

PostRock Energy Corp  
Form SC 13D/A  
February 10, 2012

# **SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

## **SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)**

### **PostRock Energy Corporation**

**(Name of issuer)**

**Common Stock, par value \$0.01 per share**  
**(Title of class of securities)**

**737525105**  
**(CUSIP number)**

**James E. Saxton**

**White Deer Energy L.P.**

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700 Louisiana, Suite 4770

Houston, Texas 77002

(713) 581-6900

(Name, address and telephone number of person authorized to receive notices and communications)

February 9, 2012

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

\* 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 disclosures provided in a prior cover page. The information required on 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).

(Continued on following pages)

CUSIP No. 737525105

13D

(1) Name of reporting person

White Deer Energy L.P.

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Source of funds

OO

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or place of organization

Cayman Islands

Number of (7) Sole voting power

shares

beneficially 22,212,419\*  
(8) Shared voting power

owned by

each (9) Sole dispositive power

reporting

person 22,212,419\*  
(10) Shared dispositive power

with:

(11) Aggregate amount beneficially owned by each reporting person

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22,212,419\*

(12) Check if the aggregate amount in Row (11) excludes certain shares ..

(13) Percent of class represented by amount in Row (11)

65.95%

(14) Type of reporting person

PN (Limited Partnership)

\* The number of shares and percentage of Common Stock of the Issuer reported as beneficially owned in this Schedule 13D includes shares of Common Stock issuable upon the exercise of warrants and reflected on an as exercised basis. See Item 1.

All percentages are based on 9,935,337 outstanding shares of Common Stock as of February 9, 2012, as disclosed by PostRock Energy Corporation in the Stock Purchase Agreement attached as Exhibit D hereto.

CUSIP No. 737525105

13D

(1) Name of reporting person

White Deer Energy TE L.P.

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Source of funds

OO

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or place of organization

Cayman Islands

Number of (7) Sole voting power

shares

beneficially (8) 738,647\*  
Shared voting power

owned by

each (9) Sole dispositive power

reporting

person (10) 738,647\*  
Shared dispositive power

with:

(11) Aggregate amount beneficially owned by each reporting person

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738,647\*

(12) Check if the aggregate amount in Row (11) excludes certain shares ..

(13) Percent of class represented by amount in Row (11)

2.19%

(14) Type of reporting person

PN (Limited Partnership)

\* The number of shares and percentage of Common Stock of the Issuer reported as beneficially owned in this Schedule 13D includes shares of Common Stock issuable upon the exercise of warrants and reflected on an as exercised basis. See Item 1.

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CUSIP No. 737525105

13D

(1) Name of reporting person

White Deer Energy FI L.P.

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Source of funds

OO

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or place of organization

Cayman Islands

Number of (7) Sole voting power

shares

beneficially (8) 795,412\*  
Shared voting power

owned by

each (9) Sole dispositive power

reporting

person (10) 795,412\*  
Shared dispositive power

with:

(11) Aggregate amount beneficially owned by each reporting person

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795,412\*

(12) Check if the aggregate amount in Row (11) excludes certain shares ..

(13) Percent of class represented by amount in Row (11)

2.36%

(14) Type of reporting person

PN (Limited Partnership)

\* The number of shares and percentage of Common Stock of the Issuer reported as beneficially owned in this Schedule 13D includes shares of Common Stock issuable upon the exercise of warrants and reflected on an as exercised basis. See Item 1.

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CUSIP No. 737525105

13D

(1) Name of reporting person

Edelman & Guill Energy L.P.

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Source of funds

OO

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or place of organization

Cayman Islands

Number of (7) Sole voting power

shares

beneficially 23,746,478\*  
(8) Shared voting power

owned by

each (9) Sole dispositive power

reporting

person 23,746,478\*  
(10) Shared dispositive power

with:

(11) Aggregate amount beneficially owned by each reporting person

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23,746,478\*

(12) Check if the aggregate amount in Row (11) excludes certain shares ..

(13) Percent of class represented by amount in Row (11)

70.50%

(14) Type of reporting person

PN (Limited Partnership)

\* The number of shares and percentage of Common Stock of the Issuer reported as beneficially owned in this Schedule 13D includes shares of Common Stock issuable upon the exercise of warrants and reflected on an as exercised basis. See Item 1.

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CUSIP No. 737525105

13D

(1) Name of reporting person

Edelman & Guill Energy Ltd.

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Source of funds

OO

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or place of organization

Cayman Islands

Number of (7) Sole voting power

shares

beneficially (8) 23,746,478\*  
Shared voting power

owned by

each (9) Sole dispositive power

reporting

person (10) 23,746,478\*  
Shared dispositive power

with:

(11) Aggregate amount beneficially owned by each reporting person

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23,746,478\*

(12) Check if the aggregate amount in Row (11) excludes certain shares ..

(13) Percent of class represented by amount in Row (11)

70.50%

(14) Type of reporting person

CO

\* The number of shares and percentage of Common Stock of the Issuer reported as beneficially owned in this Schedule 13D includes shares of Common Stock issuable upon the exercise of warrants and reflected on an as exercised basis. See Item 1.

