

PDC ENERGY, INC.
Form 8-K
June 03, 2013

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): May 31, 2013 (May 30, 2013)

PDC ENERGY, INC.

(Exact name of registrant as specified in its charter)

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NEVADA
(State or other jurisdiction of
incorporation or organization)

0-7246
(Commission

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

File Number)
1775 Sherman Street, Suite 3000

Denver, Colorado 80203

Registrant's telephone number, including area code: (303) 860-5800

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))

Item 1.01. Entry into a Material Definitive Agreement.

As previously disclosed, on February 4, 2013, PDC Energy, Inc. (the *Company*) entered into a Purchase and Sale Agreement (the *Purchase Agreement*) to sell its Piceance, NECO, and certain other non-core Colorado oil and gas properties, leasehold mineral interests and related assets (the *Transaction*) to certain affiliates of Denver-based Caerus Oil and Gas LLC (*Caerus*).

On May 30, 2013, the Company and Caerus entered into an amendment to the Purchase Agreement (the *Amendment*). Among other things, pursuant to the Amendment, the termination dates related to obtaining certain third-party consents and the rights of each party to terminate the Purchase Agreement for failure to close by a specified date were extended until June 30, 2013. The closing of the Transaction remains subject to customary closing conditions.

The Amendment is attached hereto as Exhibit 10.1 and is incorporated herein by reference. The foregoing description of the Amendment is qualified in its entirety by reference to the full text of the Amendment.

Item 9.01. Financial Statements and Exhibits.

Exhibit No.	Description
10.1	Amendment No. 1 to Purchase and Sale Agreement, dated as of May 30, 2013 by and among the Company, certain affiliates of the Company, Caerus Operating LLC, Caerus Washco LLC and Caerus Piceance LLC.

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.

Date: May 31, 2013

PDC ENERGY, INC.

By: /s/ Daniel W. Amidon
Daniel W. Amidon
General Counsel and Secretary

EXHIBIT INDEX

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