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

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION
UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934
OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Commission File No. 333-137836

THE PDC ENERGY, INC. 401(K) & PROFIT SHARING PLAN

(Exact name of registrant as specified in its charter)

PDC Energy, Inc.
1775 Sherman Street, Suite 3000
Denver, Colorado 80203
(303) 860-5800

(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

Plan Interests in The PDC Energy, Inc. 401(k) & Profit Sharing Plan

(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty
to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

| | |
|----------------------|-------------------------------------|
| Rule 12g-4(a)(1) | <input type="checkbox"/> |
| Rule 12g-4(a)(2) | <input type="checkbox"/> |
| Rule 12h-3(b)(1)(i) | <input checked="" type="checkbox"/> |
| Rule 12h-3(b)(1)(ii) | <input type="checkbox"/> |
| Rule 15d-6 | <input checked="" type="checkbox"/> |
| Rule 15d-22(b) | <input type="checkbox"/> |

Approximate number of holders of record as of the certification or notice date: None.

The PDC Energy, Inc. 401(k) & Profit Sharing Plan (the "Plan") of PDC Energy, Inc. (the "Company") has terminated the option to invest in a fund consisting of shares of common stock, \$0.01 par value per share, of the Company (the "Common Stock"), and all Plan balances invested in the fund consisting of shares of Common Stock held under the Plan were liquidated. The Company filed a post-effective amendment on Form S-8 with the Securities and Exchange Commission to deregister all shares of Common Stock that remained unsold under the Plan. Accordingly, the Plan is filing this Form 15 to suspend the Plan's duty to file reports under Section 15(d) of the Securities Exchange Act of 1934, as amended, including on Form 11-K.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, The PDC Energy, Inc. 401(k) & Profit Sharing Plan has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Dated: April 20, 2021

THE PDC ENERGY, INC. 401(K) & PROFIT SHARING PLAN

**By: PDC Energy, Inc.
Plan Administrator**

By: /s/ Nicole L. Martinet

Name: Nicole L. Martinet

Title: Senior Vice President, General Counsel and Secretary
