

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: April 10, 2020
(Date of earliest event reported)

QEP RESOURCES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34778
(Commission
File Number)

87-0287750
(I.R.S. Employer
Identification No.)

1050 17th Street, Suite 800
Denver, Colorado 80265
(Address of principal executive offices and zip code)

(303) 672-6900
(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- 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 Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.01 par value	QEP	New York Stock Exchange

Indicate by checkmark 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)

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.

Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard. Transfer of Listing.

Item 3.01

On April 10, 2020, QEP Resources, Inc. (the Company) received notice (the Notice) from the New York Stock Exchange (the NYSE) that it is no longer in compliance with the NYSE continued listing criteria set forth in Section 802.01C of the Listed Company Manual of the NYSE (Section 802.01C) that requires listed companies to maintain an average closing share price of at least \$1.00 over a period of 30 consecutive trading days.

Pursuant to Section 802.01C, the Company has a period of six months following the receipt of the Notice to regain compliance with the minimum share price requirement, subject to possible extension in the discretion of the NYSE. The Company has notified the NYSE of its intent to cure the listing standard deficiency and regain compliance with the price criteria. The Company intends to consider all available options to cure the deficiency and restore compliance. Accordingly, the Company has proposed for stockholder approval a reverse stock split with a ratio of not less than one-for-ten (1:10) and not more than one-for-forty (1:40) at its annual meeting of shareholders to be held on May 12, 2020 (the Annual Meeting).

The Company can regain compliance with the minimum share price requirement at any time during the six month cure period if, on the last trading day of any calendar month during the cure period or on the last day of the cure period, the Company has a closing share price of at least \$1.00 and an average closing share price of at least \$1.00 over the 30 trading-day period ending on such date. If the Company effectuates a reverse stock split following shareholder approval to cure the condition, the condition will be deemed cured if the price promptly exceeds \$1.00 a share and the price remains above that level for at least the following 30 trading days.

The Notice has no immediate impact on the listing of the Company's common stock, which will continue to be listed and traded on the NYSE during the cure period under the trading symbol "QEP", subject to the Company's continued compliance with the other listing requirements of the NYSE. However, the trading symbol will have an added designation of ".BC" to indicate that the status of the common shares is "below compliance" with the NYSE continued listing standards. The ".BC" indicator will be removed at such time as the Company regains compliance. Failure to satisfy the conditions of the cure period or to maintain other listing requirements could lead to a delisting.

The Notice does not affect ongoing business operations of the Company or its reporting requirements with the Securities and Exchange Commission.

Item 7.01 Regulation FD Disclosure.

On April 16, 2020, the Company issued a press release announcing the receipt of the Notice. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

On April 16, 2020, the Company issued a press release announcing that the Annual Meeting will be held in a virtual format only, via live audio webcast due to public health concerns regarding the COVID-19 outbreak and to support the health and well-being of meeting participants. The Annual Meeting will still be held at 8:00 a.m. Mountain Daylight Time on Tuesday, May 12, 2020, but in virtual meeting format only. The Annual Meeting will be held at www.virtualshareholdermeeting.com/QEP2020. The full text of the press release is furnished herewith as Exhibit 99.2 and is incorporated herein by reference.

The information contained in this Item 7.01, including in Exhibits 99.1 and 99.2, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit</u>
99.1	Press Release, dated April 16, 2020 (NYSE).
99.2	Press Release, dated April 16, 2020 (Virtual Shareholder Meeting).

SIGNATURE

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 hereunto duly authorized.

QEP Resources, Inc.
(Registrant)

April 16, 2020

/s/ William J. Buese

William J. Buese

Vice President, Chief Financial Officer and Treasurer



QEP Resources Receives Continued Listing Notice from NYSE

DENVER - April 16, 2020 - QEP Resources, Inc. (NYSE: QEP) (QEP or the Company) announced that on April 10, 2020, it received written notice from the New York Stock Exchange (NYSE) that the average closing price of the Company's common stock over the prior 30-consecutive trading day period was below \$1.00 per share, which is the minimum average share price for continued listing on the NYSE.

QEP has notified the NYSE of its intent to cure the deficiency and return to compliance with the NYSE continued listing requirements within the six-month cure period. During the cure period, QEP's shares of common stock will continue to trade on the NYSE, subject to compliance with other continued listing requirements.

The NYSE notification does not affect QEP's ongoing business operations or its Securities and Exchange Commission reporting requirements, nor does it trigger any violation of its debt obligations. QEP is considering all available options to regain compliance with the NYSE's continued listing standards, including the consummation of a potential reverse stock split.

About QEP Resources, Inc.

QEP Resources, Inc. (NYSE: QEP) is an independent crude oil and natural gas exploration and production company focused in two regions of the United States: the Southern Region (primarily in Texas) and the Northern Region (primarily in North Dakota). For more information, visit QEP's website at: www.qepres.com.

