

QUESTAR MARKET RESOURCES INC  
Form 8-K  
August 27, 2009

**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 August 24, 2009

(Date of earliest event reported)

**QUESTAR MARKET RESOURCES, INC.**  
(Exact name of registrant as specified in its charter)

STATE OF UTAH  
(State or other jurisdiction  
of incorporation)

000-30321  
(Commission File No.)

87-0287750  
(I.R.S. Employer  
Identification No.)

180 East 100 South Street, P.O. Box 45601, Salt Lake City, Utah 84145-0601

(Address of principal executive offices)

Registrant's telephone number, including area code (801) 324-2600

\_\_\_\_\_  
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

On August 24, 2009, the Registrant entered into a purchase agreement (the "Purchase Agreement") with Banc of America Securities LLC, J. P. Morgan Securities, Inc., and Wells Fargo Securities, LLC, and each of the other underwriters (collectively the "Underwriters") named on Schedule A thereto, relating to issuance and sale by the Registrant of \$300,000,000 principal amount of 6.80% Notes due 2020 (the "Notes"). The sale of the Notes will be completed under the Registrant's shelf registration statement on Form S-3 (File No. 333-149589) (the "Registration Statement").

In the Purchase Agreement, the Registrant made various representations and warranties to the Underwriters and generally agreed to indemnify, subject to the exceptions in the Purchase Agreement, the Underwriters and their respective affiliates from, among other things, any untrue statement of a material fact, or omission to state a material fact, in the Registration Statement, the disclosure package or the prospectus related thereto.

Item 9.01

Financial Statements and Exhibits.

Exhibits.

Exhibit No.

Exhibit

1.1

Purchase Agreement, dated August 24, 2009, by and among Questar Market Resources Inc., and the Underwriters named on Schedule A thereto.

SIGNATURE

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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.

QUESTAR MARKET RESOURCES, INC.

(Registrant)

Date: August 27, 2009

/s/Richard J. Doleshek

Richard J. Doleshek

Executive Vice President and

Chief Financial Officer

List of Exhibits:

Exhibits.

Exhibit No.

Exhibit

1.1

Purchase Agreement, dated August 24, 2009, by and among Questar Market Resources Inc., and the Underwriters named on Schedule A thereto.

