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

**POST-EFFECTIVE AMENDMENT NO. 2
TO
FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**



PDC ENERGY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

95-2636730
(I.R.S. Employer Identification Number)

**1775 Sherman Street, Suite 3000
Denver, Colorado 80203
(303) 860-5800**
(Address of Principal Executive Offices) (Zip Code)

PDC Energy, Inc. 2004 Long-Term Equity Compensation Plan
(Full Title of Plan)

Nicole L. Martinet
Senior Vice President, General Counsel and Corporate Secretary
PDC Energy, Inc.
1775 Sherman Street, Suite 3000
Denver, Colorado 80203
(303) 860-5800
(Name, address and telephone number, including area code, of agent for service)

Copies to:

John A. Elofson, Esq.
Davis Graham & Stubbs LLP
1550 Seventeenth Street, Suite 500
Denver, Colorado 80202
(303) 892-9400

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

PDC Energy, Inc., a Delaware corporation (the “Registrant”), is filing with the Securities and Exchange Commission (the “SEC”) this post-effective amendment to deregister the shares of common stock, \$0.01 par value per share, of the Registrant (the “Common Stock”), previously registered under Registration Statement No. 333-118215, originally filed with the SEC on August 13, 2004 and amended by Post-Effective Amendment No. 1 on June 8, 2015 (as amended, the “Registration Statement”). The Registration Statement registered 750,000 shares of Common Stock to be offered or sold pursuant to the Registrant’s 2004 Long-Term Equity Compensation Plan (the “Plan”).

The Registration Statement is being terminated as to such shares of Common Stock to the extent not issued, and those shares are being removed from registration because the Plan has been terminated and no more shares of Common Stock will be issued thereunder.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado, on September 21, 2022.

PDC ENERGY, INC.

By: /s/ Barton R. Brookman

Name: Barton R. Brookman

Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 to Form S-8 Registration Statement No. 333-118215 has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Barton R. Brookman</u> Barton R. Brookman	President and Chief Executive Officer and Director (principal executive officer)	September 21, 2022
<u>/s/ R. Scott Meyers</u> R. Scott Meyers	Chief Financial Officer (principal financial officer)	September 21, 2022
<u>/s/ Douglas Griggs</u> Douglas Griggs	Chief Accounting Officer (principal accounting officer)	September 21, 2022
<u>/s/ Mark E. Ellis</u> Mark E. Ellis	Non-Executive Chairman of the Board of Directors	September 21, 2022
<u>/s/ Pamela R. Butcher</u> Pamela R. Butcher	Director	September 21, 2022
<u>/s/ Paul J. Korus</u> Paul J. Korus	Director	September 21, 2022
<u>/s/ Lynn A. Peterson</u> Lynn A. Peterson	Director	September 21, 2022
<u>/s/ Carlos A. Sabater</u> Carlos A. Sabater	Director	September 21, 2022
<u>/s/ Diana L. Sands</u> Diana L. Sands	Director	September 21, 2022