

FORM 8-K

Date of Report (Date of earliest event reported): March 30, 2022

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**

**The information contained this report remains subject to
the confidentiality restrictions set forth in Section 6.1 of
the Stockholders Agreement**

Item 2.01. Completion of Acquisition or Disposition of Assets.

Closing of Sale of EP Energy LLC and its Subsidiaries

On March 30, 2022, EPE Acquisition, LLC (the “Seller”), a wholly owned subsidiary of EP Energy Corporation (the “Company”), completed the sale of all of the issued and outstanding membership interests in EP Energy LLC, a Delaware limited liability company, to Verdun Oil Company II LLC, a Delaware limited liability company (the “Purchaser”), pursuant to that certain Membership Interest Purchase Agreement, dated July 26, 2021 (as amended, restated, and/or otherwise supplemented, from time to time, the “Purchase Agreement”). The consummation of the sale constitutes a sale of all or substantially all of the assets of the Company.

Item 8.01. Other Events.

Approval of Plan of Dissolution

On March 23, 2022, the Board unanimously adopted resolutions whereby it (i) determined that it is advisable and in the best interest of the Company and its stockholders to dissolve the Company, (ii) approved the dissolution of the Company, (iii) approved and adopted a plan of liquidation and dissolution (the “Plan of Dissolution”) and (iv) authorized and directed that the dissolution of the Company and the Plan of Dissolution be presented to the stockholders of the Company for approval.

Subsequently, on March 31, 2022, the holders of not less than a majority in voting power of the issued and outstanding shares of common stock of the Company and entitled to vote approved by written consent the dissolution of the Company and the Plan of Dissolution.

The Plan of Dissolution outlines an orderly liquidation and wind-up of the Company. The Plan of Dissolution further provides that, promptly after the stockholders of the Company have approved the dissolution of the Company, the Company will file a certificate of dissolution with the Secretary of State of the State of Delaware. The Company intends to file a certificate of dissolution with the Secretary of State of the State of Delaware in the coming days.

The Plan of Dissolution provides, in accordance with Delaware law, that in furtherance of the liquidation of the Company and winding up of its affairs, the Company will pay or make reasonable provision to pay all claims and obligations known to the Company, amounts reasonably likely to be sufficient to pay claims against the Company subject to pending proceedings to which the Company is a party, and amounts reasonably likely to be sufficient to pay claims presently unknown but likely to arise based on known facts within 10 years of the effective time of the dissolution. The Plan of Dissolution further provides that only after such payments are made and such reserves are set aside will the Company distribute remaining assets (if any) to stockholders.

The Company expects to make an initial distribution to its stockholders in April 2022. The timing and amount of the initial distribution and any subsequent distributions to the Company’s stockholders are subject to the discretion of the Board and will be communicated at a later date. There can be no assurance regarding the timing or amount of any distributions that the Company may make as part of the dissolution process.

The Board may modify, amend or abandon the Plan of Dissolution at any time, notwithstanding

approval of the Plan of Dissolution by the Company's stockholders, to the extent permitted by Delaware law.

SIGNATURE

Date: March 31, 2022

EP Energy Corporation

By:  _____
Jace D. Locke
Vice President, General Counsel and
Corporate Secretary