
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 23, 2026

Diversified Energy Company

(Exact name of registrant as specified in its charter)

Delaware

011-41870

41-2283606

(State or Other Jurisdiction of Incorporation)

(Commission File Number)

(IRS Employer Identification No.)

1600 Corporate Drive Birmingham, Alabama

35242

(Address of Principal Executive Office)

(Zip Code)

Registrant's Telephone Number, Including Area Code: (205) 408-0909

(Former Name or Former Address, if Changed Since Last Report): Not Applicable

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:

- ☐ 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))

Securities registered, pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	DEC	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter)

Emerging Growth Company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 23, 2026, Randall Wade notified the Board of Directors (the “Board”) of Diversified Energy Company (the “Company”) of his resignation from the Board and the Sustainability and Safety Committee of the Board, effective immediately. Mr. Wade was appointed to the Board pursuant to EIG’s (as defined below) nomination rights as set forth in the Relationship Agreement, as amended and restated on November 13, 2025, by and among the Company, Diversified Energy Company PLC and EIG Management Company, LLC (“EIG”). Mr. Wade’s resignation was the result of EIG and its affiliates’ ownership in the Company falling below the requisite threshold to nominate a director and not the result of any disagreement with the Company, including on any matter relating to its operations, policies or practices.

Item 7.01 Regulation FD Disclosure

On January 23, 2026, the Company issued a press release announcing the resignation of Mr. Wade. A copy of the Company’s press release is attached hereto as Exhibit 99.1. The information in this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing made by the Company under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filings.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated January 23, 2026
104	Cover Page Interactive Data File (embedded within Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Diversified Energy Company

January 26, 2026

Date

By: /s/ Benjamin M. Sullivan

Benjamin M. Sullivan

**Senior Executive Vice President, Chief Legal and Risk Officer and
Corporate Secretary**

Diversified Energy Announces Departure of Randall Wade from Board of Directors

Diversified Energy Company (“Diversified Energy” or the “Company”) (NYSE: DEC, LSE: DEC) today announced that pursuant to the terms of the Relationship Agreement executed with EIG Management Company, LLC (“EIG”) upon Diversified Energy’s acquisition of Maverick Natural Resources from investment funds managed by EIG and other owners in 2025, Randall Wade, Co-Founder of EIG, has today resigned from the Company’s Board of Directors following a reduction in EIG’s ownership of Diversified Energy below 10% of the Company’s outstanding shares. Mr. Wade has served as a valued member of the Board, contributing his deep expertise in energy investments and strategic growth. Mr. Wade’s resignation was not the result of any disagreement with the Company.

“We are grateful for Randy’s leadership and guidance during a pivotal period for Diversified Energy,” said Rusty Hutson, Jr., Chief Executive Officer of Diversified Energy. “His insights have been instrumental in shaping our acquisition strategy, integrating our transformative Maverick acquisition, and strengthening our position as a leading U.S. energy provider.”

The Company remains focused on delivering sustainable returns and creating shareholder value through its platform by acquiring, operating, and optimizing cash-generating energy assets, operational excellence, disciplined acquisitions, and innovative technology deployment.

For further information, please contact

Diversified Energy Company

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About Diversified Energy Company

Diversified is a leading publicly traded energy company focused on acquiring, operating, and optimizing cash-generating energy assets. Through our unique differentiated strategy, we acquire existing, long-life assets and invest in them to improve environmental and operational performance until retiring those assets in a safe and environmentally secure manner. Recognized by ratings agencies and organizations for our sustainability leadership, this solutions-oriented, stewardship approach makes Diversified the ***Right Company at the Right Time*** to responsibly produce energy, deliver reliable free cash flow, and generate shareholder value.