

GOODRICH PETROLEUM CORP  
Form 8-K  
March 03, 2016

**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): March 1, 2016**

**GOODRICH PETROLEUM CORPORATION**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**801 Louisiana, Suite 700**

**001-12719**  
**(Commission**  
  
**File Number)**

**76-0466193**  
**(IRS Employer**  
  
**Identification Number)**

**77002**

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**Houston, Texas**

**(Address of Principal Executive Offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (713) 780-9494**

**N/A**

**(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:

- .. 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))

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

On March 1, 2016, Goodrich Petroleum Corporation (the Company) appointed Robert T. Barker, the Company's Vice President, Controller and Chief Accounting Officer as Interim Chief Financial Officer. Mr. Barker replaces Joseph T. Leary who served as the Company's Interim Chief Financial Officer since October 15, 2015. Mr. Leary's resignation on March 1, 2016 did not result from any disagreement with the Company regarding any matter related to the Company's operations, policies or practices.

In this role, Mr. Barker will serve as the Company's interim principal financial officer in addition to his other roles. Mr. Barker will receive an annual salary of \$200,000, and he will be eligible for other usual and customary benefits. Mr. Barker joined the Company in 2007 and has been its Chief Accounting Officer since 2015.

There are no arrangements or understandings between Mr. Barker and any other person pursuant to which he was selected as Interim Chief Financial Officer, nor are there any family relationships between Mr. Barker and any of the Company's directors or executive officers. There are no transactions between Mr. Barker and the Company that would be reportable under Item 404(a) of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended.

**Item 8.01 Other Events**

On March 3, 2016, the Company filed an amendment to extend the expiration date of its previously commenced offers to exchange (the Preferred Stock Exchange Offers) any and all of the shares of the Company's outstanding 5.375% Series B Cumulative Convertible Preferred Stock, any and all of the depositary shares representing the Company's outstanding 10.00% Series C Cumulative Preferred Stock, any and all of the depositary shares representing the Company's outstanding 9.75% Series D Cumulative Preferred Stock and any and all of the depositary shares representing the Company's outstanding 10.00% Series E Cumulative Convertible Preferred Stock for newly issued shares of the Company's common stock, par value \$0.20 per share (the Common Stock).

In addition, on March 3, 2016, the Company filed an amendment to extend the expiration date of its previously commenced offers to exchange (the Unsecured Notes Exchange Offers and, together with the Preferred Stock Exchange Offers, the Exchange Offers) any and all of the Company's outstanding 8.875% Senior Notes due 2019, 3.25% Convertible Senior Notes due 2026, 5.00% Convertible Senior Notes due 2029, 5.00% Convertible Senior Notes due 2032 and 5.00% Convertible Exchange Senior Notes due 2032 for newly issued shares of Common Stock.

The Exchange Offers will now expire at 5:00 p.m., New York City time, on March 16, 2016, unless the Company extends the Exchange Offers or terminates them earlier. A copy of the related press release is filed herewith as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

| <b>Exhibit<br/>Number</b> | <b>Description</b> |
|---------------------------|--------------------|
|---------------------------|--------------------|

99.1 Press Release issued March 2, 2016.

**SIGNATURES**

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.

Date: March 3, 2016

**GOODRICH PETROLEUM  
CORPORATION**

By: /s/ Michael J. Killelea  
Michael J. Killelea  
Senior Vice President, General Counsel  
and Corporate Secretary

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>                  |
|---------------------------|-------------------------------------|
| 99.1                      | Press Release issued March 2, 2016. |