number)

2323 Victory Ave., Suite 1400
Dallas, TX
(Address of principal executive offices)

75219
(Zip Code)

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

Not Applicable
(Former name or former address, if changed since last report)

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:

- 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 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to 12(b) of the Securities Exchange Act of 1934:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock \$0.01 par value	DINO	New York Stock Exchange
Common Stock \$0.01 par value	DINO	NYSE Texas, Inc.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

On August 11, 2025, HF Sinclair Corporation (the “Corporation”) issued a press release announcing the pricing of \$500,000,000 aggregate principal amount of its 5.500% Senior Notes due 2032. A copy of the Corporation’s press release is furnished with this Current Report on Form 8-K as Exhibit 99.1 and incorporated into this Item 7.01 by reference.

The information contained in, or incorporated into, this Item 7.01 is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any registration statement or other filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference to such filing.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or jurisdiction.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits**

<u>Exhibit Number</u>	<u>Description</u>
99.1*	Press Release of the Corporation issued August 11, 2025.
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document).

* Furnished herewith.

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.

HF SINCLAIR CORPORATION

By: /s/ Atanas H. Atanasov

Atanas H. Atanasov

Executive Vice President and Chief Financial Officer

Date: August 11, 2025

HF Sinclair Corporation Announces Pricing of Senior Notes Offering

DALLAS, August 11, 2025 — HF Sinclair Corporation (NYSE and NYSE Texas: DINO) (the “Corporation”) announced today that it has priced an offering of \$500,000,000 aggregate principal amount of its 5.500% Senior Notes due 2032 (the “Notes”) at a price to the public of 99.290% of the principal amount thereof. The offering is expected to close on August 18, 2025, subject to the satisfaction of customary closing conditions.

The Corporation intends to use the net proceeds from the offering to fund the concurrent tender offer (the “Tender Offer”) for cash of any and all of the Corporation’s outstanding 6.375% Senior Notes due 2027 and 5.875% Senior Notes due 2026 (collectively, the “Subject Notes”) and, if the Corporation deems appropriate, the redemption, repurchase, discharge or defeasance of any Subject Notes not purchased in the Tender Offer, and the remainder for general corporate purposes, which may include capital expenditures.

Interest on the Notes will be payable on March 1 and September 1 of each year. The first interest payment on the Notes will be due on March 1, 2026.

Citigroup Global Markets Inc., Scotia Capital (USA) Inc., TD Securities (USA) LLC, Truist Securities, Inc., Barclays Capital Inc., BofA Securities, Inc., Citizens JMP Securities, LLC, Mizuho Securities USA LLC, MUFG Securities Americas Inc., PNC Capital Markets LLC, SMBC Nikko Securities America, Inc. and Wells Fargo Securities, LLC are acting as joint book-running managers for the offering. Comerica Securities, Inc. and Goldman Sachs & Co. LLC also serve as co-managers for the offering. The offering is being made pursuant to an effective shelf registration statement that was previously filed with the Securities and Exchange Commission (the “SEC”) and only by means of a prospectus supplement and accompanying prospectus, copies of which may be obtained from:

Citigroup Global Markets Inc.
c/o Broadridge Financial Solutions
1155 Long Island Avenue
Edgewood, New York 11717
Telephone: (800) 831-9146
E-mail: prospectus@citi.com

Scotia Capital (USA) Inc.
250 Vesey Street, 23rd Floor
New York, New York 10281

TD Securities (USA) LLC
One Vanderbilt Avenue
New York, New York 10017

Truist Securities, Inc.
740 Battery Avenue SE, 3rd Floor
Atlanta, Georgia 30339
Attention: Prospectus Department
Telephone: 1-800-685-4786
Email: Truistsecurities.Prospectus@Truist.com

An electronic copy of the prospectus supplement and accompanying prospectus is also available on the website of the SEC at www.sec.gov.

This news release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Notes in any state or jurisdiction in which such offer, solicitation or sale of the Notes would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About HF Sinclair Corporation

HF Sinclair Corporation, headquartered in Dallas, Texas, is an independent energy company that produces and markets high-value light products such as gasoline, diesel fuel, jet fuel, renewable diesel and lubricants and specialty products. HF Sinclair owns and operates refineries located in Kansas, Oklahoma, New Mexico, Wyoming, Washington and Utah. HF Sinclair provides petroleum product and crude oil transportation, terminalling, storage and throughput services to our refineries and the petroleum industry. HF Sinclair markets its refined products principally in the Southwest U.S., the Rocky Mountains extending into the Pacific Northwest and in other neighboring Plains states and supplies high-quality fuels to more than 1,700 branded stations and licenses the use of the Sinclair brand to more than 300 additional locations throughout the country. HF Sinclair produces renewable diesel at two of its facilities in Wyoming and also at its facility in New Mexico. In addition, subsidiaries of HF Sinclair produce and market base oils and other specialized lubricants in the U.S., Canada and the Netherlands, and export products to more than 80 countries.

FOR FURTHER INFORMATION, Contact:

Craig Biery, Vice President, Investor Relations
HF Sinclair Corporation
214-954-6510

Cautionary Statement Regarding Forward-Looking Statements

The following is a “safe harbor” statement under the Private Securities Litigation Reform Act of 1995: The statements in this press release relating to matters that are not historical facts, including those regarding the Notes offering and the expected use of proceeds therefrom, are “forward-looking statements” that involve certain risks and uncertainties that could cause actual outcomes and results to materially differ from what is expressed, implied or forecast in such statements. Any differences could be caused by a number of factors, including, but not limited to, the ability to complete the offering, general market conditions and other financial, operational and legal risks and uncertainties detailed from time to time in the Corporation’s SEC filings. All forward-looking statements included in this press release are expressly qualified in their entirety by the foregoing cautionary statements. The forward-looking statements speak only as of the date made and, other than as required by law, we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.