

GOODRICH PETROLEUM CORP
Form SC 13G
February 10, 2014

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

**SCHEDULE
13G**

Under the
Securities
Exchange Act of
1934

(Amendment
No.)*

Goodrich
Petroleum
Corporation
(Name of Issuer)

Common Stock,
\$0.20 par value
(Title of Class of
Securities)

382410405
(CUSIP Number)

December 31,
2013
(Date of event
which requires
filing of this
statement)

Check the
appropriate box
to designate the
rule pursuant to
which this
Schedule 13G is

filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(Page 1 of 9

Pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 382410405 13G Page 2 of 9 Pages

1 NAMES OF REPORTING PERSONS

Vollero Beach Capital Partners LLC
CHECK

2 THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP

3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
SOLE VOTING POWER

5 - 0 - SHARED VOTING POWER

6 3,349,649 (includes 2,500,000 shares

underlying call options) SOLE DISPOSITIVE POWER

7 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 - 0 - SHARED DISPOSITIVE POWER

9 3,349,649 (includes 2,500,000 shares underlying call options)

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

3,349,649 (includes
2,500,000 shares
underlying call
options)

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..

10

ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS

11

REPRESENTED BY
AMOUNT IN ROW
(9)

7.7%
TYPE OF
REPORTING
PERSON

12

IA

1 NAMES OF REPORTING PERSONS

2 Robert A. Vollero
CHECK THE APPROPRIATE ..
BOX IF A (a) ..
3 MEMBER (b) ..
OF A GROUP

4 SEC USE ONLY
CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

- 0 -

6 SHARED VOTING POWER

3,349,649 (includes 2,500,000 shares underlying call options)

7 SOLE DISPOSITIVE POWER

- 0 -

8 SHARED DISPOSITIVE POWER

3,349,649 (includes 2,500,000 shares

9 underlying call
options)
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

10 3,349,649 (includes
2,500,000 shares
underlying call
options)
CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED
11 BY AMOUNT IN
ROW (9)

12 7.7%
TYPE OF
REPORTING
PERSON

IN

1 NAMES OF REPORTING PERSONS

2 Gentry T. Beach

3 CHECK THE APPROPRIATE .. BOX IF A (a) .. MEMBER (b) .. OF A GROUP

4 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

United States
SOLE VOTING
5 POWER

- 0 -
SHARED VOTING POWER

6 3,349,649 (includes 2,500,000 shares underlying call options)

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE DISPOSITIVE POWER

- 0 -
SHARED DISPOSITIVE POWER

8 3,349,649 (includes 2,500,000 shares underlying call options)

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

3,349,649 (includes
2,500,000 shares
underlying call
options)

10 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED
11 BY AMOUNT IN
ROW (9)

12 7.7%
TYPE OF
REPORTING
PERSON

IN

Item 1(a). NAME OF ISSUER.

The name of the issuer is Goodrich Petroleum Corporation (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The Company's principal executive offices are located at 801 Louisiana, Suite 700, Houston, Texas 77002.

Item 2(a). NAME OF PERSON FILING:

This statement is filed by:

- (i) Vollero Beach Capital Partners LLC, a Delaware limited liability company (the "Investment Manager"), which serves as the investment manager to certain investment funds and/or accounts (the "Funds"), with respect to the Shares (as defined in Item 2(d) below) directly held by the Funds; and
- (ii) Mr. Robert A. Vollero ("Mr. Vollero"), who serves as co-managing member of the Investment Manager, with respect to the Shares directly held by the Funds.
- (iii) Mr. Gentry T. Beach ("Mr. Beach"), who serves as co-managing member of the Investment Manager, with respect to the Shares directly held by the Funds.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons."

The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13 of the Act, the beneficial owner of the Shares reported herein.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of the business office of each of the Reporting Persons is 777 Third Avenue, 14th Floor, New York, NY 10017.

Item 2(c). CITIZENSHIP:

The Investment Manager is a Delaware limited liability company. Mr. Vollero is a citizen of the United States. Mr. Beach is a citizen of the United States.

Item 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, \$0.20 par value (the "Shares").

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Item 2(e). CUSIP NUMBER:

382410405

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO §§ 240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) Parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: _____

Item 4. OWNERSHIP.

The percentages used herein are calculated based upon 43,672,866 Shares outstanding, which reflects the number of Shares outstanding as of November 1, 2013, as reported in the Company's quarterly report on Form 10-Q filed on November 5, 2013.

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each of the Reporting Persons and is incorporated herein by reference.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

Item 10. CERTIFICATION.

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 10, 2014

VOLLERO BEACH
CAPITAL PARTNERS

By: /s/ Michael Lubman
Name: Michael
Lubman
Title: Chief Financial
Officer

/s/ Robert A. Vollero
ROBERT A.
VOLLERO

/s/ Gentry T. Beach
GENTRY T. BEACH

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EXHIBIT 1

JOINT ACQUISITION STATEMENT
PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: February 10, 2014

VOLLERO BEACH
CAPITAL PARTNERS
LLC

By: /s/ Michael Lubman
Name: Michael
Lubman
Title: Chief Financial
Officer

/s/ Robert A. Vollero
ROBERT A.
VOLLERO

/s/ Gentry T. Beach
GENTRY T. BEACH