

PostRock Energy Corp  
Form SC 13G  
August 18, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934

(Amendment No.    )\*

**PostRock Energy Corporation**  
(Name of Issuer)

**Common Stock, par value \$0.01**  
(Title of Class of Securities)

**737525105**  
(CUSIP Number)

**August 8, 2011**  
(Date of Event Which Requires Filing of this Statement)

## Edgar Filing: PostRock Energy Corp - Form SC 13G

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* 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 ( 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. 737525105

13G

Page 2 of 9 Pages

1 NAMES OF REPORTING PERSONS

Constellation Energy Commodities Group, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 6 1,673,822 shares<sup>(1)</sup>  
SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 1,673,822 shares<sup>(1)</sup>  
8 SHARED DISPOSITIVE POWER  
WITH

9 0  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 1,673,822 shares<sup>(1)</sup>  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Edgar Filing: PostRock Energy Corp - Form SC 13G

16.56%<sup>(1)(2)</sup>

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

- (1) The number of shares and percentage of Common Stock of the Issuer reported as beneficially owned in this Schedule 13G consist of 1,000,000 shares of Common Stock and 673,822 shares of Common Stock issuable upon the exercise of warrants and reflected on an as exercised basis.
- (2) The calculations in this Schedule 13G are based on the Issuer's disclosure in its Quarterly Report on Form 10-Q for the quarter ended June 30, 2011 that 9,431,168 shares of Common Stock were outstanding.

CUSIP No. 737525105

13G

Page 3 of 9 Pages

1 NAMES OF REPORTING PERSONS

Constellation Power Source Holdings, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland

5  SOLE VOTING POWER

NUMBER OF

(1)

SHARES 6  SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH 7  SOLE DISPOSITIVE POWER

REPORTING

PERSON

(1)

8  SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

(1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

(1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

(1) Constellation Energy Commodities Group, Inc. ( CECG ) is wholly owned by Constellation Power Source Holdings, Inc. ( CPSH ). Therefore, CPSH may be deemed to be the beneficial owner of the aggregate 1,673,822 Common Shares and warrants to purchase Common Shares of the Issuer owned by CECG. Thus, CPSH is filing this Schedule 13G jointly with CECG.

CUSIP No. 737525105

13G

Page 4 of 9 Pages

1 NAMES OF REPORTING PERSONS

Constellation Holdings, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland

5 SOLE VOTING POWER

NUMBER OF

(1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

(1)

8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

(1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

(1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

(1) CECG is indirectly owned by Constellation Holdings, Inc. ( CHI ). Therefore, CHI may be deemed to be the beneficial owner of the aggregate 1,673,822 Common Shares and warrants to purchase Common Shares of the Issuer owned by CECG. Thus, CHI is filing this Schedule 13G jointly with CECG.



CUSIP No. 737525105

13G

Page 5 of 9 Pages

1 NAMES OF REPORTING PERSONS

Constellation Enterprises, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland

5 SOLE VOTING POWER

NUMBER OF

(1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

(1)

8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

(1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

(1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

(1) CECG is indirectly owned by Constellation Enterprises, Inc. ( CEI ). Therefore, CEI may be deemed to be the beneficial owner of the aggregate 1,673,822 Common Shares and warrants to purchase Common Shares of the Issuer owned by CECG. Thus, CEI is filing this Schedule 13G jointly with CECG.

CUSIP No. 737525105

13G

Page 6 of 9 Pages

1 NAMES OF REPORTING PERSONS

Constellation Energy Group, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland

5 SOLE VOTING POWER

NUMBER OF

(1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

(1)

8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

(1)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

(1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

(1) CECG is indirectly owned by Constellation Energy Group, Inc. ( CEG ). Therefore, CEG may be deemed to be the beneficial owner of the aggregate 1,673,822 Common Shares and warrants to purchase Common Shares of the Issuer owned by CECG. Thus, CEG is filing this Schedule 13G jointly with CECG.

