

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): **February 14, 2012**

QEP RESOURCES, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-34778

(Commission File Number)

87-0287750

(IRS Employer Identification No.)

1050 17th Street, Suite 500

Denver, Colorado

(Address of principal executive offices)

80265

(Zip Code)

Registrant's telephone number, including area code: **(303) 672-6900**

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 (*see* General Instruction A.2. below):

- 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 1.01. Entry into a Material Definitive Agreement.

On February 14, 2012, QEP Resources, Inc. (the “Company”) and Wells Fargo Bank, N.A., as Rights Agent (the “Rights Agent”), entered into the First Amendment to Rights Agreement (the “Amendment”), which amends the Rights Agreement, dated as of June 30, 2010, by and between the Company and the Rights Agent. The Amendment accelerates the final expiration date of the Company’s preferred stock purchase rights (the “Rights”) from the close of business on June 30, 2013 to the close of business on April 1, 2012. As a result of the Amendment, as of the close of business on April 1, 2012, the Rights will no longer be outstanding and will not be exercisable, and the Rights Agreement will effectively terminate and be of no further force and effect.

The foregoing summary of certain terms of the Amendment does not purport to be complete and is subject to and qualified in its entirety by reference to the Amendment, a copy of which is filed as Exhibit 4.1 to this Current Report on Form 8-K and is incorporated herein by reference.

A copy of the Company’s press release announcing the execution of the Amendment is included as Exhibit 99.1 to this Current Report on Form 8-K.

Item 3.03. Material Modification to Rights of Security Holders.

The information set forth under Item 1.01 of this Current Report on Form 8-K is hereby incorporated by reference in Item 3.03.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	First Amendment to Rights Agreement, dated as of February 14, 2012, by and between QEP Resources, Inc. and Wells Fargo Bank, N.A., as Rights Agent
99.1	Press release issued by QEP Resources, Inc., dated February 14, 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.

QEP RESOURCES, INC.

Date: February 14, 2012

By: /s/ Richard J. Doleshek

Richard J. Doleshek

Executive Vice President, Chief Financial Officer and
Treasurer

EXHIBIT INDEX

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<u>99.1</u>	Press release issued by QEP Resources, Inc., dated February 14, 2012

FIRST AMENDMENT TO RIGHTS AGREEMENT

This First Amendment to Rights Agreement, dated as of February 14, 2012 (this “*Amendment*”), is entered into by and between QEP Resources, Inc., a Delaware corporation (the “*Company*”), and Wells Fargo Bank, N.A., as Rights Agent (the “*Rights Agent*”). This Amendment is an amendment to the Rights Agreement, dated as of June 30, 2010 (the “*Rights Agreement*”), by and between the Company and the Rights Agent.

WHEREAS, the Company and the Rights Agent entered into the Rights Agreement, which specifies the terms and conditions of the Rights;

WHEREAS, the Company desires to amend the Rights Agreement in accordance with Section 26 of the Rights Agreement; and

WHEREAS, pursuant to resolutions duly adopted on the date hereof, the Board of Directors of the Company has determined it is advisable and in the best interests of the Company to amend the Rights Agreement as set forth below;

NOW, THEREFORE, in consideration of the premises and mutual agreements set forth herein and in the Rights Agreement, the parties hereby agree as follows:

Section 1. Definitions. Capitalized terms used and not otherwise defined herein shall have the respective meanings assigned to such terms in the Rights Agreement.

Section 2. Amendment to Rights Agreement. Section 7.1 of the Rights Agreement is hereby amended and restated in its entirety to read as follows:

“7.1. Exercise of Rights. Subject to Section 11.1.2 and except as otherwise provided herein, the registered holder of any Right Certificate may exercise the Rights evidenced thereby in whole or in part at any time after the Distribution Date upon surrender of the Right Certificate, with the form of election to purchase and certification on the reverse side thereof duly executed, to the Rights Agent at the office of the Rights Agent designated for such purpose, together with payment of the aggregate Purchase Price for the total number of one one-thousandths of a share of Preferred Stock (or other securities, cash or other assets) as to which the Rights are exercised, at or prior to the time (the “*Expiration Date*”) that is the earliest of (i) the close of business on April 1, 2012 (the “*Final Expiration Date*”), (ii) the time at which the Rights are redeemed as provided in Section 23 (the “*Redemption Date*”), (iii) the closing of any merger or other acquisition transaction involving the Company pursuant to an agreement of the type described in Section 13.3 at which time the Rights are deemed terminated, or (iv) the time at which the Rights are exchanged as provided in Section 27.”

The Exhibits to the Rights Agreement are hereby restated to reflect this Amendment, including all necessary conforming changes.

Section 3. Miscellaneous.

(a) The term “Agreement” as used in the Rights Agreement shall be deemed to refer to the Rights Agreement as amended hereby.

(b) This Amendment shall be effective as of the date first above written, and, except as set forth herein, the Rights Agreement shall remain in full force and effect and shall be otherwise unaffected hereby.

(c) This Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument.

(d) This Amendment shall be deemed to be a contract made under the internal laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such State applicable to contracts to be made and performed entirely within such State.

[Signature Page Follows.]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first above written.

QEP RESOURCES, INC.

By: /s/ Richard J. Doleshek

Richard J. Doleshek
Executive Vice President, Chief Financial
Officer and Treasurer

WELLS FARGO BANK, N.A.

By: /s/ Steven J. Hoffman

Steven J. Hoffman
Vice President

[Signature Page to Amendment to Rights Agreement]

News Release

QEP RESOURCES ANNOUNCES TERMINATION OF SHAREHOLDER RIGHTS PLAN

DENVER, Feb. 14, 2012 /PRNewswire/ -- QEP Resources, Inc. (NYSE: QEP) announced today that its Board of Directors has approved an amendment to the Rights Agreement for its Shareholder Rights Plan to accelerate the final expiration date of the Rights to April 1, 2012. The Rights had been slated to expire on June 30, 2013. As a result of the amendment, as of the close of business on April 1, 2012, the Rights will no longer be outstanding and will not be exercisable, and the Rights Agreement will effectively terminate. Shareholders do not need to take any action as a result of this termination.

“Our board took this action in response to shareholder concerns about the Rights Plan,” said Chuck Stanley, President and CEO. “Last year the board agreed that it would either put the Rights Plan to a vote at the 2012 Annual Meeting, or eliminate the Plan. After careful consideration, the board determined that terminating the Plan was appropriate at this time.”

About QEP Resources, Inc.

QEP Resources is a leading independent natural gas and oil exploration and production company with operations focused in the Rocky Mountain and Midcontinent regions of the United States. QEP Resources also gathers, compresses, treats, processes and stores natural gas.

For more information, visit the QEP Resources website at: www.qepres.com.

SOURCE QEP Resources, Inc.
