

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

PDC ENERGY, INC.

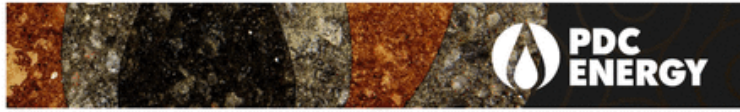
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies: _____
 - (2) Aggregate number of securities to which transaction applies: _____
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): _____
 - (4) Proposed maximum aggregate value of transaction: _____
 - (5) Total fee paid: _____
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid: _____
 - (2) Form, Schedule or Registration Statement No.: _____
 - (3) Filing Party: _____
 - (4) Date Filed: _____

On May 14, 2019, Nicole Martinet, Senior Vice President and General Counsel of PDC Energy, Inc. (the “Company”), sent an e-mail to the Company’s employees containing the following information.



Please Vote the **WHITE** Proxy Card FOR All Three of PDC's Director Nominees | A Message from Nicole Martinet, Your General Counsel

Dear PDC Employees:

PDC's 2019 Annual Meeting of Stockholders (the "Annual Meeting") will be held on May 29. In connection with the Annual Meeting, PDC shareholders will have the opportunity to vote for, among other things, the election of three directors to serve on the PDC Board. PDC's nominees for election include **your CEO and director Bart Brookman, and independent directors Mark Ellis and Larry Mazza** (collectively, the "PDC Nominees"). An activist PDC shareholder, Kimmeridge, has nominated a competing/dissident slate of directors to serve on the PDC Board. If elected, this competing slate would replace the PDC Nominees, including Bart.

Your management and Board strongly believe Kimmeridge's ideas and plans for PDC threaten our company's future and the tremendous work underway to drive PDC forward. **Therefore, if you are eligible to vote shares in connection with the Annual Meeting, please vote the **WHITE** proxy card! With this card, be sure to vote "FOR" the election of all three PDC Nominees, as unanimously recommended by your Board.**

Vote the **WHITE** Card

You have likely already received, or should be receiving very soon, proxy mailings from PDC and Kimmeridge soliciting your vote. All mailings from PDC include an enclosed **WHITE** proxy card for you to vote FOR the PDC Nominees. All mailings from Kimmeridge include an enclosed GOLD (actually pale yellow) proxy card asking you to vote for Kimmeridge's leader, Ben Dell, and his two other nominees. As PDC employees, we encourage you to DESTROY any and all GOLD proxy cards you receive and support PDC by voting any and all **WHITE** proxy cards for the PDC Nominees.

The Last Proxy Card Submitted Counts!

To support the PDC Nominees you should **only** vote the **WHITE** proxy card, voting for all three PDC Nominees. **PLEASE DO NOT MARK IN ANY WAY OR SUBMIT THE GOLD PROXY CARD. If you have previously voted on the GOLD card, you can change your vote by voting for all three PDC Nominees on a later-dated **WHITE** proxy card.**

If you send in more than one proxy card (or vote via phone or internet), only the last vote submitted will count.

Confirm You've Received All Proxy Cards

We also encourage all employee shareholders to confirm they have received proxy cards that cover **ALL** PDC shares in which you are entitled to vote. For example, some employees may hold shares with multiple brokers (i.e., Fidelity and E*TRADE), and therefore will need to vote all shares in each of the brokerage accounts. When you receive a proxy card, the amount of shares you are voting should be included on the proxy card. This way you can track all the shares you are voting. **To be safe, we encourage you to vote FOR all three of the PDC Nominees on every **WHITE** card you receive to ensure you have voted all your shares!**

How to Vote

You can vote by internet, telephone or mail by following the instructions on your **WHITE** proxy card.

If you have not received proxy materials, including all **WHITE** proxy cards covering all your eligible voting shares, please contact our proxy solicitor, MacKenzie Partners, Inc., toll-free at **(800) 322-2885** or at **(212) 929-5500**, and/or contact your broker directly. We are also here internally to answer any questions you may have. Please contact me or our Associate General Counsel, Julie Blaser, at 303-381-9490 or Julie.Blaser@pdce.com with questions.

Your vote this year is extremely important. Please vote all your shares in support of PDC's Nominees by voting the **WHITE proxy card.**

Thank you for your continued support.

Nicole Martinet
Senior Vice President and General Counsel

