

**FORM 8-K**

**Date of Report (Date of earliest event reported): Decembe10, 2020**

**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 1.01 Entry into a Material Definitive Agreement**

### *Purchase and Sale Agreement*

On December 10, 2020, EP Energy E&P Company, L.P. (the “Seller”) , a subsidiary of EP Energy Corporation (the “Company”), entered into a Purchase and Sale Agreement (the “Purchase and Sale Agreement”) with an unaffiliated third-party buyer (the “Buyer”). Pursuant to the Purchase and Sale Agreement, the Seller has agreed to sell to the Buyer substantially all of its assets located in the Southern Midland Basin. The total consideration to be received by the Seller pursuant to the Purchase and Sale Agreement is \$240,550,000 in cash, subject to customary adjustments for this type of transaction. The Buyer delivered into escrow a deposit of \$12,027,500 in connection with the execution of the Purchase and Sale Agreement. The transaction, which has an effective time of October 1, 2020, is expected to close on January 29, 2021, subject to certain customary closing conditions and the consent of certain State of Texas government authorities. The Purchase and Sale Agreement contains representations, warranties, covenants and indemnification customary for this type of transaction. The Purchase and Sale Agreement provides the Seller and the Buyer certain termination rights, including if closing has not occurred by February 26, 2021.

### *Forward-Looking Statements*

This Current Report on Form 8-K includes certain 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. Forward-looking statements provide the Company’s current expectations, beliefs, or forecasts of future events. These statements can be identified by the fact that they do not relate strictly to historical or current facts, particularly with regard to the closing of the proposed sale of the assets. You should read these statements carefully because they involve substantial risks and uncertainties, which could cause actual results to differ materially from the results expressed in, or implied by, such forward-looking statements. Differences may result from a variety of factors, including but not limited to: (i) the need to obtain certain consents and satisfy certain conditions to closing the transaction, which may not be completed in the anticipated time frame or at all; (ii) the occurrence of any event or other circumstance that could lead to the termination of the Purchase and Sale Agreement; and (iii) the effect of the transaction on the Company’s financial position. While the Company makes these statements in good faith, neither the Company nor its management can guarantee that anticipated future results will be achieved. The Company assumes no obligation to publicly update or revise any forward-looking statements made herein or any other forward-looking statements made by the Company, whether as a result of new information, future events, or otherwise. All forward-looking statements attributable to the Company or persons acting on the Company’s behalf are expressly qualified in their entirety by the foregoing cautionary statements. All such statements speak only as of the date made, and, except as required by law, the Company undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

*[Signature page to follow]*

**SIGNATURE**

Date: December 10, 2020

EP Energy Corporation

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