

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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) **December 1, 2017**

Dominion Energy, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Virginia
(State or other jurisdiction
of incorporation)

001-08489
(Commission
File Number)

54-1229715
(IRS Employer
Identification No.)

120 Tredegar Street
Richmond, Virginia
(Address of Principal Executive Offices)

23219
(Zip Code)

Registrant's Telephone Number, Including Area Code **(804) 819-2000**

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).
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 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.

On December 1, 2017, Dominion Energy, Inc. ("Dominion Energy" or the "Company") sent a blackout trading restriction notice to its executive officers and directors (the "BTR Notice") informing them that they would be prohibited from engaging in certain transactions involving the Company's common stock, during a blackout period (the "Blackout Period") under the Dominion Questar Corporation 401(k) Retirement Income Plan (the "Plan"). The BTR Notice indicated that the Blackout Period will begin at 4:00 PM Eastern Time on December 27, 2017 and is expected to end at 9:00 AM Eastern Time on January 8, 2018. A copy of the BTR Notice is attached as Exhibit 99 to this report and is incorporated herein by reference.

The reason for the Blackout Period is to facilitate the merger of the Plan into the Dominion Energy Savings Plan. During the Blackout Period, participants in the Plan will be unable to borrow or take distributions from their Plan accounts, or direct or diversify their Plan investments, including with respect to Dominion Energy common stock.

The Company was deemed to have been furnished notice of the Blackout Period on November 27, 2017, the same date as notice was furnished to affected participants and beneficiaries in the Plan.

Inquiries relating to the Blackout Period may be directed to Karen W. Doggett, Assistant Corporate Secretary, at Dominion Energy, Inc., 120 Tredegar Street, Richmond, VA 23219, or by telephone at (804) 819-2123.

Item 9.01 Financial Statements and Exhibits.

Exhibit
99 [BTR Notice provided to executive officers and directors of Dominion Energy, Inc.](#)

SIGNATURE

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.

DOMINION ENERGY, INC.
Registrant

/s/ Carter M. Reid

Carter M. Reid
Executive Vice President, Chief Administrative &
Compliance Officer and Corporate Secretary

Date: December 1, 2017

TO: Directors and Executive Officers of Dominion Energy, Inc.

DATE: December 1, 2017

RE: Important Notice of Blackout Period and Regulation BTR Trading Restrictions

Federal securities laws require us to send you a notice whenever restrictions are imposed on your ability to trade in common stock of Dominion Energy, Inc. ("Dominion Energy" or the "Company") due to a blackout period under an individual account retirement plan sponsored by the Company. A blackout period under the Dominion Questar 401(k) Retirement Income Plan (the "Questar 401(k) Plan") will begin at 4:00 PM Eastern Time on December 27, 2017 and is expected to end at 9:00 AM Eastern Time on January 8, 2018 (the "Blackout Period"). The Blackout Period is necessary to facilitate the merger of the Questar 401(k) Plan into the Dominion Energy Savings Plan. During the Blackout Period, Questar 401(k) Plan participants will be unable to borrow or take distributions from their Plan accounts, or direct or diversify their Plan investments, including with respect to Dominion Energy common stock.

In accordance with Section 306(a) of the Sarbanes-Oxley Act of 2002 and Rule 101 of Securities and Exchange Commission Regulation BTR, you – as a director or executive officer of Dominion Energy – are prohibited during the Blackout Period from directly or indirectly purchasing, selling or otherwise acquiring or transferring any equity security of the Company acquired in connection with your service as a director or employment as an executive officer – even if you are not a Questar 401(k) Plan participant. Transactions covered by this trading prohibition are not limited to those involving your direct ownership, but include any transaction in which you may have a pecuniary interest (e.g., transactions by members of your immediate family who share your household, as well as by certain entities in which you have financial involvement).

Certain transactions are exempt from these trading prohibitions (such as qualified Rule 10b5-1 plan transactions, bona fide gifts, transfers by will or laws of descent and distribution, and sales of stock not acquired in connection with service or employment as a director or officer). However, those exemptions are limited. If you hold both covered and non-covered securities, any sale or other transfer of securities by you during the Blackout Period will be treated as a transaction involving covered securities, unless you can identify the source of the transferred securities and demonstrate that you use the same identification for all related purposes (such as tax reporting and disclosure requirements).

Although the Blackout Period falls during a period in which your trading is already restricted under our trading window policy, we are required to provide you with this notice in order to comply with federal securities laws. If you engage in a transaction that violates these rules, you may be required to disgorge your profits from the transaction, and you may be subject to civil and criminal penalties.

If you have questions regarding the Blackout Period, you may contact Karen W. Doggett, Assistant Corporate Secretary, at Dominion Energy, Inc., 120 Tredegar Street, Richmond, VA 23219, or by telephone at (804) 819-2123.