

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934**

Filed by the registrant

Filed by a party other than the registrant

Check the appropriate box:

- |   |   |
|---|---|
| <input type="checkbox"/> Preliminary proxy statement                | <input type="checkbox"/> <b>Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))</b> |
| <input type="checkbox"/> Definitive proxy statement                 |   |
| <input checked="" type="checkbox"/> Definitive additional materials |   |
| <input type="checkbox"/> Soliciting material under Rule 14a-12      |   |

**QEP RESOURCES, INC.**

(Name of Registrant as Specified In Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.
- (1) Amount previously paid:
-

**\*\*\* Exercise Your *Right* to Vote \*\*\***  
**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on May 15, 2018.**

**QEP RESOURCES, INC.**

**Meeting Information**

**Meeting Type:** Annual Meeting  
**For holders as of:** March 26, 2018  
**Date:** May 15, 2018 **Time:** 8:00 AM MDT  
**Location:** 1050 17th Street  
Second Floor  
Denver, CO 80265

QEP RESOURCES, INC.  
1050 17TH STREET, SUITE 800  
DENVER, CO 80265

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

E39341-PO5768

— **Before You Vote** —  
How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

NOTICE AND PROXY STATEMENT      ANNUAL REPORT

**How to View Online:**

Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 1, 2018 to facilitate timely delivery.

— **How To Vote** —  
Please Choose One of the Following Voting Methods

**Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

E39342-PO5768

**Voting Items**

**The Board of Directors recommends you vote FOR proposal 1.**

1. To approve a Company proposal to amend the Certificate of Incorporation to declassify the Board.

**The Board of Directors recommends you vote FOR each of the following nominees:**

2. If Item No. 1 to declassify the Board is approved, to elect the eight directors nominated by the Board.

**Nominees:**

- |                            |                         |
|----------------------------|-------------------------|
| 01) Phillips S. Baker, Jr. | 05) M.W. Scoggins       |
| 02) Julie A. Dill          | 06) Mary Shafer-Malicki |
| 03) Robert F. Heinemann    | 07) Charles B. Stanley  |
| 04) Michael J. Minarovic   | 08) David A. Trice      |

3. If Item No. 1 to declassify the Board is not approved, to elect the eight directors nominated by the Board as a Class I, Class II or Class III director with terms expiring in 2020, 2021 and 2019, respectively, as set forth opposite each nominee's name.

**Nominees:**

- |                                       |                                    |
|---------------------------------------|------------------------------------|
| 09) Phillips S. Baker, Jr. (Class II) | 13) M.W. Scoggins (Class III)      |
| 10) Julie A. Dill (Class III)         | 14) Mary Shafer-Malicki (Class II) |
| 11) Robert F. Heinemann (Class I)     | 15) Charles B. Stanley (Class II)  |
| 12) Michael J. Minarovic (Class I)    | 16) David A. Trice (Class I)       |

**The Board of Directors recommends you vote FOR proposals 4, 5 and 6.**

4. To approve, by non-binding advisory vote, the compensation of the Company's named executive officers.
5. To approve the QEP Resources, Inc. 2018 Long-Term Incentive Plan.
6. To ratify the appointment of PricewaterhouseCoopers LLP for fiscal year 2018.