

PostRock Energy Corp
Form 4
December 18, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Edelman & Guill Energy L.P.

2. Issuer Name and Ticker or Trading Symbol
PostRock Energy Corp [PSTR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
700 LOUISIANA STREET SUITE
4770,

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

HOUSTON, TX 77002

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/13/2013		P		1,051,443	A	\$ 1.31	10,251,365	I	By White Deer Energy L.P. (1)
Common Stock	12/13/2013		P		34,935	A	\$ 1.31	340,614	I	By White Deer Energy TE L.P. (1)
Common Stock	12/13/2013		P		37,603	A	\$ 1.31	360,622	I	By White Deer Energy FI

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Common Stock Warrants (right to buy)	\$ 3.15	12/13/2013		C	17,817,143	12/13/2013	03/21/2018	Common Stock	17,817,143
Common Stock Warrants (right to buy)	\$ 3.15	12/13/2013		C	592,381	12/13/2013	03/21/2018	Common Stock	592,381
Common Stock Warrants (right to buy)	\$ 3.15	12/13/2013		C	638,095	12/13/2013	03/21/2018	Common Stock	638,095
Common Stock Warrants (right to buy)	\$ 3.69	12/13/2013		C	501,886	12/13/2013	06/30/2018	Common Stock	501,886
Common Stock Warrants (right to buy)	\$ 3.69	12/13/2013		C	16,724	12/13/2013	06/30/2018	Common Stock	16,724
Common Stock Warrants	\$ 3.69	12/13/2013		C	17,976	12/13/2013	06/30/2018	Common Stock	17,976

Edgar Filing: PostRock Energy Corp - Form 4

(right to buy)									
Common Stock Warrants (right to buy)	\$ 6.39	12/13/2013	C	272,167	12/13/2013	09/30/2018	Common Stock	2	
Common Stock Warrants (right to buy)	\$ 6.39	12/13/2013	C	9,070	12/13/2013	09/30/2018	Common Stock	9	
Common Stock Warrants (right to buy)	\$ 6.39	12/13/2013	C	9,749	12/13/2013	09/30/2018	Common Stock	9	
Common Stock Warrants (right to buy)	\$ 5.82	12/13/2013	C	307,790	12/13/2013	12/30/2018	Common Stock	30	
Common Stock Warrants (right to buy)	\$ 5.82	12/13/2013	C	10,256	12/13/2013	12/30/2018	Common Stock	1	
Common Stock Warrants (right to buy)	\$ 5.82	12/13/2013	C	11,024	12/13/2013	12/30/2018	Common Stock	1	
Common Stock Warrants (right to buy)	\$ 3.1	12/13/2013	C	595,184	12/13/2013	03/30/2019	Common Stock	59	
Common Stock Warrants (right to buy)	\$ 3.1	12/13/2013	C	19,833	12/13/2013	03/30/2019	Common Stock	1	
Common Stock Warrants (right to buy)	\$ 3.1	12/13/2013	C	21,318	12/13/2013	03/30/2019	Common Stock	2	

buy)

Common
Stock

Warrants (right to buy)	\$ 2.8	12/13/2013	C	678,722	12/13/2013	06/30/2019	Common Stock	6
-------------------------------	--------	------------	---	---------	------------	------------	-----------------	---

Common
Stock

Warrants (right to buy)	\$ 2.8	12/13/2013	C	22,617	12/13/2013	06/30/2019	Common Stock	2
-------------------------------	--------	------------	---	--------	------------	------------	-----------------	---

Common
Stock

Warrants (right to buy)	\$ 2.8	12/13/2013	C	24,310	12/13/2013	06/30/2019	Common Stock	2
-------------------------------	--------	------------	---	--------	------------	------------	-----------------	---

Common
Stock

Warrants (right to buy)	\$ 3.1	12/13/2013	C	631,431	12/13/2013	09/30/2019	Common Stock	6
-------------------------------	--------	------------	---	---------	------------	------------	-----------------	---

Common
Stock

Warrants (right to buy)	\$ 3.1	12/13/2013	C	21,041	12/13/2013	09/30/2019	Common Stock	2
-------------------------------	--------	------------	---	--------	------------	------------	-----------------	---

Common
Stock

Warrants (right to buy)	\$ 3.1	12/13/2013	C	22,616	12/13/2013	09/30/2019	Common Stock	2
-------------------------------	--------	------------	---	--------	------------	------------	-----------------	---

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Edelman & Guill Energy L.P. 700 LOUISIANA STREET SUITE 4770 HOUSTON, TX 77002	X	X		
Edelman & Guill Energy Ltd. 700 LOUISIANA STREET, SUITE 4770 HOUSTON, TX 77002		X		
White Deer Energy L.P. 700 LOUISIANA STREET, SUITE 4770 HOUSTON, TX 77002		X		

White Deer Energy TE L.P.
700 LOUISIANA STREET, SUITE 4770 X
HOUSTON, TX 77002

White Deer Energy FI, L.P.
700 LOUISIANA STREET, SUITE 4770 X
HOUSTON, TX 77002

EDELMAN THOMAS J
777 MAIN STREET X X
SUITE 2500
FORT WORTH, TX 76102

GUILL BEN A
600 TRAVIS X
SUITE 6000
HOUSTON, TX 77002

Signatures

/s/ Thomas Edelman, director of Edelman & Guill Energy Ltd., general partner of Edelman & Guill Energy L.P., general partner of White Deer Energy L.P. 12/17/2013

__Signature of Reporting Person Date

/s/ Thomas Edelman, director of Edelman & Guill Energy Ltd., general partner of Edelman & Guill Energy L.P., general partner of White Deer Energy TE L.P. 12/17/2013

__Signature of Reporting Person Date

/s/ Thomas Edelman, director of Edelman & Guill Energy Ltd., general partner of Edelman & Guill Energy L.P., general partner of White Deer Energy FI L.P. 12/17/2013

__Signature of Reporting Person Date

/s/ Thomas Edelman, director of Edelman & Guill Energy Ltd., general partner of Edelman & Guill Energy L.P. 12/17/2013

__Signature of Reporting Person Date

/s/ Thomas Edelman, director of Edelman & Guill Energy, Ltd. 12/17/2013

__Signature of Reporting Person Date

/s/ Thomas Edelman 12/17/2013

__Signature of Reporting Person Date

/s/ Thomas Edelman, as Attorney-In-Fact For Ben A. Guill 12/17/2013

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Mr. Edelman has been appointed as a director of the Issuer. Edelman & Guill Energy L.P. is the general partner of each of White Deer Energy L.P., White Deer Energy TE L.P. and White Deer Energy FI L.P. (collectively, the "Funds"), Edelman & Guill Energy Ltd. is the general partner of Edelman & Guill Energy L.P., and Messrs. Edelman and Guill are the directors of Edelman & Guill Energy Ltd.

(1) Accordingly, each of Edelman & Guill Energy Ltd., Edelman & Guill Energy L.P. and Messrs. Edelman and Guill may be deemed to control the decisions of the Funds. The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein, and this report shall not be deemed an admission that the reporting persons are the beneficial owners of these securities for purposes of Section 16 or for any other purpose.

Edgar Filing: PostRock Energy Corp - Form 4

- Pursuant to the Warrant Exchange Agreement, dated November 27, 2013, by and among PostRock Energy Corporation (the "Company"), White Deer Energy L.P., White Deer Energy TE L.P. and White Deer Energy FI L.P. (together with White Deer Energy L.P. and White Deer Energy TE L.P., the "Investors" and each an "Investor"), the Investors exchanged 22,241,333 warrants for a total of 1,123,981 shares of newly issued Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.