
**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: January 11, 2019
(Date of earliest event reported)**

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

**1050 17th Street, Suite 800
Denver, Colorado 80265**
(Address of principal executive offices and zip code)

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

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

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))

Indicate by checkmark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter)

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

Effective January 11, 2019, the Board of Directors (the “Board”) of QEP Resources, Inc. (the “Company”) approved and adopted the First Amendment (the “Amendment”) to the Amended and Restated Bylaws of the Company (the “Bylaws”).

The Amendment revises the Bylaws to extend the deadline to submit stockholder proposals or director nominations for the 2019 Annual Meeting from February 15, 2019 to March 14, 2019.

The foregoing description of the Amendment is qualified in its entirety by reference to the full text of the Amendment, a copy of which is attached as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Exhibit</u> |
|--------------------|--|
| 3.1 | First Amendment to Amended and Restated Bylaws, dated January 11, 2019 |

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 thereunto duly authorized.

January 11, 2019

QEP Resources, Inc.
(Registrant)

/s/ Richard J. Doleshek

Richard J. Doleshek
Executive Vice President and Chief Financial Officer

**FIRST AMENDMENT TO AMENDED AND RESTATED BYLAWS OF
QEP RESOURCES, INC.
a Delaware corporation**

Adopted as of January 11, 2019

Effective as of January 11, 2019, the Amended and Restated Bylaws (the "Bylaws") of QEP Resources, Inc. (the "Company"), dated October 23, 2017, shall be amended as follows:

1. Section 2.6(A)(2) of the Bylaws is hereby amended by adding the following sentence to the end of Section 2.6(A)(2):

“Notwithstanding anything to the foregoing, with respect to the Company’s 2019 Annual Meeting, to be timely, a stockholder’s notice to the Secretary must be delivered to or mailed and received at the principal executive offices of the Company not later than the close of business on March 14, 2019.”