

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

POST-EFFECTIVE AMENDMENT NO. 1 to

Form S-8 Registration Statement No. 333-179184

Form S-8 Registration Statement No. 333-232604

UNDER
THE SECURITIES ACT OF 1933

CARBON ENERGY CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

26-0818050
(I.R.S. Employer
Identification Number)

1700 Broadway, Suite 1170,
Denver, Colorado 80290
(720) 407-7030
(Address, including zip code, and telephone number,
including area code, of registrant's principal
executive offices)

2011 Stock Incentive Plan
2019 Long Term Incentive Plan
(Full Titles of the Plans)

Patrick R. McDonald
Chief Executive Officer
1700 Broadway, Suite 1170,
Denver, Colorado 80290
(720) 407-7030
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:

William T. Hart
Hart & Hart, LLC
1624 N Washington St.
Denver CO 80203
(303) 839-0061

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. (Check one):

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 removes from registration the shares of the common stock of Carbon Energy Corporation, a Delaware corporation (the "Company") registered under the following Registration Statements on Form S-8 filed by the Company (the "Registration Statements") with the U.S. Securities and Exchange Commission (the "SEC") pertaining to the registration of the Shares offered under certain employees benefit and equity plans and agreements and which remain unsold.

Registration No.	Date filed with the SEC	Name of Equity Plan or Agreement	Shares
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333-179184	1/26/2012	2011 Stock Incentive Plan	12,600,000
333-232604	7/11/2019	2019 Long Term Incentive Plan	500,000

On October 27, 2020 the Company filed a Form 15 with the SEC. As a result, the Company has terminated the offering of the Company's securities pursuant to the Registration Statements shown above.

In accordance with undertakings made by the Company in the Registration Statements to remove from registration, by means of a post-effective amendment, any shares which remain unsold at the termination of the offering, the Registration Statements are hereby amended, as appropriate, to reflect the deregistration of such securities.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Carbon Energy Corporation 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 to the Registration Statements on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in Denver, Colorado, on October 27, 2020.

CARBON ENERGY CORPORATION

By: /s/ Patrick R. McDonald

 Patrick R. McDonald
 Chief Executive Officer

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

/s/ Patrick R. McDonald	Chief Executive Officer,	October 27, 2020

Patrick R. McDonald		

/s/ Erich Kirsch	Principal Financial and Accounting Officer	October 27, 2020

Erich Kirsch		

/s/ James H. Brandi	Director	October 27, 2020

James H. Brandi		

/s/ John A. Bailey	Director	October 27, 2020

John A. Bailey		

/s/ Peter A. Liedel	Director	October 27, 2020

Peter A. Liedel		

/s/ Edwin H. Morgens	Director	October 27, 2020

Edwin H. Morgens		