

GOODRICH PETROLEUM CORP  
Form 8-K  
October 01, 2014

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): September 30, 2014**

**GOODRICH PETROLEUM CORPORATION**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-12719**  
**(Commission**  
  
**File Number)**

**76-0466193**  
**(I.R.S. Employer**  
  
**Identification No.)**

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**801 Louisiana St., Suite 700, Houston, Texas**  
**(Address of principal executive offices)**

**77002**  
**(Zip Code)**

**Registrant's telephone number, including area code: 713-780-9494**

**Not Applicable**

**Former name or former address, if changed since last report**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On September 2, 2014, Goodrich Petroleum Corporation (the Company ) notified the holders of the \$51,816,000 outstanding principal amount of its 5.00% Convertible Senior Notes due 2029 (the Notes ) that they have an option, pursuant to the terms of the Notes, to require the Company to purchase on October 1, 2014 all or a portion of such holders' Notes (the Put Option ) at a price equal to par, plus any accrued and unpaid interest to, but not including, October 1, 2014.

The Put Option expired at 5:00 PM ET on September 30, 2014. As of the expiration of the Put Option, \$45,124,000 aggregate principal amount of Notes were validly tendered and not validly withdrawn pursuant to the Put Option. The Company has accepted for purchase all Notes that were validly tendered and not validly withdrawn pursuant to the Put Option.

The Company settled the Put Option on October 1, 2014 and paid an aggregate of \$45,124,000 to purchase all of the Notes that were validly tendered and not validly withdrawn. Immediately following the settlement of the Put Option, \$6,692,000 principal amount of Notes remain outstanding.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GOODRICH PETROLEUM CORPORATION

October 1, 2014

By: /s/ Michael J. Killelea  
Name: Michael J. Killelea  
Title: Senior Vice President, General Counsel and  
Corporate Secretary