

EQT Corp
Form S-8 POS
January 02, 2013

As filed with the Securities and Exchange Commission on January 2, 2013.

Registration No. 333-22529

**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**

EQT CORPORATION

(Exact name of Registrant as specified in its charter)

Pennsylvania

(State or other jurisdiction
of incorporation or organization)

625 Liberty Avenue

25-0464690

(I.R.S. Employer
Identification Number)

Pittsburgh, Pennsylvania

15222

(Address of Principal Executive Offices)

(Zip Code)

**EQT CORPORATION SAVINGS AND PROTECTION PLAN
(FORMERLY KNOWN AS THE EQUITABLE RESOURCES, INC. SAVINGS
AND PROTECTION PLAN)**

(Full title of plan)

Lewis B. Gardner, Esq.

General Counsel and Vice President, External Affairs

EQT Corporation

625 Liberty Avenue, Suite 1700

Pittsburgh, Pennsylvania 15222

Telephone: (412) 553-5700

(Name, address, including zip code, and telephone number,

including area code, of agent for service)

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

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting company)

Smaller reporting company

EXPLANATORY NOTE

On February 28, 1997, the registrant filed a registration statement on Form S-8 (Registration No. 333-22529) (the Registration Statement) to register 150,000 shares of Common Stock issuable under the EQT Corporation Savings and Protection Plan (formerly known as the Equitable Resources, Inc. Savings and Protection Plan) (the Protection Plan). The Protection Plan has been merged into the EQT Corporation Employee Savings Plan (formerly known as the Equitable Resources, Inc. Employee Savings Plan) (the Savings Plan), with the Savings Plan being the surviving and continuing plan. This Post-Effective Amendment No. 2 is being filed to deregister any shares of Common Stock remaining available for issuance under the Registration Statement as well as any related plan interests registered under the Registration Statement. The Registrant is concurrently filing a new registration statement on Form S-8 to register shares of its Common Stock and related plan interests issuable under the Savings Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

| EXHIBIT NO. | DESCRIPTION |
|-------------|-------------------|
| 24.1 | Power of Attorney |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment No. 2 to Form S-8 Registration Statement and has duly caused this Post-Effective Amendment No. 2 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on this 2nd day of January, 2013.

EQT CORPORATION

By: /s/ Philip P. Conti
 Name: Philip P. Conti
 Title: Senior Vice President and Chief Financial 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 has been signed by the following persons in the capacities and on the dates indicated:

| Signature | Title | Date |
|--|--|-----------------|
| /s/ David L. Porges David L. Porges | Chairman, President, Chief Executive Officer and Director (Principal Executive Officer) | January 2, 2013 |
| /s/ Philip P. Conti Philip P. Conti | Senior Vice President and Chief Financial Officer (Principal Financial Officer) | January 2, 2013 |
| /s/ Theresa Z. Bone Theresa Z. Bone | Vice President and Corporate Controller (Principal Accounting Officer) | January 2, 2013 |
| * Vicky A. Bailey | Director | January 2, 2013 |
| * Philip G. Behrman | Director | January 2, 2013 |
| * Kenneth M. Burke | Director | January 2, 2013 |
| * A. Bray Cary, Jr. | Director | January 2, 2013 |
| * Margaret K. Dorman | Director | January 2, 2013 |

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*
George L. Miles, Jr.

Director

January 2, 2013

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| | | |
|----------------------------|----------|-----------------|
| * James E. Rohr | Director | January 2, 2013 |
| * David S. Shapira | Director | January 2, 2013 |
| * Stephen A. Thorington | Director | January 2, 2013 |
| * Lee T. Todd, Jr. | Director | January 2, 2013 |

* By: /s/ Philip P. Conti
Philip P. Conti
Attorney-in-Fact

INDEX TO EXHIBITS

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