UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G Under the Securities Exchange Act of 1934

(AMENDMENT NO. 1)

QEP RESOURCES, INC.
(Name of Issuer)
COMMON STOCK, PAR VALUE \$0.01 PER SHARE
(Title of Class of Securities)
74733V100
(CUSIP Number)
DECEMBER 31, 2015
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

o Rule 13d-1(b)

☑ Rule 13d-1(c)

o Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in 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).

CUSIP I	CUSIP No. 747		V100	SCHEDULE 13G	Page	2	of	17		
1	NAMES	NAMES OF REPORTING PERSONS								
1	Integrate	ed Core Sti	rategies (U	S) LLC						
				E BOX IF A MEMBER OF A GROUP						
2	(a) o (b) ☑									
3	SEC US	E ONLY								
	CITIZEI	NSHIP OF	PLACE (F ORGANIZATION						
4	Delawar	·e								
NUMBER OF			5	SOLE VOTING POWER -0-						
	SHARES ENEFICIA	LLY	6	SHARED VOTING POWER 5,229,188						
OWNED BY EACH REPORTING PERSON WITH		NG	7	SOLE DISPOSITIVE POWER -0-						
		1111	8	SHARED DISPOSITIVE POWER 5,229,188						
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON									
9	5,229,18	38								
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES									

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

TYPE OF REPORTING PERSON

CUSIP I	No. 74733	V100	SCHEDULE 13G	Page	3	of	1	17
,	NAMES OF REPO	ORTING P	RSONS					
1	Integrated Assets	II LLC						
			E BOX IF A MEMBER OF A GROUP					
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3	(b) ☑ SEC USE ONLY							
		R PLACE (F ORGANIZATION					
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	Delaware							
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N	UMBER OF		SHARED VOTING POWER					
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			117,937					
	EACH	7	SOLE DISPOSITIVE POWER					
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PE	KSON WITH		SHARED DISPOSITIVE POWER					
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	117,937							
9	AGGREGATE AN	MOUNT BI	NEFICIALLY OWNED BY EACH REPORTING PERSON					
9	117,937							

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

TYPE OF REPORTING PERSON

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CUSIP N	To. 74733V100		SCHEDULE 13G	Page [4	of	1	7
1	NAMES OF REPORTING PERSONS Integrated Assets, Ltd.							
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) 0 (b) □							
3	SEC USE ONLY							
4	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands							
	NUMBER OF	5	SOLE VOTING POWER -0-					
	NUMBER OF SHARES BENEFICIALLY	6	SHARED VOTING POWER 997,263					
	OWNED BY EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER -0-					
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CUSIP I	No. 74733V100		SCHEDULE 13G	Page	5	of [17
1 2 3	NAMES OF REPORTING ICS Opportunities, Ltd. CHECK THE APPROPRIA (a) 0 (b) SEC USE ONLY CITIZENSHIP OR PLACE	TE BOX	IF A MEMBER OF A GROUP				
	Cayman Islands	5	SOLE VOTING POWER				
	NUMBER OF SHARES BENEFICIALLY	6	-0- SHARED VOTING POWER -0-				
	OWNED BY EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER -0-				
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	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

TYPE OF REPORTING PERSON

CUSIP N	To. 74733V100		SCHEDULE 13G	Page	6	of [1	17
1	NAMES OF REPORTING PERSONS Cognizant Holdings, Ltd.							
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3	SEC USE ONLY	OF OR C	ANYTATION					
4	CITIZENSHIP OR PLACE (Cayman Islands	OF ORG	ANIZATION					
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CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1,171,995

TYPE OF REPORTING PERSON

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CUSIP I	No. 74733V100		SCHEDULE 13G	Page	7	of	17
1 2 3 4	Millennium International Management LP CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) 0 (b) □ SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION						
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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

TYPE OF REPORTING PERSON

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1	NAMES OF REPORTING PERSONS Millennium International Management GP LLC						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) 0 (b) ☑						
3	SEC USE ONLY						
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware						
			SOLE VOTING POWER -0-				
	NUMBER OF SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER 2,169,258				
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	TYPE OF REPORTING PERSON
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SHARED DISPOSITIVE POWER

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CUSIP No.	74733V100	SCHEDULE 13G	Page 9	of	17
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11 4.3% TYPE OF REPORTING PERSON 12		0						
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TYPE OF REPORTING PERSON 12	111	4.3%						
			RSON					
	12	00						

CUSIP No.	74733V100	SCHEDULE 13G	Page	10	of	17

	NAMES OF REPORTING PERSONS								
1	Israel A. Englander								
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP								
2	(a) o								
3	(b) 🗵								
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION								
4	CHIZZAGIM CRIZAGE OF CROMINZATION								
	United States								
			SOLE VOTING POWER						
	NUMBER OF SHARES BENEFICIALLY	5	-0-						
		6	SHARED VOTING POWER						
	OWNED BY		7,516,383						
	EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER						
			-0-						
		8	SHARED DISPOSITIVE POWER						
			7,516,383						
	ACCDECATE AMOUNT I	L							
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON								
	7,516,383								
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES								
	0								
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)								
	4.3% TYPE OF REPORTING PERSON								
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CUSIP No. 74733V100 SCHEDULE 13G Page 11 of 17

Item 1.

