

PETROLEUM DEVELOPMENT CORP

Form 8-K

June 13, 2012

**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): June 8, 2012

**PDC Energy, Inc.**

(Exact name of registrant as specified in its charter)

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<b>Nevada</b> (State or other jurisdiction of incorporation or organization)	<b>0-7246</b> (Commission File Number)	<b>95-2636730</b> (I.R.S. Employer Identification Number)
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**1775 Sherman Street, Suite 3000**

**Denver, CO**  
(Address of principal executive offices)

**80203**  
(Zip Code)

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

**Petroleum Development Corporation**

(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))

**Item 1.01 Entry into a Material Definitive Agreement.**

On June 8, 2012, the Company entered into a revised indemnification agreement with each of its independent directors. The agreements generally provide that the Company will indemnify, and advance expenses to, the directors to the full extent permitted under Nevada law in connection with legal proceedings arising from or relating to their role as directors. The agreements supersede the prior indemnification agreements between the Company and the independent directors.

The preceding is not a complete description of the terms of the new indemnification agreements. A form of the new indemnification agreement is attached as Exhibit 10.1 hereto and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
10.1	Form of Indemnification Agreement with Company Directors, dated as of June 8, 2012.

**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: June 13, 2012

**PDC ENERGY, INC.**

By: /s/ Daniel W. Amidon  
Senior Vice President, General Counsel and Secretary

**EXHIBIT INDEX**

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