

PostRock Energy Corp
 Form 4
 January 03, 2014

FORM 4

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

OMB APPROVAL

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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)
 12/31/2013

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

(Street)
 HOUSTON, TX 77002

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		
					Amount		
				(D)	Price		

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

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares
				Code	V				
Common Stock Warrants (right to buy)	\$ 1.17	12/31/2013	<u>J⁽¹⁾</u>	2,057,609		12/31/2013	06/30/2021	Common Stock	2,057,609
Common Stock Warrants (right to buy)	\$ 1.17	12/31/2013	<u>J⁽¹⁾</u>	68,563		12/31/2013	06/30/2021	Common Stock	68,563
Common Stock Warrants (right to buy)	\$ 1.17	12/31/2013	<u>J⁽¹⁾</u>	73,696		12/31/2013	06/30/2021	Common Stock	73,696
Common Stock Warrants (right to buy)	\$ 1.95	12/31/2013	<u>J⁽³⁾</u>	99,131		12/31/2013	06/30/2021	Common Stock	99,131
Common Stock Warrants (right to buy)	\$ 1.95	12/31/2013	<u>J⁽³⁾</u>	3,294		12/31/2013	06/30/2021	Common Stock	3,294
Common Stock Warrants (right to buy)	\$ 1.95	12/31/2013	<u>J⁽³⁾</u>	3,546		12/31/2013	06/30/2021	Common Stock	3,546
Common Stock Warrants (right to buy)	\$ 1.42	12/31/2013	<u>J⁽⁴⁾</u>	140,887		12/31/2013	06/30/2021	Common Stock	140,887
Common Stock Warrants (right to buy)	\$ 1.42	12/31/2013	<u>J⁽⁴⁾</u>	4,681		12/31/2013	06/30/2021	Common Stock	4,681
	\$ 1.42	12/31/2013	<u>J⁽⁴⁾</u>	5,040		12/31/2013	06/30/2021		5,040

Common
Stock
Warrants
(right to
buy)

Common
Stock

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 HOUSTON, TX 77002		X		
White Deer Energy TE L.P. 700 LOUISIANA STREET HOUSTON, TX 77002		X		
White Deer Energy FI, L.P. 700 LOUISIANA STREET, SUITE 4770 HOUSTON, TX 77002		X		
EDELMAN THOMAS J 667 MADISON AVENUE 4TH FLOOR NEW YORK, NY 10065	X	X		
GUILL BEN A 700 LOUISIANA STREET, SUITE 4770 HOUSTON, TX 77002		X		

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.

01/03/2014

**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.

01/03/2014

**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.

01/03/2014

**Signature of Reporting Person

Date

01/03/2014

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

__Signature of Reporting Person

Date

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

01/03/2014

__Signature of Reporting Person

Date

/s/ Thomas Edelman

01/03/2014

__Signature of Reporting Person

Date

/s/ Thomas J. Edelman, as attorney in fact for Ben A. Guill

01/03/2014

__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).

Pursuant to a Securities Purchase Agreement dated September 2, 2010 between the Reporting Persons and the Issuer, the Reporting Persons acquired, among other securities of the Issuer, warrants to purchase an aggregate 19,047,619 shares of the Issuer's common stock.

- (1) The Reporting Persons also acquired the right to receive additional warrants on each quarterly dividend payment date of the Issuer's Series A Preferred Stock on which dividends are not paid in cash but instead accrue. On December 31, 2013, one such date passed, and thus the Reporting Persons acquired an aggregate of 2,199,868 warrants on December 31, 2013.

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.

- (2) 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.

Pursuant to a Securities Purchase Agreement dated August 1, 2012 between the Reporting Persons and the Issuer, the Reporting Persons acquired, among other securities of the Issuer, warrants to purchase an aggregate 3,076,923 shares of the Issuer's common stock. The

- (3) Reporting Persons also acquired the right to receive additional warrants on each quarterly dividend payment date of the Issuer's Series A Preferred Stock on which dividends are not paid in cash but instead accrue. On December 31, 2013, one such date passed, and thus the Reporting Persons acquired an aggregate of 105,971 warrants on December 31, 2013.

Pursuant to a Securities Purchase Agreement dated December 17, 2012 between the Reporting Persons and the Issuer, the Reporting Persons acquired, among other securities of the Issuer, warrants to purchase an aggregate 4,577,464 shares of the Issuer's common stock.

- (4) The Reporting Persons also acquired the right to receive additional warrants on each quarterly dividend payment date of the Issuer's Series A Preferred Stock on which dividends are not paid in cash but instead accrue. On December 31, 2013, one such date passed, and thus the Reporting Persons acquired an aggregate of 150,608 warrants on December 31, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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