

**FORM 8-K**

**Date of Report (Date of earliest event reported): September 7, 2021**

**EP Energy Corporation**  
(Exact Name as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**46-3472728**  
(I.R.S. Employer Identification  
Number)

**601 Travis Street, Suite 1400, Houston, Texas, 77002**  
(Address of Principal Executive Offices) (Zip Code)

**713-997-1000**  
(Registrant's Telephone Number, Including Area Code)

**This report is being furnished with respect to the  
Stockholders Agreement, dated as of October 1, 2020, by  
and among EP Energy Corporation (the "Company") and  
the stockholders listed therein**

### **Item 8.01 Other Events.**

As previously disclosed, on July 26, 2021, EPE Acquisition, LLC (“Seller”), a wholly owned subsidiary of EP Energy Corporation (the “Company”), entered into a Membership Interest Purchase Agreement (the “Purchase Agreement”) with Verdun Oil Company II LLC, a Delaware limited liability company (“Purchaser”), pursuant to which Seller agreed to sell all of the issued and outstanding membership interests in EP Energy LLC, a Delaware limited liability company (the “Subject Company”) to Purchaser (the “Transaction”). The closing of the Transaction is subject to the satisfaction or waiver of customary closing conditions, including, among others, the expiration or termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the “HSR Act”).

In connection with the proposed Transaction, on August 6, 2021, the Company and Purchaser each filed a Notification and Report Form (each, an “HSR Notification”) under the HSR Act with the U.S. Department of Justice and the U.S. Federal Trade Commission (the “FTC”). On September 7, 2021, the Company and Purchaser each received a request for additional information and documentary material (a “Second Request”) from the FTC in connection with the FTC’s review of the Transaction. The effect of the issuance of the Second Requests is to extend the waiting period imposed by the HSR Act until 30 days after the Seller and Purchaser have certified substantial compliance with the Second Requests, unless that period is extended voluntarily by the parties or terminated sooner by the FTC. Both parties are evaluating their options in response to the Second Request.


Completion of the Transaction remains subject to the expiration or termination of the waiting period under the HSR Act and the satisfaction or waiver of the other closing conditions specified in the Purchase Agreement.

*[Signature page to follow]*

**SIGNATURE**

Date: September 13, 2021

EP Energy Corporation

By:  \_\_\_\_\_  
Jack D. Locke  
Vice President, General Counsel and  
Corporate Secretary