(a) Name of Issuer:

QEP Resources, Inc., a Delaware corporation (the "Issuer").

(b) Address of Issuer's Principal Executive Offices:

1050 17th Street, Suite 800 Denver, Colorado 80265

- <u>Item 2.</u> (a) <u>Name of Person Filing:</u>
 - (b) Address of Principal Business Office:
 - (c) Citizenship:

Integrated Core Strategies (US) LLC c/o Millennium Management LLC 666 Fifth Avenue New York, New York 10103 Citizenship: Delaware

Integrated Assets II LLC c/o Millennium Management LLC 666 Fifth Avenue New York, New York 10103 Citizenship: Delaware

Integrated Assets, Ltd. c/o Millennium International Management LP 666 Fifth Avenue New York, New York 10103 Citizenship: Cayman Islands

ICS Opportunities, Ltd. c/o Millennium International Management LP 666 Fifth Avenue New York, New York 10103 Citizenship: Cayman Islands

Cognizant Holdings, Ltd. c/o Millennium International Management LP 666 Fifth Avenue New York, New York 10103 Citizenship: Cayman Islands

Millennium International Management LP 666 Fifth Avenue New York, New York 10103 Citizenship: Delaware

Millennium International Management GP LLC 666 Fifth Avenue New York, New York 10103 Citizenship: Delaware

Millennium Management LLC 666 Fifth Avenue New York, New York 10103 Citizenship: Delaware

Israel A. Englander c/o Millennium Management LLC 666 Fifth Avenue New York, New York 10103 Citizenship: United States

(d) <u>Title of Class of Securities</u>:

common stock, par value \$0.01 per share ("Common Stock")

(e) <u>CUSIP Number:</u>

74733V100

CUSIP No. 74733V100 SCHEDULE 13G Page 12 of 17

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a) o Broker or dealer registered under section 15 of the Act (15 U.S.C. 780);
- (b) o Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) o Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) o Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) o An investment adviser in accordance with $\S 240.13d-1(b)(1)(ii)(E)$;
- (f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

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CUSIP No.	74733V100	SCHEDULE 13G Pag	13	of	17

- (g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned

As of the close of business on February 4, 2016:

- i) Integrated Core Strategies (US) LLC, a Delaware limited liability company ("Integrated Core Strategies"), beneficially owned 5,229,188 shares of the Issuer's Common Stock:
 - ii) Integrated Assets II LLC, a Delaware limited liability company ("Integrated Assets II"), beneficially owned 117,937 shares of the Issuer's Common Stock;
- iii) Integrated Assets, Ltd., an exempted limited company organized under the laws of the Cayman Islands ("Integrated Assets"), beneficially owned 997,263 shares of the Issuer's Common Stock;
- iv) ICS Opportunities, Ltd., an exempted limited company organized under the laws of the Cayman Islands, no longer beneficially owned any shares of the Issuer's Common Stock; and
- v) Cognizant Holdings, Ltd., an exempted limited company organized under the laws of the Cayman Islands ("Cognizant Holdings"), beneficially owned 1,171,995 shares of the Issuer's Common Stock (consisting of 960,395 shares of the Issuer's Common Stock and listed options to purchase 211,600 shares of the Issuer's Common Stock).

Millennium International Management LP, a Delaware limited partnership ("Millennium International Management"), is the investment manager to Integrated Assets and Cognizant Holdings and may be deemed to have shared voting control and investment discretion over securities owned by Integrated Assets and Cognizant Holdings.

Millennium International Management GP LLC, a Delaware limited liability company ("Millennium International Management GP"), is the general partner of Millennium International Management and may also be deemed to have shared voting control and investment discretion over securities owned by Integrated Assets and Cognizant Holdings.

Millennium Management LLC, a Delaware limited liability company ("Millennium Management"), is the general partner of the managing member of Integrated Core Strategies and Integrated Assets II and may be deemed to have shared voting control and investment discretion over securities owned by Integrated Core Strategies and Integrated Assets II. Millennium Management is also the general partner of the 100% shareholder of Integrated Assets and Cognizant Holdings and may be deemed to have shared voting control and investment discretion over securities owned by Integrated Assets and Cognizant Holdings.

Israel A. Englander, a United States citizen ("Mr. Englander"), is the managing member of Millennium International Management GP and Millennium Management and may also be deemed to have shared voting control and investment discretion over securities owned by Integrated Core Strategies, Integrated Assets II, Integrated Assets and Cognizant Holdings.

