

QEP RESOURCES, INC.  
Form 8-K  
January 31, 2013

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 – January 28, 2013  
(Date of earliest event reported)

QEP RESOURCES, INC.  
(Exact name of registrant as specified in its charter)

STATE OF DELAWARE (State or other jurisdiction of incorporation)	001-34778 (Commission File No.)	87-0287750 (I.R.S. Employer Identification No.)
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1050 17th Street, Suite 500, Denver, Colorado 80265  
(Address of principal executive offices)

Registrant's telephone number, including area code (303) 672-6900

Not Applicable  
(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) Amendment to the Deferred Compensation Wrap Plan

On January 28, 2013, the Company's Compensation Committee voted to amend the Deferred Compensation Wrap Plan (Wrap Plan) which provides officers and key employees with the opportunity to defer the receipt of compensation. The material terms of the amended Wrap Plan are summarized below.

The amendment allows the Company's Compensation Committee the discretion to allow individuals who have reached the annual IRS imposed 401(k) contribution limit in the Company's Qualified 401(k) Plan to begin contributing to the 401(k) Supplemental Program prior to reaching the IRS compensation limit.

The Wrap Plan is a nonqualified plan that allows the named executive officers, as specified in the Company's most recent proxy statement, along with certain other key employees, to defer the receipt of compensation. The Wrap Plan includes both a Deferred Compensation Program and a 401(k) Supplemental Program. The Deferred Compensation Program of the Wrap Plan allows officers and certain key employees to defer a portion of their base salaries and actual cash bonuses until termination, an in-service date selected in advance, death or disability. Deferred amounts may be treated as if invested in phantom shares of QEP stock, or as if invested in a variety of other investment options. A specified percentage of amounts deferred receive a matching contribution. The 401(k) Supplemental Program of the Wrap Plan allows officers and certain key employees whose compensation has reached a threshold established by the Company's Compensation Committee to continue to defer a percentage of their salaries in excess of this threshold to receive a QEP match on this deferred amount as if that amount had been invested in the Company's Qualified 401(k) Plan, but for the annual IRS imposed 401(k) contribution limit.

Payments of Wrap Plan balances are made in cash upon specified distribution events subject to compliance with Section 409A of the Internal Revenue Code (the Code). Deferred fees and/or phantom shares may constitute or provide for a deferral of compensation subject to Section 409A of the Code, and there may be certain tax consequences if the requirements of Section 409A of the Code are not met.

This foregoing description of the QEP Deferred Compensation Wrap Plan is not complete and is qualified in its entirety by reference to the text of the full terms of the Wrap Plan, a copy of which is attached as Exhibit 10.1 and is incorporated herein by reference.

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SIGNATURE

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.

QEP RESOURCES, INC.  
(Registrant)

January 31, 2013

/s/ Richard J. Doleshek

Richard J. Doleshek

Executive Vice President and

Chief Financial Officer

List of Exhibits:

Exhibit No.	Exhibit
10.1	Amended Deferred Compensation Wrap Plan