

PDC ENERGY, INC.  
Form 8-K  
June 24, 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): June 24, 2013 (June 18, 2013)

PDC Energy, Inc.  
(Exact name of registrant as specified in its charter)

|   |                             |  |
|---|-----------------------------|--|
| Nevada  | 0-7246                      | 95-2636730                                 |
| (State or other jurisdiction of<br>incorporation or organization) | (Commission<br>File Number) | (I.R.S. Employer<br>Identification Number) |

1775 Sherman Street, Suite 3000  
Denver, Colorado 80203  
(Address of principal executive offices) (Zip Code)

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

Not Applicable  
(Former name or former address, if changed since last report)

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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))
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Item 2.01. Completion of Acquisition or Disposition of Assets

On a Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on February 5, 2013, PDC Energy, Inc. (the “Company”), a Nevada corporation, first reported that it had executed a Purchase and Sale Agreement with certain affiliates of Denver-based Caerus Oil and Gas LLC (“Caerus”), dated February 4, 2013, pursuant to which the Company agreed to sell to Caerus its Piceance Basin, Northeastern Colorado and certain other non-core Colorado oil and gas properties, leasehold mineral interests and related assets, including certain derivatives (the “Assets”) for aggregate cash consideration of approximately \$200 million, subject to customary adjustments, including adjustments based on title and environmental diligence to be conducted by Caerus.

On June 18, 2013, this divestiture was completed with total proceeds received of approximately \$185.2 million, subject to customary post-closing adjustments and net of our non-affiliated investor partners' share of \$17.0 million. Under the Purchase and Sale Agreement, the transaction is given economic effect as of January 1, 2013 such that all proceeds and certain customary operational costs and expenses attributable to the Assets will be apportioned between the Company and Caerus according to such date. Following the closing of the transaction, the Company is completely divested of its Piceance Basin and Northeastern Colorado assets.

Item 9.01. Financial Statements and Exhibits

(b) Pro Forma Financial Information

The unaudited pro forma condensed consolidated balance sheet as of March 31, 2013 and the unaudited pro forma condensed consolidated statements of operations for the years ended December 31, 2012, 2011 and 2010 and the three month periods ended March 31, 2013 and 2012, as adjusted to reflect the divestiture of the Assets, are furnished as Exhibit 99.1 to this Current Report on Form 8-K and are incorporated herein by reference.

(d) Exhibits

| Exhibit No. | Description                     |
|-------------|---------------------------------|
| 99.1        | Pro Forma Financial Information |

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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 24, 2013

PDC ENERGY, INC.

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

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EXHIBIT INDEX

Exhibit No. Description

99.1 Pro Forma Financial Information