

EQT Corp
Form 8-K
May 06, 2016

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 (Date of earliest event reported): **May 6, 2016 (May 2, 2016)**

EQT CORPORATION

(Exact name of registrant as specified in its charter)

Pennsylvania
(State or Other Jurisdiction
of Incorporation)

1-3551
(Commission File Number)

25-0464690
(IRS Employer
Identification Number)

625 Liberty Avenue, Suite 1700, Pittsburgh, Pennsylvania 15222

(Address of principal executive offices, including zip code)

(412) 553-5700

(Registrant's telephone number, including area code)

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NONE

(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))

Item 1.01. Entry into a Material Definitive Agreement.

On May 2, 2016, EQT Corporation (the Company) entered into an Underwriting Agreement (the Underwriting Agreement) with Credit Suisse Securities (USA) LLC and J.P. Morgan Securities LLC, as representatives of the several Underwriters named in Schedule 1 thereto (the Underwriters), providing for the offer and sale by the Company (the Offering), and the purchase by the Underwriters, of 10,500,000 shares of the Company's common stock, no par value (the Common Stock), at a price to the public of \$67.00 per share. Pursuant to the Underwriting Agreement, the Company also granted the Underwriters an option for a period of 30 days to purchase up to an additional 1,575,000 shares of Common Stock (the Option Shares) on the same terms. On May 3, 2016, the Underwriters exercised in full their option to purchase the Option Shares.

The Offering is registered under the Securities Act of 1933, as amended (Securities Act), pursuant to a shelf registration statement on Form S-3 (File No. 333-191781) (Registration Statement), which became effective automatically upon filing with the Securities and Exchange Commission on October 17, 2013. The Offering was made under the prospectus supplement dated May 2, 2016 (the Prospectus Supplement), and the accompanying prospectus, dated October 17, 2013, constituting a part of the Registration Statement.

The Underwriting Agreement contains customary representations, warranties and agreements of the Company, and customary conditions to closing, obligations of the parties and termination provisions. The Company has agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the Underwriters may be required to make because of any of those liabilities.

The Offering closed on May 6, 2016, and the Company received net proceeds from the sale of Common Stock in the Offering (including exercise of the Underwriters' option to purchase the Option Shares in full) of approximately \$795.4 million, after deducting underwriting discounts and commissions and estimated offering expenses. The Company intends to use the net proceeds from the Offering to fund the acquisition of certain properties from Statoil USA Onshore Properties, Inc., a subsidiary of Statoil ASA, other potential acquisitions and for general corporate purposes.

As more fully described under the caption "Underwriting" in the Prospectus Supplement, the Underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include sales and trading, commercial and investment banking, advisory, investment management, investment research, principal investment, hedging, market making, brokerage and other financial and non-financial activities and services. The Underwriters and their respective affiliates have provided, and may in the future provide, a variety of these services to the Company and to persons and entities with relationships with the Company, for which they received or will receive customary fees and expenses.

The above descriptions have been included to provide investors and security holders with information regarding the terms of the Underwriting Agreement. They are not intended to provide any other factual information about the Company or its subsidiaries, affiliates, businesses or shareholders. The representations,

warranties and covenants contained in the Underwriting Agreement were made only for purposes of that agreement and as of specific dates; were solely for the benefit of the parties to the Underwriting Agreement; and may be considered by the contracting parties as a way of allocating contractual risk between them. Moreover, the subject matter of the representations and warranties are subject to more recent developments. Accordingly, investors should be aware that these representations, warranties and covenants or any description thereof alone may not describe the actual state of affairs of the Company or its subsidiaries, affiliates, businesses or shareholders as of the date they were made or at any other time.

The foregoing description and the description contained in the Prospectus Supplement of the Underwriting Agreement are not complete and are qualified in their entirety by reference to the full text of the Underwriting Agreement, which is filed as Exhibit 1.1 to this Current Report on Form 8-K and incorporated in this Item 1.01 by reference. A legal opinion related to the shares of Common Stock is included as Exhibit 5.1 to this Current Report.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

| Exhibit No. | Description |
|--------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1 | Underwriting Agreement, dated May 2, 2016, among EQT Corporation and Credit Suisse Securities (USA) LLC and J.P. Morgan Securities LLC, as representatives of the underwriters named therein. |
| 5.1 | Opinion of Buchanan Ingersoll & Rooney PC. |
| 23.1 | Consent of Buchanan Ingersoll & Rooney PC (included in Exhibit 5.1). |

SIGNATURES

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 hereunto duly authorized.

EQT CORPORATION

Dated: May 6, 2016

| | | |
|-----|-----------------------|------------------------------------------------------|
| By: | /s/ Robert J. McNally | |
| | Name: | Robert J. McNally |
| | Title: | Senior Vice President and Chief Financial Officer |

EXHIBIT INDEX

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