

EQUITABLE RESOURCES INC /PA/  
Form S-8 POS  
July 01, 2008

As filed with the Securities and Exchange Commission on July 1, 2008

Registration No. 333-122382

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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Post-Effective Amendment

No. 1 to

## FORM S-8

REGISTRATION STATEMENT

Under

The Securities Act of 1933

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## EQUITABLE RESOURCES, INC.

(Exact name of Registrant as Specified in its Charter)

**PENNSYLVANIA**  
(State or other jurisdiction of  
incorporation or organization)

**25-0464690**  
(I.R.S. Employer  
Identification No.)

225 North Shore Drive

**Pittsburgh, PA 15212-5861**

(Address, including zip code, of registrant's principal executive offices)

**EQUITABLE RESOURCES, INC. 2005 EMPLOYEE DEFERRED COMPENSATION PLAN**

**and**

**EQUITABLE RESOURCES, INC. 2005 DIRECTORS' DEFERRED COMPENSATION PLAN**

(Full Title of the Plan)

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**Lewis B. Gardner**

**Vice President and General Counsel**

**225 North Shore Drive  
Pittsburgh, PA 15212**

**412-553-7760**

(Name and address, including zip code and telephone number,

including area code, of agent for service)

**Copy to:**

**Jeffrey G. Aromatorio, Esquire**

**Reed Smith LLP**

**435 Sixth Avenue**

**Pittsburgh, PA 15219**

**412-288-3364**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

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Large Accelerated Filer  Accelerated Filer

Non-accelerated Filer  (Do not check if a smaller reporting company) Smaller reporting company

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**EXPLANATORY STATEMENT**

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 is being filed pursuant to Rule 414 under the Securities Act of 1933, as amended (the Securities Act ) by the Registrant, the successor to Equitable Resources, Inc., a Pennsylvania corporation ( Old EQT ), following a merger to effect a holding company reorganization effective as of June 30, 2008. The Registrant hereby expressly adopts the Registration Statement as its own registration statement for all purposes of the Securities Act and the Securities Exchange Act of 1934, as amended, and hereby sets forth any additional information necessary to reflect any material changes made in connection with or resulting from the succession, or necessary to keep this Registration Statement from being misleading in any material respect.

Subsequent to the holding company reorganization, shares of common stock to be issued in satisfaction of deferred compensation obligations pursuant to and the deferred compensation obligations under the Equitable Resources, Inc. 2005 Employee Deferred Compensation Plan and the Equitable Resources, Inc. 2005 Directors Deferred Compensation Plan (collectively, the Plans ) to which this Registration Statement relates shall be shares of common stock of the Registrant, rather than shares of common stock of Old EQT. Additionally, the sponsor of the Plans shall be the Registrant rather than Old EQT. The Plans will continue to be known as the Equitable Resources, Inc. 2005 Employee Deferred Compensation Plan and the Equitable Resources, Inc. 2005 Directors Deferred Compensation Plan.

The applicable registration fees were paid at the time of the original filing of this Registration Statement.

**SIGNATURE**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on the 30<sup>th</sup> day of June, 2008.

Equitable Resources, Inc.

By: */s/ Philip P. Conti*  
Philip P. Conti  
Senior Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed by the following persons in the capacities indicated on the 30<sup>th</sup> day of June, 2008.

Name	Title
<i>/s/ Murry S. Gerber</i> Murry S. Gerber	Chairman and Chief Executive Officer (Principal Executive Officer)
<i>/s/ Philip P. Conti</i> Philip P. Conti	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
<i>/s/ Theresa Z. Bone</i> Theresa Z. Bone	Vice President and Corporate Controller (Principal Accounting Officer)
* Vicky A. Bailey	Director
* Phyllis A. Domm	Director
* Barbara S. Jeremiah	Director
* George L. Miles, Jr.	Director

/s/ David L. Porges  
David L. Porges

President, Chief Operating Officer and  
Director

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Director

James E. Rohr

\*

Director

David S. Shapira

\*

Director

Lee T. Todd, Jr.

\*

Director

James W. Whalen

\* By: /s/ Philip P. Conti  
Philip P. Conti  
Attorney-in-Fact