

PDC ENERGY, INC.
Form S-8 POS
June 05, 2015

As filed with the Securities and Exchange Commission on June 5, 2015

Registration Nos. 333-157554, 333-126444, 333-111825, 333-111824, 333-111823

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

POST-EFFECTIVE AMENDMENT NO. 1 to
Form S-8 Registration Statement No. 333-157554
Form S-8 Registration Statement No. 333-126444
Form S-8 Registration Statement No. 333-111825
Form S-8 Registration Statement No. 333-111824
Form S-8 Registration Statement No. 333-111823

UNDER
THE SECURITIES ACT OF 1933

PDC ENERGY, INC.
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)
1775 Sherman Street, Suite 3000
Denver, Colorado 80203
(303) 860-5800

95-2636730
(I.R.S. Employer
Identification Number)

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

2005 Non-Employee Director Restricted Stock Plan
1999 Incentive Stock Option and Non-Qualified Stock Option Plan
1997 Employee Incentive Stock Option Plan
Tom Carpenter Employment Agreement Stock Option Plan
(Full Title of Plan)

Daniel W. Amidon, Esq.
Senior Vice President, General Counsel and Secretary
PDC Energy, Inc.
1775 Sherman Street, Suite 3000
Denver, Colorado 80203
(303) 860-5800

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

Copies to:

John A. Elofson, Esq.

Davis Graham & Stubbs LLP

1550 Seventeenth Street, Suite 500

Denver, Colorado 80202

(303) 892-9400

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

EXPLANATORY NOTE
REMOVE SECURITIES FROM REGISTRATION

PDC Energy, Inc., a Nevada corporation formerly known as Petroleum Development Corporation (the Registrant), is filing these post effective amendments (the Post-Effective Amendments) to the registration statements listed below (the Registration Statements) in order to remove from registration any securities registered and unissued under the Registration Statements, of which there are none, and to terminate the Registration Statements as to such shares of common stock. The Registration Statements are being terminated as to such shares of common stock and the shares of common stock are being removed from registration because the equity plans or agreements referenced below have now expired or been terminated and no more shares of common stock will be issued thereunder.

| Registration No. | Date Filed With the Securities and Exchange Commission | Name of Equity Plan or Agreement | Number of Shares of Common Stock Originally Registered |
|-------------------------|---|---|---|
| 333-157554 | 02/26/2009 | 2005 Non-Employee Director Restricted Stock Plan | 60,000 |
| 333-126444 | 07/07/2005 | 2005 Non-Employee Director Restricted Stock Plan | 40,000 |
| 333-111825 | 01/09/2004 | 1999 Incentive Stock Option and Non-Qualified Stock Option Plan | 500,000 |
| 333-111824 | 01/09/2004 | 1997 Employee Incentive Stock Option Plan | 500,000 |
| 333-111823 | 01/09/2004 | Tom Carpenter Employment Agreement Stock Option Plan | 20,000 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 these Post-Effective Amendments to the Registration Statements on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado, on June 5, 2015.

PDC ENERGY, INC.

By: /s/ Barton R. Brookman
Barton R. Brookman

President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|---|--------------|
| /s/ Barton R. Brookman Barton R. Brookman | President and Chief Executive Officer and Director (principal executive officer) | June 5, 2015 |
| /s/ Gysle R. Shellum Gysle R. Shellum | Chief Financial Officer (principal financial officer) | June 5, 2015 |
| /s/ R. Scott Meyers R. Scott Meyers | Chief Accounting Officer (principal accounting officer) | June 5, 2015 |
| /s/ Jeffrey C. Swoveland Jeffrey C. Swoveland | Chairman of the Board of Directors | June 5, 2015 |
| /s/ Joseph E. Casabona Joseph E. Casabona | Director | June 5, 2015 |
| /s/ Anthony J. Crisafio Anthony J. Crisafio | Director | June 5, 2015 |
| /s/ Larry F. Mazza Larry F. Mazza | Director | June 5, 2015 |
| /s/ David C. Parke David C. Parke | Director | June 5, 2015 |
| /s/ James M. Trimble James M. Trimble | Director | June 5, 2015 |
| /s/ Kimberly Luff Wakim | Director | June 5, 2015 |

Kimberly Luff Wakim