

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

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**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.

<b>Registration No.</b>	<b>Date Filed With the Securities and Exchange Commission</b>	<b>Name of Equity Plan or Agreement</b>	<b>Number of Shares of Common Stock Originally Registered</b>
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

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**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.

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

**Kimberly Luff Wakim**