

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**

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

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**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)

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

(Full title of plan)

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**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)

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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

\*  
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

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**INDEX TO EXHIBITS**

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