The foregoing should not be construed in and of itself as an admission by Millennium International Management, Millennium International Management GP, Millennium Management or Mr. Englander as to beneficial ownership of the securities owned by Integrated Core Strategies, Integrated Assets II, Integrated Assets or Cognizant Holdings, as the case may be.

(b) Percent of Class:

As of the close of business on February 4, 2016, Millennium Management and Mr. Englander may be deemed to have beneficially owned 7,516,383 shares or 4.3% of the Issuer's Common Stock outstanding (see Item 4(a) above), which percentage was calculated based on 176,736,956 shares of Common Stock outstanding as of September 30, 2015, as per the Issuer's Form 10-Q dated October 28, 2015.

CUSIP No. 74733V100 SCHEDULE 13G Page 14 of 17

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

_0

(ii) Shared power to vote or to direct the vote

7,516,383 (See Item 4(b))

(iii) Sole power to dispose or to direct the disposition of

-0-

(iv) Shared power to dispose or to direct the disposition of

7,516,383 (See Item 4(b))

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following b .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Exhibit I.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 74733V100 SCHEDULE 13G Page 15 of 17

Exhibits:

Exhibit I: Joint Filing Agreement, dated as of February 4, 2016, by and among Integrated Core Strategies (US) LLC, Integrated Assets II LLC, Integrated Assets, Ltd., ICS Opportunities, Ltd., Cognizant Holdings, Ltd., Millennium International Management LP, Millennium International Management GP LLC, Millennium Management LLC and Israel A. Englander.

CUSIP No. 74733V100 SCHEDULE 13G Page 16 of 17

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: February 4, 2016

INTEGRATED CORE STRATEGIES (US) LLC

By: Integrated Holding Group LP, its Managing Member

By: Millennium Management LLC, its General Partner

By: /s/ David Nolan

Name: David Nolan Title: Vice Chairman

INTEGRATED ASSETS II LLC

By: Integrated Holding Group LP, its Managing Member

By: Millennium Management LLC, its General Partner

By: /s/ David Nolan

Name: David Nolan
Title: Vice Chairman

INTEGRATED ASSETS, LTD.

By: Millennium International Management LP, its Investment Manager

By: /s/David Nolan

Name: David Nolan Title: Vice Chairman

ICS OPPORTUNITIES, LTD.

By: Millennium International Management LP, its Investment Manager

By: /s/David Nolan

Name: David Nolan Title: Vice Chairman

COGNIZANT HOLDINGS, LTD.

By: Millennium International Management LP, its Investment Manager

By: /s/David Nolan

Name: David Nolan Title: Vice Chairman

MILLENNIUM INTERNATIONAL MANAGEMENT LP

By: /s/David Nolan

Name: David Nolan Title: Vice Chairman By: /s/David Nolan

Name: David Nolan Title: Vice Chairman

MILLENNIUM MANAGEMENT LLC

By: /s/David Nolan

Name: David Nolan Title: Vice Chairman

/s/ Israel A. Englander by David Nolan pursuant to Power of Attorney filed with

the SEC on June 6, 2005

Israel A. Englander

CUSIP No. 74733V100

SCHEDULE 13G

Page

of

17

17

EXHIBIT I

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Common Stock, par value \$0.01 per share, of QEP Resources, Inc., a Delaware corporation, will be filed on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: February 4, 2016

INTEGRATED CORE STRATEGIES (US) LLC

By: Integrated Holding Group LP, its Managing Member

By: Millennium Management LLC, its General Partner

By: /s/ David Nolan Name: David Nolan Title: Vice Chairman

INTEGRATED ASSETS II LLC

By: Integrated Holding Group LP, its Managing Member

By: Millennium Management LLC, its General Partner

By: /s/ David Nolan Name: David Nolan Title: Vice Chairman

INTEGRATED ASSETS, LTD.

By: Millennium International Management LP, its Investment Manager

By: /s/David Nolan Name: David Nolan Title: Vice Chairman

ICS OPPORTUNITIES, LTD.

By: Millennium International Management LP, its Investment Manager

By: /s/David Nolan Name: David Nolan Title: Vice Chairman

COGNIZANT HOLDINGS, LTD.

By: Millennium International Management LP, its Investment Manager

By: /s/David Nolan Name: David Nolan Title: Vice Chairman

MILLENNIUM INTERNATIONAL MANAGEMENT LP

By: /s/David Nolan

Name: David Nolan

Title: Vice Chairman

MILLENNIUM INTERNATIONAL MANAGEMENT GP LLC

By: /s/David Nolan

Name: David Nolan Title: Vice Chairman

MILLENNIUM MANAGEMENT LLC

By: /s/David Nolan

Name: David Nolan Title: Vice Chairman

/s/ Israel A. Englander by David Nolan pursuant to Power of Attorney filed with

the SEC on June 6, 2005

Israel A. Englander