**Item 1 (a) Name of Issuer:**

PostRock Energy Corporation, a Delaware corporation (the Issuer )

**Item 1 (b) Address of Issuer s Principal Executive Offices:**

210 Park Avenue

Oklahoma City, OK 73102

**Item 2 (a) Name of Person Filing:**

This Schedule 13G is jointly filed by: (i) Constellation Energy Commodities Group, Inc. ( CECG ); (ii) Constellation Power Source Holdings, Inc. ( CPSH ); (iii) Constellation Holdings, Inc. ( CHI ); (iv) Constellation Enterprises, Inc. ( CEI ); and (v) Constellation Energy Group, Inc. ( CEG ) (each, a Reporting Person ), with respect to shares of common stock, \$0.01 par value ( Shares ) of the Issuer and warrants to purchase Shares of the Issuer beneficially owned by CECG. CECG is wholly owned by CPSH and indirectly owned by CHI, CEI and CEG. Therefore, CPSH, CHI, CEI and CEG may be deemed to be beneficial owners of the Shares and warrants to purchase Shares of the Issuer owned by CECG.

**Item 2 (b) Address or Principal Business Office or, if None, Residence:**

The address of each of the Reporting Persons is:

100 Constellation Way

Baltimore, MD 21202

**Item 2 (c) Citizenship:**

CECG is a Delaware corporation. Each of CPSH, CHI, CEI and CEG is a Maryland corporation

**Item 2 (d) Title of Class of Securities:**

PostRock Energy Corporation common stock, \$0.01 par value per share.

**Item 2 (e) CUSIP No.:**

737525105

**Item 3**

Not applicable

**Item 4 Ownership:**

(a) *Amount Beneficially Owned:*

1,673,822 shares

(b) *Percent of Class:*

16.56%

(c) *Number of Shares as to which CECG has:*

(i) Sole power to vote or to direct the vote:

1,673,822 shares

(ii) Shared power to vote or to direct the vote:

0

(iii) Sole power to dispose or to direct the disposition of:

1,673,822 shares

(iv) Shared power to dispose or to direct the disposition of:

0

The number of shares and percentage of Common Stock of the Issuer reported as beneficially owned in this Schedule 13G consist of 1,000,000 shares of Common Stock and 673,822 shares of Common Stock issuable upon the exercise of warrants held by CECG and reflected on an as exercised basis.

The calculations in this Schedule 13G are based on the Issuer's disclosure in its Quarterly Report on Form 10-Q for the quarter ended June 30, 2011, that 9,431,168 shares of Common Stock were outstanding.

CECG is wholly owned by CPSH and indirectly owned by CHI, CEI and CEG. Therefore, CPSH, CHI, CEI and CEG may be deemed to be beneficial owners of the Shares and warrants to purchase Shares of the Issuer owned by CECG.

**Item 5 Ownership of 5 Percent or Less of a Class:**

Not applicable

**Item 6 Ownership of More than 5 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:**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held 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.

**Exhibits**

Edgar Filing: PostRock Energy Corp - Form SC 13G

99.1 Joint Filing Agreement, dated the date hereof, between the Reporting Persons.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 18, 2011

**Constellation Energy Commodities Group, Inc.**

By: /s/ Randall D. Osteen  
Name: Randall D. Osteen  
Title: Assistant Secretary

**Constellation Energy Power Source Holdings, Inc.**

By: /s/ Sean J. Klein  
Name: Sean J. Klein  
Title: Secretary

**Constellation Holdings, Inc.**

By: /s/ Sean J. Klein  
Name: Sean J. Klein  
Title: Secretary

**Constellation Enterprises, Inc.**

By: /s/ Sean J. Klein  
Name: Sean J. Klein  
Title: Assistant Secretary

**Constellation Energy Group, Inc.**

By: /s/ Sean J. Klein  
Name: Sean J. Klein  
Title: Assistant Secretary