

QUESTAR CORP
Form 8-K
February 01, 2016

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 – February 1, 2016

(Date of earliest event reported)

QUESTAR CORPORATION

(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|---|
| Utah | 001-08796 | 87-0407509 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

333 South State Street, P.O. Box 45433, Salt Lake City, Utah 84145-0433

(Address of principal executive offices)

Registrant's telephone number, including area code (801) 324-5900

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 (see General Instruction A.2. below):

- 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))
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Item 8.01 Other Events.

On February 1, 2016, in connection with the entry into that certain Agreement and Plan of Merger (the “Merger Agreement”) by and among Questar Corporation (the “Company”), Dominion Resources, Inc. and Diamond Beehive Corp., the Company distributed the following materials, copies of which are attached hereto and incorporated herein by reference:

Questar Local News Release

On February 1, 2016 Questar issued a local news release announcing the execution of the Merger Agreement. The news release is filed as Exhibit 99.1 hereto, and is incorporated herein by reference.

Questar Email to Employees

On February 1, 2016 Ron Jibson, Questar's President and CEO, sent an email to Questar employees discussing the Merger Agreement. The email is filed as Exhibit 99.2 hereto, and is incorporated herein by reference.

Questar Questions and Answers

On February 1, 2016 Questar issued a list of Questions and Answers to employees regarding the Merger Agreement. The listing is filed as Exhibit 99.3 hereto, and is incorporated herein by reference.

Questar Retiree Letter

On February 1, 2016, Questar issued a letter to retirees discussing the Dominion Merger Agreement. The letter is filed as Exhibit 99.4 hereto, and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description of Exhibit |
|-------------|---------------------------------|
| 99.1 | Questar Local News Release |
| 99.2 | Ron Jibson's Email to Employees |
| 99.3 | Questar Questions and Answers |
| 99.4 | Questar Retiree Letter |

Additional Information and Where to Find It

This communication does not constitute a solicitation of any vote or approval. The company intends to file with the SEC and mail to its shareholders a proxy statement in connection with the proposed merger transaction. **QUESTAR CORPORATION. (QUESTAR) URGES INVESTORS AND SECURITY HOLDERS TO READ THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION** about Dominion Resources, Inc. (Dominion), Questar and the proposed merger. Investors and security holders will be able to obtain these materials (when they are available) and other documents filed with the SEC free of charge at the SEC's website, www.sec.gov. In addition, a copy of Questar's proxy statement (when it becomes available) may be obtained free of charge from Questar Corporation, Corporate Secretary, 333 South State Street, P.O. Box 45433 Salt Lake City, Utah 84145. Investors and security holders may also read and copy any reports, statements and other information filed by Questar with the SEC, at the SEC public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 or visit the SEC's website for further information on its public reference room.

Participants in the Merger Solicitation

Questar, Dominion, and their respective directors, executive officers and certain other members of management and employees may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding Questar's directors and executive officers is available in its proxy statement filed with the SEC on April 17, 2015, in connection with its 2015 annual meeting of stockholders, and information regarding Dominion's directors and executive officers is available in its proxy statement filed with the SEC on March 23, 2015, in connection with its 2015 annual meeting of stockholders. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement and other relevant materials to be filed with the SEC when they become available.

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 thereunto duly authorized.

February 1, 2016

QUESTAR CORPORATION
(Registrant)

/s/ Kevin W. Hadlock
Kevin W. Hadlock
Executive Vice President and Chief
Financial Officer

EXHIBIT INDEX

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