

GOODRICH PETROLEUM CORP  
Form 8-K  
April 11, 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): April 8, 2016**

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

**Delaware**  
**(State or other Jurisdiction**  
**of Incorporation)**

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

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

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**801 Louisiana, Suite 700**

**Houston, Texas**

**77002**

**(Address of Principal Executive Offices)**

**(Zip Code)**

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

**Not Applicable**

**(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))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

On April 8, 2016, Goodrich Petroleum Corporation (the Company) held a special meeting of stockholders (the Special Meeting). The Special Meeting was originally scheduled for March 14, 2016 but had twice been adjourned to March 31, 2016 and again to April 8, 2016 due to a lack of quorum at the March 14<sup>th</sup> and March 31<sup>st</sup> meetings. A quorum was not reached at the April 8, 2016 meeting either, with 29,740,123 shares of the Company's common stock, par value \$0.20 per share (the Common Stock) present in person or by proxy at the meeting, representing only 38.75% of the issued and outstanding shares of the Company's Common Stock as of the February 5, 2016 record date. The meeting was not further adjourned.

**Item 8.01 Other Events**

On April 11, 2016, the Company issued a press release announcing the final results of its previously commenced offers to exchange 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 Common Stock and its previously commenced offers to exchange 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. A copy of the 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 Number</b> | <b>Description</b>                   |
|-----------------------|--------------------------------------|
| 99.1                  | Press Release issued April 11, 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.

**GOODRICH PETROLEUM CORPORATION**

Date: April 11, 2016

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 April 11, 2016. |