

PostRock Energy Corp
Form SC 13D/A
November 05, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 9)

PostRock Energy Corporation

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

737525105

(CUSIP Number)

Thomas J. Edelman

White Deer Energy L.P.

700 Louisiana, Suite 4770

Houston, Texas 77002

(713) 581-6900

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

October 20, 2014

(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)

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 65,967,232*

8 SHARED VOTING POWER

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 65,967,232*

10 SHARED DISPOSITIVE POWER

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

65,967,232*
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

74.27%
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.

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 2,193,381*

8 SHARED VOTING POWER

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 2,193,381*

10 SHARED DISPOSITIVE POWER

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,193,381*
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.43%
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.

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 2,360,262*

8 SHARED VOTING POWER

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 2,360,262*

10 SHARED DISPOSITIVE POWER

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 2,360,262*
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 ..
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 3.68%
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.

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 70,520,875*

8 SHARED VOTING POWER

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 70,520,875*

10 SHARED DISPOSITIVE POWER

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

70,520,875*
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

77.85%
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.

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 70,520,875*

8 SHARED VOTING POWER

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 70,520,875*

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70,520,875*
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

77.85%
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.

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

United States

NUMBER OF 7 SOLE VOTING POWER

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

70,520,875*

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

10 SHARED DISPOSITIVE POWER

PERSON

WITH

70,520,875*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

70,520,875*
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

77.85%
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.

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

United States

NUMBER OF 7 SOLE VOTING POWER

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

70,520,875*

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

10 SHARED DISPOSITIVE POWER

PERSON

WITH

70,520,875*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

70,520,875*
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

77.85%
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.

Explanatory Note: This Amendment No. 9 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, Amendment No. 2 thereto, filed by the Reporting Persons on February 10, 2012, Amendment No. 3 thereto, filed by the Reporting Persons on April 3, 2012, Amendment No. 4 thereto, filed by the Reporting Persons on July 3, 2012, Amendment No. 5 thereto, filed by the Reporting Persons on August 7, 2012, Amendment No. 6 thereto, filed by the Reporting Persons on October 4, 2012, Amendment No. 7 thereto, filed by the Reporting Persons on January 4, 2013 and Amendment No. 8 thereto, filed by the Reporting Persons on December 20, 2013.

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 43,072,383, which constitutes approximately 68.21% of the total number of Common Shares outstanding on a pro forma basis as follows. The Reporting Persons (as defined below) own 43,072,383 Common Shares of record as of the date of this Schedule 13D and report beneficial ownership of 27,448,492 Common Shares issuable upon exercise of warrants to purchase 27,448,492 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. 9 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). None of the Reporting Persons other than Thomas J. Edelman (as detailed below) has been subject to an administrative proceeding before the Securities and Exchange Commission, any other federal regulatory agency, any foreign financial regulatory authority or any self-regulatory organization. While subject to certain reporting obligations under Section 13(d) and Section 16(a) of the Securities Exchange Act of 1934 and while owner of common stock of Biofuel Energy Corp. (Biofuel), Thomas J. Edelman allegedly violated Section 16(a) by failing to timely file multiple reports of holdings and transactions in Biofuel's securities and violated Section 13(d) by failing to timely file required amendments to the Schedule 13d. The matter was settled with the Securities and Exchange Commission on September 10, 2014.

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

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

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On October 9, 2014, the Issuer and 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) entered into a Preferred Stock Exchange Agreement (the Preferred Stock Exchange Agreement Agreement), pursuant to which the Issuer issued 32,113,782 shares of its common stock, par value \$0.01 per share (the Common Stock), to White Deer in exchange for 2,175 shares (the Preferred Shares) of PostRock Series A Cumulative Redeemable Preferred Stock, par value \$0.01 per share (the Series A Stock), issued to White Deer on September 21, 2010. The Preferred Shares have an aggregate liquidation preference of \$35,004,022.42, as calculated pursuant to the certificate of designations for the Series A Stock. On March 21, 2018, all then-outstanding Series A Stock must be redeemed for 100% of the liquidation preference.

Item 4. Purpose of Transaction.

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

The description of the White Deer Funds plans or proposals in connection with the Exchanged Securities is included in the Initial Statement.

