

PDC ENERGY, INC.  
Form 8-A12B/A  
June 03, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A/A**

(Amendment No. 2)

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR (g) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**PDC Energy, Inc.**

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State of incorporation or organization)

**95-2636730**

(I.R.S. Employer Identification No.)

**1775 Sherman Street, Suite 3000, Denver, CO**

(Address of principal executive offices)

**80203**

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class  
to be so registered  
Common Stock, par value \$0.01 per share  
Rights to Purchase Common Stock**

**Name of each exchange on which  
each class is to be registered  
Nasdaq Global Select Market**

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: N/A (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

N/A

(Title of class)

(Title of class)

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**Explanatory Note**

This Form 8-A/A is filed by PDC Energy, Inc. (the Company ) to reflect the expiration of the rights to purchase common stock (the Rights ) registered on the Form 8-A filed by the Company on September 14, 2007, as amended on June 8, 2015.

**Item 1. Description of Securities to Be Registered**

On June 1, 2016, PDC Energy, Inc. (the Company ) entered into a Second Amendment (the Amendment ) to the Rights Agreement (the Rights Agreement ), dated as of September 11, 2007, as amended, by and between the Company and Computershare Trust Company, N.A., successor rights agent to Transfer Online, Inc.

The Amendment accelerates the Final Expiration Date (as defined in the Rights Agreement) of the rights issued pursuant to the Rights Agreement (the Rights ) from September 11, 2017 to June 1, 2016, and has the effect of terminating the Rights Agreement on that date. Upon the Final Expiration Date, all of the Rights distributed to holders of the Company s common stock pursuant to the Rights Agreement will expire.

The foregoing is a summary of the terms of the Amendment. The summary does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is attached as Exhibit 4.2 and incorporated herein by reference.

**Item 2. Exhibits**

See Exhibit Index.

**SIGNATURE**

Pursuant to the requirements of Section 12 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 3, 2016

**PDC ENERGY, INC.**

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

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
4.1	Rights Agreement, dated as of September 11, 2007, between the Company and Transfer Online, Inc. (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on September 17, 2007).
4.2	Second Amendment to Rights Agreement by and between PDC Energy, Inc. and Computershare Trust Company, N.A., dated June 1, 2016.