

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

Under the Securities Exchange Act of 1934  
(Amendment No. 5)

QEP Resources, Inc.  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

74733V100  
(CUSIP Number)

Marc Weingarten, Esq.  
Eleazer Klein, Esq.  
Schulte Roth & Zabel LLP  
919 Third Avenue  
New York, New York 10022  
(212) 756-2000  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

October 13, 2014  
(Date of Event which Requires  
Filing of this Schedule)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. [ ]

**NOTE:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERSON JANA PARTNERS LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 0	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5) 0%	
14	TYPE OF REPORTING PERSON IA	

This Amendment No. 5 ("Amendment No. 5") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on October 21, 2013 (the "Original Schedule 13D"), Amendment No. 1 filed on November 13, 2013 ("Amendment No. 1"), Amendment No. 2 filed on January 13, 2014 ("Amendment No. 2"), Amendment No. 3 filed on February 24, 2014 ("Amendment No. 3") and Amendment No. 4 filed on September 5, 2014 ("Amendment No. 4" and together with the Original Schedule 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3 and this Amendment No. 5, the "Schedule 13D") with respect to the shares ("Shares") of common stock, par value \$0.01 per share, of QEP Resources, Inc., a Delaware corporation (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 5 have the meanings set forth in the Schedule 13D. This Amendment No.5 amends Items 3, 5(a), (b), (c) and (e) and 7 as set forth below. This is the final amendment to the Schedule 13D and constitutes an "exiting filing" for the Reporting Person.

**Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.**

Item 3 of the Schedule 13D is hereby amended and restated as follows:

At the close of business on October 15, 2014, the Reporting Person no longer beneficially owned any Shares.

**Item 5. INTEREST IN SECURITIES OF THE COMPANY.**

Items 5(a), (b), (c) and (e) of the Schedule 13D are hereby amended and restated in their entirety as follows:

(a) – (b) At the close of business on October 15, 2014, the Reporting Person no longer beneficially owned any Shares.

(c) Information concerning transactions in the Shares effected by the Reporting Person since the filing of Amendment No. 4 is set forth in Exhibit A hereto and is incorporated herein by reference. All of the transactions in Shares listed in Exhibit A hereto were effected in open market purchases through various brokerage entities.

(e) October 14, 2014.

**Item 7. MATERIAL TO BE FILED AS EXHIBITS.**

Item 7 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

Exhibit A: Transactions in the Shares Effected since Amendment No. 4.

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 15, 2014

JANA PARTNERS LLC

By:	<u>/s/ Jennifer Fanjiang</u>
Name:	Jennifer Fanjiang
Title:	General Counsel

**Transactions in the Shares Effected since Amendment No. 4**

The following table sets forth all transactions in the Shares effected since the filing of Amendment No. 4 by the Reporting Person. All such transactions were effected in the open market through brokers and the price per share is net of commissions.

<b>Trade Date</b>	<b>Shares Purchased (Sold)</b>	<b>Price Per Share (\$)</b>
10/02/2014	(282,110)	29.92
10/06/2014	(184,374)	30.08
10/06/2014	(175,455)	30.10
10/06/2014	(73,300)	29.92
10/07/2014	(49,500)	29.55
10/07/2014	(17,848)	29.49
10/07/2014	(395,431)	29.10
10/08/2014	(80,537)	28.11
10/08/2014	(323,555)	28.08
10/13/2014	(37,764)	24.53
10/13/2014	(254,700)	23.79
10/13/2014	(453,600)	24.32
10/13/2014	(733,054)	23.73
10/13/2014	(20,900)	23.86
10/14/2014	(75,300)	22.82
10/14/2014	(2,317,433)	22.50
10/14/2014	(9,376)	22.79
10/15/2014	(20,600)	21.27
10/15/2014	(225,000)	20.76
10/15/2014	(345,700)	21.21
10/15/2014	(700,000)	20.99
10/15/2014	(1,110,300)	21.22
10/15/2014	(1,869,303)	20.68
10/15/2014	(3,210,516)	20.83