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CUSIP No. 737525105

13D

(1) Name of reporting person

Thomas J. Edelman

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Source of funds

OO, PF

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or place of organization

Cayman Islands

Number of (7) Sole voting power

shares (8) Shared voting power

beneficially

owned by 23,746,478\*

each (9) Sole dispositive power

reporting (10) Shared dispositive power

person

with: 23,746,478\*

(11) Aggregate amount beneficially owned by each reporting person

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23,746,478\*

(12) Check if the aggregate amount in Row (11) excludes certain shares ..

(13) Percent of class represented by amount in Row (11)

70.50%

(14) Type of reporting person

IN

\* The number of shares and percentage of Common Stock of the Issuer reported as beneficially owned in this Schedule 13D includes shares of Common Stock issuable upon the exercise of warrants and reflected on an as exercised basis. See Item 1.

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13D

(1) Name of reporting person

Ben A. Guill

(2) Check the appropriate box if a member of a group

(a)  (b)

(3) SEC use only

(4) Source of funds

OO, PF

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or place of organization

Cayman Islands

Number of (7) Sole voting power

shares (8) Shared voting power

beneficially

owned by 23,746,478\*

each (9) Sole dispositive power

reporting (10) Shared dispositive power

person

with: 23,746,478\*

(11) Aggregate amount beneficially owned by each reporting person

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23,746,478\*

(12) Check if the aggregate amount in Row (11) excludes certain shares ..

(13) Percent of class represented by amount in Row (11)

70.50%

(14) Type of reporting person

IN

\* The number of shares and percentage of Common Stock of the Issuer reported as beneficially owned in this Schedule 13D includes shares of Common Stock issuable upon the exercise of warrants and reflected on an as exercised basis. See Item 1.

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**Explanatory Note:** This Amendment No. 2 amends and supplements the Statement on Schedule 13D (the Initial Statement ) filed by the reporting persons named in Item 2 thereof (the Reporting Persons ) on October 1, 2010, relating to the shares of Common Stock, par value \$0.01 (the Common Shares ), of PostRock Energy Corporation, a Delaware corporation (the Issuer ), as amended by Amendment No. 1 thereto, filed by the Reporting Persons on February 3, 2012.

**Item 1. Security and Issuer.**

The principal executive offices of the Issuer are located at 210 Park Avenue, Suite 2750, Oklahoma City, Oklahoma 73102. The total number of Common Shares reported as beneficially owned in this Schedule 13D is 23,746,478, which constitutes approximately 70.50% of the total number of Common Shares outstanding on a pro forma basis as follows. The Reporting Persons (as defined below) own 2,180,233 Common Shares of record as of the date of this Schedule 13D and report beneficial ownership of 21,566,245 Common Shares issuable upon exercise of warrants to purchase 21,566,245 Common Shares (the Warrants ).

**Item 2. Identity and Background.**

Item 2 of the Initial Statement is hereby supplemented to include the following:

(a) The Reporting Persons have entered into a Joint Filing Agreement, dated the date of the Initial Statement, a copy of which is filed with the Initial Statement as Exhibit B (which is hereby incorporated by reference) pursuant to which the Reporting Persons have agreed to file this Amendment No. 2 jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act.

Certain information required by this Item 2 concerning the executive officers and directors of certain of the Reporting Persons is set forth on Schedule A, attached to the Initial Statement, which is incorporated herein by reference.

(d)-(e) None of the Reporting Persons nor, to the best of any Reporting Persons' knowledge, their respective executive officers or directors listed on Schedule A hereto has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceedings was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

**Item 3. Source and Amount of Funds or Other Consideration.**

Item 3 of the Initial Statement is hereby supplemented to include the following:

Pursuant to a Stock Purchase Agreement dated February 9, 2012 between White Deer Energy L.P., a Cayman Islands exempted limited partnership ( White Deer ), White Deer Energy TE L.P., a Cayman Islands exempted limited partnership ( White Deer TE ), and White Deer Energy FI L.P., a Cayman Islands exempted limited partnership ( White Deer FI ) and, together with White Deer and White Deer TE, the White Deer Funds ) and the Issuer (the Stock Purchase Agreement ), the Reporting Persons acquired 2,180,233 Common Shares for \$7.5 million, representing \$3.44 per Common Share.

These Common Shares are collectively referred to as the Purchased Shares. The source of the purchase price was capital contributions by the partners of the White Deer Funds.

**Item 4. Purpose of Transaction.**

Item 4 of the Initial Statement is hereby supplemented to include the following:

The White Deer Funds have acquired the Purchased Shares for investment purposes. The description of the White Deer Funds' plans or proposals in connection with the Purchased Shares is included in the Initial Statement.



