
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, 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 8.01 Other Events.

On January 28, 2026, Diversified Energy Company (the “Company”) issued a press release announcing that investors have agreed to purchase \$200 million aggregate principal amount of 9.75% senior secured bonds due 2029 (the “Bonds”) in its previously announced tap-on offering by its wholly owned subsidiary, Diversified Gas & Oil Corporation, in the Nordic bond market. The Company previously issued \$300 million of the Bonds in April 2025, and following the closing, the total Bond aggregate principal amount outstanding will increase to \$500 million. The Company intends to use the net proceeds from the tap-on offering for general corporate purposes. A copy of the press release announcing the foregoing is attached hereto as Exhibit 99.1 and incorporated by reference herein.

The Bonds are being offered in the United States or its territories only to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the “U.S. Securities Act”). The Bonds will not be registered under the U.S. Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. This report is neither an offer to sell nor a solicitation of an offer to buy the Bonds or any other securities. This report does not constitute an offer or invitation to subscribe for or purchase any securities in any countries or other jurisdiction where to do so might constitute a violation of the local securities laws or regulations of such jurisdiction.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated January 28, 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 28, 2026

Date

By: /s/ Benjamin M. Sullivan
Benjamin M. Sullivan
Senior Executive Vice President, Chief Legal and Risk Officer and
Corporate Secretary

Successful placement of Bond Tap Issue

Diversified Energy Company (NYSE: DEC, LSE: DEC) ("**Diversified**" or the "**Company**") announces that its wholly-owned subsidiary Diversified Gas & Oil Corporation has successfully placed a USD 200 million tap issue of the outstanding senior secured bonds due April 2029 (ISIN NO0013513606) (the "**2029 Secured Bonds**"). The total bond amount outstanding under the 2029 Secured Bonds will increase to USD 500 million.

The Company intends to use the net proceeds from the tap issue for general corporate purposes.

The bonds issued in the tap issue will be issued under a separate ISIN until a prospectus for the tap issue has been approved, at which time the tap issue bonds will be merged with the existing secured bonds under the 2029 Secured Bonds.

DNB Carnegie, a part of DNB Bank ASA, acted as Sole Bookrunner in connection with the tap issue.

For further information, please contact:

Diversified Energy Company

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This information is considered to be inside information pursuant to the EU Market Abuse Regulation and is subject to the disclosure requirements pursuant to section 5-12 of the Norwegian Securities Trading Act. This stock exchange announcement was published by Douglas Kris, SVP, IR and Corporate Communications of Diversified on the date and time provided.

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.

Forward-Looking Statements

Statements contained in this press release that are not historical facts are forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements include words or phrases such as "anticipate," "believe," "estimate," "expect," "intend," "likely," "plan," "project," "could," "may," "might," "should," "will" and similar words and specifically include statements regarding the Contemplated Bond Tap Issue and the use of proceeds therefrom. The forward-looking statements contained in this press release are subject to numerous risks, uncertainties and assumptions that may cause actual results to vary materially from those indicated. For additional information regarding known material risks, you should also carefully read and consider the Company's Report on Form 20-F for the year ended December 31, 2024 and subsequent filings on the Securities and Exchange Commission's website at www.sec.gov. Each forward-looking statement speaks only as of the date of the particular statement, and the Company undertakes no obligation to update or revise any forward-looking statements, except as required by law.