Forward-Looking Statements

This release includes forward-looking statements within the meaning of Section 27(a) of the Securities Act of 1933, as amended, and Section 21(e) of the Securities Exchange Act of 1934, as amended. Forward-looking statements can be identified by words such as "anticipates," "believes," "forecasts," "plans," "estimates," "expects," "should," "will" or other similar expressions. Such statements are based on management's current expectations, estimates and projections, which are subject to a wide range of uncertainties and business risks. These forward-looking statements include statements regarding: the Company's intention to regain compliance with the NYSE's continued listing standards. Actual results may differ materially from those included in the forward-looking statements due to a number of factors, including, but not limited to: the length and severity of the recent outbreak of the COVID-19 virus and its impact on QEP's business; changes in oil, gas and NGL prices; liquidity constraints, including those resulting from the cost or unavailability of financing due to debt and equity capital and credit market conditions, changes in QEP's credit rating, QEP's compliance with loan covenants, the increasing credit pressure on QEP's industry or demands for cash collateral by counterparties to derivative and other contracts; market conditions; global geopolitical and macroeconomic factors; the activities of the Organization of Petroleum Exporting Countries and other oil producing countries such as Russia; general economic conditions, including interest rates; changes in local, regional, national and global demand for natural oil, gas and NGL; impact of new laws and regulations, including the use of hydraulic fracture stimulation; impact of U.S. dollar exchange rates on oil, gas and NGL prices; elimination of federal income tax deductions for oil and gas exploration and development; guidance for implementation of the Tax Cuts and Jobs Act; actual proceeds from asset sales; actions of activist shareholders; tariffs on products QEP uses in its operations or on the products QEP sells; drilling results; shortages of oilfield equipment, services and personnel; the availability of storage and refining capacity; operating risks such as unexpected drilling conditions; transportation constraints, including gas and crude oil pipeline takeaway capacity in

the Permian Basin; weather conditions; changes in maintenance, service and construction costs; permitting delays; outcome of contingencies such as legal proceedings; inadequate supplies of water and/or lack of water disposal sources; credit worthiness of counterparties to agreements; and the other risks discussed in the Company's periodic filings with the Securities and Exchange Commission, including the Risk Factors section of the Company's Annual Report on Form 10-K for the year ended December 31, 2019. QEP Resources undertakes no obligation to publicly correct or update the forward-looking statements in this news release, in other documents, or on the website to reflect future events or circumstances. All such statements are expressly qualified by this cautionary statement.

Contact

Investors/Media:

William I. Kent, IRC

Director, Investor Relations

303-405-6665



QEP Resources Announces Change to a Virtual Meeting Format for 2020 Annual Meeting of Shareholders

DENVER - April 16, 2020 - QEP Resources, Inc. (NYSE: QEP) (QEP or the Company) today announced that it will hold its 2020 Annual Meeting of Shareholders (the Annual Meeting) in a virtual-only format, via live audio webcast, rather than in-person. The Company made the decision to change to a virtual-only format in light of the ongoing public-health crisis caused by the coronavirus (COVID-19) pandemic, recommendations of health officials regarding large in-person gatherings, and the importance of safeguarding the health of all QEP stakeholders. The Annual Meeting will be held on the same date and at the same time as previously announced, Tuesday, May 12, 2020 at 8:00 a.m. MDT.

As described in the Company's proxy materials previously distributed for the Annual Meeting, shareholders as of the close of business on March 19, 2020, the record date, are entitled to participate in and vote at the Annual Meeting. To attend, participate in and vote at the virtual Annual Meeting, shareholders of record must visit www.virtualshareholdermeeting.com/QEP2020 and enter the 16-digit control number found on the proxy card, voting instruction form or notice previously received to log in to the website.

For additional information regarding how shareholders may access, vote and participate in the virtual Annual Meeting, please refer to the Company's supplemental proxy materials filed today with the Securities and Exchange Commission. The proxy statement for the Annual Meeting and the Company's Annual Report on Form 10-K for the year ended December 31, 2019 (the 2019 Annual Report) are available at www.proxyvote.com and on the Company's website at www.qepres.com under the "Investors" tab and then "Financial Information."

About QEP Resources, Inc.

QEP Resources, Inc. (NYSE: QEP) is an independent crude oil and natural gas exploration and production company focused in two regions of the United States: the Southern Region (primarily in Texas) and the Northern Region (primarily in North Dakota). For more information, visit QEP's website at: www.qepres.com.

Forward-Looking Statements

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U.S. dollar exchange rates on oil, gas and NGL prices; elimination of federal income tax deductions for oil and gas exploration and development; guidance for implementation of the Tax Cuts and Jobs Act; actual proceeds from asset sales; actions of activist shareholders; tariffs on products QEP uses in its operations or on the products QEP sells; drilling results; shortages of oilfield equipment, services and personnel; the availability of storage and refining capacity; operating risks such as unexpected drilling conditions; transportation constraints, including gas and crude oil pipeline takeaway capacity in the Permian Basin; weather conditions; changes in maintenance, service and construction costs; permitting delays; outcome of contingencies such as legal proceedings; inadequate supplies of water and/or lack of water disposal sources; credit worthiness of counterparties to agreements; and the other risks discussed in the Company's periodic filings with the Securities and Exchange Commission, including the Risk Factors section of the 2019 Annual Report. QEP undertakes no obligation to publicly correct or update the forward-looking statements in this news release, in other documents, or on the website to reflect future events or circumstances. All such statements are expressly qualified by this cautionary statement.

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