

CNX Gas CORP
Form 425
January 29, 2008

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 (Date of earliest event reported): January 28, 2008

CONSOL Energy Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-14901
(Commission File Number)

Consol Plaza

51-0337383
(IRS Employer
Identification No.)

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1800 Washington Road

Pittsburgh, Pennsylvania 15241

(Address of principal executive offices)

(zip code)

Registrant's telephone number, including area code:

(412) 831-4000

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))

Item 8.01 Other Events.

A copy of the press release issued by CONSOL Energy Inc. (CONSOL Energy) on January 29, 2008 announcing CONSOL Energy 's intention to make an offer to acquire all of the outstanding shares of CNX Gas Corporation common stock that CONSOL Energy does not currently own is attached to this Form 8-K as Exhibit 99.1 and is incorporated herein by reference. A copy of the letter outlining the terms of the offer described in the press release is attached to this Form 8-K as Exhibit 99.2 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 Press release of CONSOL Energy Inc. dated January 29, 2008.

Exhibit 99.2 Letter of CONSOL Energy Inc. dated January 28, 2008.

SIGNATURES

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 hereunto duly authorized.

CONSOL ENERGY INC.

By: /s/ P. Jerome Richey

P. Jerome Richey

Vice President, General Counsel and Secretary

Dated: January 29, 2008

Exhibit Index

- Exhibit 99.1 Press release of CONSOL Energy Inc. dated January 29, 2008.
Exhibit 99.2 Letter of CONSOL Energy Inc. dated January 28, 2008.