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 40,292,524 Common Shares and Warrants which will entitle White Deer to purchase up to 25,674,708 Common Shares, representing, on an as exercised basis, aggregate beneficial ownership of 65,967,232 Common Shares (74.27%). In addition, White Deer owns 4,746.9777 Series A Shares and 166,698.99 Series B Shares.
 - (ii) White Deer TE is the sole record owner of 1,338,710 Common Shares and Warrants which will entitle White Deer TE to purchase up to 854,671 Common Shares, representing, on an as exercised basis, aggregate beneficial ownership of 2,193,381 Common Shares (3.43%). In addition, White Deer TE owns 158.0616 Series A Shares and 5,554.72 Series B Shares.
 - (iii) White Deer FI is the sole record owner of 1,441,149 Common Shares and Warrants which will entitle White Deer FI to purchase up to 919,113 Common Shares, representing, on an as exercised basis, aggregate beneficial ownership of 2,360,262 Common Shares (3.68%). In addition, White Deer FI owns 169.9607 Series A Shares and 5,970.57 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 43,072,383 Common Shares and Warrants which will entitle White Deer to purchase up to 27,448,492 Common Shares, representing, on an as exercised basis, aggregate beneficial ownership of 70,520,875 Common Shares (77.85%), as well as 5,075 Series A Shares and 178,224.28 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 43,072,383 Common Shares and Warrants which will entitle White Deer to purchase up to 27,448,492 Common Shares, representing, on an as exercised basis, aggregate beneficial ownership of 70,520,875 Common Shares (77.85%), as well as 5,075 Series A Shares and 178,224.28 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 43,072,383 Common Shares and Warrants which will entitle White Deer to purchase up to 27,448,492 Common Shares, representing, on an as exercised basis, aggregate beneficial ownership of

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70,520,875 Common Shares (77.85%), as well as 5,075 Series A Shares and 178,224.28 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 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.
- *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 First Amended and Restated Registration Rights Agreement, dated August 8, 2011, between PostRock Energy Corporation, White Deer Energy L.P., White Deer Energy TE L.P., White Deer Energy FI L.P. and Constellation Energy Commodities Group, Inc.
- °Exhibit F Power of Attorney, granted by Ben A. Guill, in favor of the signatory hereto, dated June 25, 2012.
- Exhibit G Securities Purchase Agreement, dated August 1, 2012, 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 to Exhibit 10.1 to the Issuer's current report on Form 8-K filed August 7, 2012.
- Exhibit H Amendment No. 2, dated August 1, 2012, to the First Amended and Restated Registration Rights Agreement, dated August 8, 2011, between PostRock Energy Corporation, White Deer Energy L.P., White Deer Energy TE L.P., White Deer Energy FI L.P. and Constellation Energy Commodities Group, Inc., incorporated by reference to Exhibit 10.2 to the Issuer's current report on Form 8-K filed August 7, 2012.
- Exhibit I Securities Purchase Agreement, dated December 17, 2012, 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 to Exhibit 10.1 to the Issuer's current report on Form 8-K filed December 17, 2012.
- Exhibit J Amendment No. 3, dated December 20, 2012, to the First Amended and Restated Registration Rights Agreement, dated August 8, 2011, between PostRock Energy Corporation, White Deer Energy L.P., White Deer Energy TE L.P., White Deer Energy FI L.P. and Constellation Energy Commodities Group, Inc., incorporated by reference to Exhibit 10.2 to the Issuer's current report on Form 8-K filed December 17, 2012.
- Exhibit K Preferred Stock Exchange Agreement, dated October 9, 2014, among PostRock Energy Corporation, White Deer Energy L.P., White Deer Energy TE L.P. and White Deer Energy FI L.P., incorporated by reference to Exhibit 10.1 to the Issuer's current report on Form 8-K filed October 10, 2014.

* Filed as Exhibit B to Initial Statement.

- ^ Filed as Exhibits to Amendment No. 2 to the Initial Statement.
- ° Filed as Exhibit F to Amendment No. 4 to the Initial Statement.

CUSIP No. 737525105

13D

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: November 5, 2014

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

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CUSIP No. 737525105

13D

EDELMAN & GUILL ENERGY LTD.

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

THOMAS J. EDELMAN

/s/ Thomas J. Edelman

BEN A. GUILL

/s/ Thomas J. Edelman
Attorney-in-Fact for Ben A. Guill

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