

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Vantage Energy Acquisition Corp.

Form: 8-K

Date Filed: 2019-02-20

Corporate Issuer CIK: 1698209

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): **February 20, 2019**

Vantage Energy Acquisition Corp.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-38057

(Commission File Number)

81-5277998

(IRS Employer
Identification No.)

5221 N. O'Connor Blvd., 11th Floor, Irving, TX 75039

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(972) 432-1440**

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:

- ☐ 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☒

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 13(a) of the Exchange Act. ☐

Item 1.02 Termination of a Material Definitive Agreement

As previously disclosed, on November 6, 2018, Vantage Energy Acquisition Corp. (the “Company”) entered into a Purchase and Sale Agreement (the “Purchase Agreement”) with QEP Energy Company, a Delaware corporation (“QEP Seller”), and Vantage Acquisition Operating Company, LLC, a Delaware limited liability company and a wholly owned subsidiary of the Company (“OpCo”), relating to the proposed acquisition by the Company, through OpCo, of certain oil and natural gas assets located primarily in the Williston Basin in North Dakota and Montana. On February 20, 2019, the Company, QEP Seller and OpCo mutually agreed to terminate the Purchase Agreement. The termination of the Purchase Agreement is effective as of February 20, 2019.

Item 7.01 Regulation FD Disclosure

On February 20, 2019, the Company issued a press release announcing the termination of the Purchase Agreement. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Number	Description
99.1	Press Release dated February 20, 2019.

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.

VANTAGE ENERGY ACQUISITION CORP.

Dated: February 20, 2019

By: /s/ David D. Wolf

Name: David D. Wolf

Title: Chief Financial Officer

Vantage Energy Acquisition Corp. Announces the Termination of the Acquisition of Williston Basin Assets from QEP Resources

Denver, Colorado, February 20, 2019 - Vantage Energy Acquisition Corp. ("VEAC") (NASDAQ: VEAC, VEACU, VEACW), an energy-focused special purpose acquisition company, today announced that, given the deterioration in commodity prices and that it was unlikely that the conditions to closing would be satisfied, VEAC and QEP Energy Company, a wholly owned subsidiary of QEP Resources, Inc. (collectively, "QEP"), have entered into an agreement to terminate the pending acquisition by VEAC of QEP's Williston Basin assets under the Purchase and Sale Agreement dated November 6, 2018, effective immediately.

About Vantage Energy Acquisition Corp.

Vantage Energy Acquisition Corp. is a blank check company formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses.

About QEP Resources, Inc.

QEP Resources, Inc. (NYSE: QEP) is an independent crude oil and natural gas exploration and production company with operations in two regions of the United States: the Southern Region (Texas) and the Northern Region (primarily North Dakota).

Forward-Looking Statements

This press release includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. When used in this press release, the words "could," "should," "will," "may," "believe," "anticipate," "intend," "estimate," "expect," "project," the negative of such terms and other similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. Such forward-looking statements are based on current information and expectations, forecasts and assumptions, and involve a number of judgments, risks and uncertainties. Accordingly, forward-looking statements should not be relied upon as representing VEAC's or QEP's views as of any subsequent date, and VEAC and QEP do not undertake any obligation to update forward-looking statements to reflect events or circumstances after the date they were made, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws. You should not place undue reliance on these forward-looking statements. As a result of a number of known and unknown risks and uncertainties, actual results or performance may be materially different from those expressed or implied by these forward-looking statements.