

GOODRICH PETROLEUM CORP  
Form 8-K  
January 26, 2016

**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): January 26, 2016**

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

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**801 Louisiana, Suite 700**

**001-12719**  
**(Commission**

**File Number)**

**76-0466193**  
**(IRS Employer**

**Identification Number)**

**77002**

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**Houston, Texas**

**(Address of Principal Executive Offices)**

**(Zip Code)**

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

**N/A**

**(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 January 26, 2016, Goodrich Petroleum Corporation (the Company) commenced offers to exchange (the Preferred Stock Exchange Offers) any and all of the shares of the Company's outstanding 5.375% Series B Cumulative Convertible Preferred Stock, any and all of the depositary shares representing the Company's outstanding 10.00% Series C Cumulative Preferred Stock, any and all of the depositary shares representing the Company's outstanding 9.75% Series D Cumulative Preferred Stock and any and all of the depositary shares representing the Company's outstanding 10.00% Series E Cumulative Convertible Preferred Stock for newly issued shares of the Company's common stock, par value \$0.20 per share (the Common Stock).

In addition, on January 26, 2016, the Company commenced offers to exchange (the Unsecured Notes Exchange Offers and, together with the Preferred Stock Exchange Offers, the Exchange Offers) any and all of the Company's outstanding 8.875% Senior Notes due 2019, 3.25% Convertible Senior Notes due 2026, 5.00% Convertible Senior Notes due 2029, 5.00% Convertible Senior Notes due 2032 and 5.00% Convertible Exchange Senior Notes due 2032 for newly issued shares of Common Stock.

The Exchange Offers will expire at 5:00 p.m., New York City time, on February 24, 2016, unless the Company extends the Exchange Offers or terminates them earlier. A copy of the related press release is filed herewith as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release issued January 26, 2016.

**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.

Date: January 26, 2016

**GOODRICH PETROLEUM  
CORPORATION**

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

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release issued January 26, 2016.