

PostRock Energy Corp  
 Form 4  
 August 01, 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.

(Last) (First) (Middle)

700 LOUISIANA STREET, SUITE 4770

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 06/30/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)	\$ 1.51	06/30/2014	<u>J<sup>(1)</sup></u>	1,691,399		06/30/2014	12/31/2021	Common Stock	1,691,399
Common Stock Warrants (right to buy)	\$ 1.51	06/30/2014	<u>J<sup>(1)</sup></u>	56,360		06/30/2014	12/31/2021	Common Stock	56,360
Common Stock Warrants (right to buy)	\$ 1.51	06/30/2014	<u>J<sup>(1)</sup></u>	60,580		06/30/2014	12/31/2021	Common Stock	60,580
Common Stock Warrants (right to buy)	\$ 1.95	06/30/2014	<u>J<sup>(3)</sup></u>	105,168		06/30/2014	12/31/2021	Common Stock	105,168
Common Stock Warrants (right to buy)	\$ 1.95	06/30/2014	<u>J<sup>(3)</sup></u>	3,495		06/30/2014	12/31/2021	Common Stock	3,495
Common Stock Warrants (right to buy)	\$ 1.95	06/30/2014	<u>J<sup>(3)</sup></u>	3,762		06/30/2014	12/31/2021	Common Stock	3,762
Common Stock Warrants (right to buy)	\$ 1.42	06/30/2014	<u>J<sup>(4)</sup></u>	149,467		06/30/2014	12/31/2021	Common Stock	149,467
Common Stock Warrants (right to buy)	\$ 1.42	06/30/2014	<u>J<sup>(4)</sup></u>	4,966		06/30/2014	12/31/2021	Common Stock	4,966
	\$ 1.42	06/30/2014	<u>J<sup>(4)</sup></u>	5,347		06/30/2014	12/31/2021		5,347

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 777 MAIN STREET SUITE 2500 FORT WORTH, TX 76102		X		
GUILL BEN A 600 TRAVIS SUITE 6000 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.

08/01/2014

\_\_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.

08/01/2014

\_\_Signature of Reporting Person

Date

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/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.	08/01/2014
__Signature of Reporting Person	Date
/s/ Thomas Edelman, director of Edelman & Guill Energy Ltd., general partner of Edelman & Guill Energy L.P.	08/01/2014
__Signature of Reporting Person	Date
/s/ Thomas Edelman, director of Edelman & Guill Energy, Ltd.	08/01/2014
__Signature of Reporting Person	Date
/s/ Thomas Edelman	08/01/2014
__Signature of Reporting Person	Date
/s/ Thomas J. Edelman, as attorney in fact for Ben A. Guill	08/01/2014
__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 June 30, 2014, one such date passed, and thus the Reporting Persons acquired an aggregate of 1,808,339 warrants on June 30, 2014.

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 June 30, 2014, one such date passed, and thus the Reporting Persons acquired an aggregate of 112,425 warrants on June 30, 2014.

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 June 30, 2014, one such date passed, and thus the Reporting Persons acquired an aggregate of 159,780 warrants on June 30, 2014.

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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