
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT NO. 333-217268
UNDER
THE SECURITIES ACT OF 1933**

ULTRA PETROLEUM CORP.

(Exact name of registrant as specified in its charter)

Yukon, Canada
(State or other jurisdiction of
incorporation or organization)

N/A
(IRS Employer
Identification No.)

**116 Inverness Drive East
Suite 400
Englewood, Colorado 80112**
(Address of Principal Executive Offices) (Zip Code)

Ultra Petroleum Corp. 2017 Stock Incentive Plan
(Full title of the plan)

Kason D. Kerr
Ultra Petroleum Corp.
116 Inverness Drive East, Suite 400
Englewood, Colorado 80112
(Name and address of agent for service)

(303) 708-9740
(Telephone number, including area code, of agent for service)

Copies of all communications, including communications sent to agent for service, should be sent to:

Matthew R. Pacey, P.C.
Kirkland & Ellis LLP
609 Main Street, 45th Floor
Houston, Texas 77002
(713) 836-3600

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8, Registration No. 333-217268 (the “Registration Statement”), originally filed by Ultra Petroleum Corp. (the “Company”) with the Securities and Exchange Commission on April 12, 2017, registering 15,810,811 shares of common stock, no par value per share, for issuance under the terms of the Ultra Petroleum Corp. 2017 Stock Incentive Plan.

On May 14, 2020, the Company and certain of its subsidiaries, including Keystone Gas Gathering, LLC, Ultra Resources, Inc., Ultra Wyoming, LLC, Ultra Wyoming LGS, LLC, UP Energy Corporation, UPL Pinedale, LLC, and UPL Three Rivers Holdings, LLC (collectively, the “Debtors”), filed voluntary petitions for reorganization under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Texas. The Debtors’ chapter 11 cases are jointly administered under the caption *In re Ultra Petroleum Corp., et al.*, Case No. 20-32631 (the “Chapter 11 Cases”).

As a result of the Chapter 11 Cases, the Company has terminated all offerings of securities pursuant to the Registration Statement. In accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that had been registered for issuance that remain unsold at the termination of such offering, the Company hereby removes from registration all of such securities registered but unsold under the Registration Statement. The Registration Statement is hereby amended, as appropriate, to reflect the deregistration of such securities and the Company hereby terminates the effectiveness of the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Englewood, state of Colorado, on September 11, 2020.

ULTRA PETROLEUM CORP.

By: /s/ Kason D. Kerr

Name: Kason D. Kerr

Title: Vice President, General Counsel and
Corporate Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Brad Johnson</u> Brad Johnson	Director, President, and Chief Executive Officer	September 11, 2020
<u>/s/ David W. Honeyfield</u> David W. Honeyfield	Senior Vice President and Chief Financial Officer	September 11, 2020
<u>/s/ Mark T. Solomon</u> Mark T. Solomon	Vice President – Controller and Chief Accounting Officer	September 11, 2020
<u>/s/ Evan S. Lederman</u> Evan S. Lederman	Chairman of the Board	September 11, 2020
<u>/s/ Sylvia K. Barnes</u> Sylvia K. Barnes	Director	September 11, 2020
<u>/s/ Neal P. Goldman</u> Neal P. Goldman	Director	September 11, 2020
<u>/s/ Michael J. Keeffe</u> Michael J. Keeffe	Director	September 11, 2020
<u>/s/ Alan J. Mintz</u> Alan J. Mintz	Director	September 11, 2020
<u>/s/ Edward A. Scoggins, Jr.</u> Edward A. Scoggins, Jr.	Director	September 11, 2020
<u>/s/ Stephen J. McDaniel</u> Stephen J. McDaniel	Director	September 11, 2020