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**Item 5. Interest in Securities of the Issuer.**

Item 5 of the Initial Statement is hereby amended as follows:

- (a)-(b) (i) White Deer is the sole record owner of 2,039,527 Common Shares and Warrants which will entitle White Deer to purchase up to 20,172,892 Common Shares, representing, on an as exercised basis, aggregate beneficial ownership of 22,212,419 Common Shares (65.95%). In addition, White Deer owns 5,612 Series A Shares and 201,728.92 Series B Shares.
- (ii) White Deer TE is the sole record owner of 67,766 Common Shares and Warrants which will entitle White Deer TE to purchase up to 670,881 Common Shares, representing, on an as exercised basis, aggregate beneficial ownership of 738,647 Common Shares (2.19%). In addition, White Deer TE owns 187 Series A Shares and 6,708.81 Series B Shares.
- (iii) White Deer FI is the sole record owner of 72,940 Common Shares and Warrants which will entitle White Deer FI to purchase up to 722,472 Common Shares, representing, on an as exercised basis, aggregate beneficial ownership of 795,412 Common Shares (2.36%). In addition, White Deer FI owns 201 Series A Shares and 7,224.72 Series B Shares.
- (iv) Edelman & Guill Energy L.P., a Cayman Islands exempted limited partnership ( GP LP ), does not directly own any Common Shares. By virtue of being the general partner of the White Deer Funds, GP LP may be deemed to possess sole voting and dispositive power with respect to those Common Shares beneficially owned by White Deer Funds, representing an aggregate 23,746,478 Common Shares (70.50%), as well as 6,000 Series A Shares and 215,662.45 Series B Shares.
- (v) Edelman & Guill Energy Ltd., a Cayman Islands corporation ( GP Ltd. ), does not directly own any Shares. By virtue of being the general partner of the GP LP, GP Ltd. may be deemed to possess sole voting and dispositive power with respect to those Common Shares beneficially owned by White Deer Funds, representing an aggregate 23,746,478 Common Shares (70.50%), as well as 6,000 Series A Shares and 215,662.45 Series B Shares.
- (vi) Neither Mr. Edelman nor Mr. Guill directly owns any Shares. By virtue of being the two directors of GP Ltd., Mr. Edelman and Mr. Guill may be deemed to possess shared voting and dispositive power with respect to those Common Shares beneficially owned by White Deer Funds, representing an aggregate 23,746,478 Common Shares (70.50%), as well as 6,000 Series A Shares and 215,662.45 Series B Shares.
- (c) Other than as described in Item 3, none.
- (d) None.
- (e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**

Item 5 of the Initial Statement is hereby amended as follows:

On February 9, 2012, the Issuer and the White Deer Funds entered into Amendment No. 1 to the Registration Rights Agreement, dated September 21, 2010, between such parties. The amendment grants the White Deer funds the same registration rights with respect to the Purchased Shares as it has with respect to its Warrants, as previously described in the Initial Statement.

**Item 7. Material to be filed as Exhibits.**

Exhibit A      Securities Purchase Agreement, dated September 2, 2010, between PostRock Energy Corporation, White Deer Energy L.P., White Deer Energy TE L.P., and White Deer Energy FI L.P., incorporated by reference from the Issuer's current report on Form 8-K filed on September 2, 2010.

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- \*Exhibit B Joint Filing Agreement
- Exhibit C Registration Rights Agreement, dated September 21, 2010, incorporated by reference from the Issuer's current report on Form 8-K filed on September 23, 2010.
- Exhibit D Stock Purchase Agreement, dated February 9, 2012, between PostRock Energy Corporation, White Deer Energy L.P., White Deer Energy TE L.P., and White Deer Energy FI L.P.
- Exhibit E Amendment No. 1, dated February 9, 2012, to the Registration Rights Agreement, dated September 21, 2010, between PostRock Energy Corporation, White Deer Energy L.P., White Deer Energy TE L.P., and White Deer Energy FI L.P.

\* Filed as Exhibit B to Initial Statement.

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**SIGNATURES**

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this Schedule 13D is true, complete and correct.

Date: February 9, 2012

**WHITE DEER ENERGY L.P.**

By: Edelman & Guill Energy L.P., its general partner

By: Edelman & Guill Energy Ltd., its general partner

By: /s/ Thomas J. Edelman  
Name: Thomas J. Edelman

Title: Director

**WHITE DEER ENERGY TE L.P.**

By: Edelman & Guill Energy L.P., its general partner

By: Edelman & Guill Energy Ltd., its general partner

By: /s/ Thomas J. Edelman  
Name: Thomas J. Edelman

Title: Director

**WHITE DEER ENERGY FI L.P.**

By: Edelman & Guill Energy L.P., its general partner

By: Edelman & Guill Energy Ltd., its general partner

By: /s/ Thomas J. Edelman  
Name: Thomas J. Edelman

Title: Director

**EDELMAN & GUILL ENERGY L.P.**

By: Edelman & Guill Energy Ltd., its general partner

By: /s/ Thomas J. Edelman

Name: Thomas J. Edelman

Title: Director

**EDELMAN & GULL ENERGY LTD.**

By: /s/ Thomas J. Edelman

Name: Thomas J. Edelman

Title: Director

**THOMAS J. EDELMAN**

/s/ Thomas J. Edelman

**BEN A. GULL**

/s/ Ben A. Guill