

GOODRICH PETROLEUM CORP  
Form 8-K/A  
March 06, 2018

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

**FORM 8-K/A**

**CURRENT REPORT**

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

**Date of Report (Date of Earliest Event Reported): February 28, 2018**

**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.)**

**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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

### Explanatory Note

This Current Report on Form 8-K/A amends the Form 8-K filed on February 28, 2018, by Goodrich Petroleum Corporation (the Original Report ) for the purpose of including the pro forma financial information required by Item 9.01(b) to give effect to the Disposition (as defined below), which was omitted from the Original Report.

#### **Item 2.01 Completion of Acquisition or Disposition of Assets.**

On February 28, 2018, Goodrich Petroleum Corporation (the Company ), through its wholly owned subsidiary Goodrich Petroleum Company, L.L.C., closed, in two separate transactions, the sale of working interests in certain oil and gas leases, wells, units and facilities and certain net leasehold interests in a portion of its undeveloped acreage in the Angelina River Trend in Angelina and Nacogdoches Counties, Texas to BP America Production Company ( BP ) for total consideration of approximately \$23 million, with an effective date of January 1, 2018 (the Disposition ). The Disposition is subject to customary post-closing adjustments.

The Company will use a portion of the proceeds from the Disposition to pay off its revolver, with plans to accelerate development of its North Louisiana Haynesville asset in the second half of 2018.

Prior to the Disposition, there were no material relationships between BP, on the one hand, and the Company or any of its affiliates, directors, officers or any associate of such directors or officers, on the other hand.

#### **Item 9.01 Financial Statements and Exhibits.**

(b) Pro Forma Financial Information.

Unaudited pro forma financial information of the Company to give effect to the Disposition is filed as Exhibit 99.1 to this Current Report on Form 8-K/A and is incorporated herein by reference:

Unaudited Pro Forma Condensed Consolidated Balance Sheet as of December 31, 2017;

Unaudited Pro Forma Condensed Consolidated Statement of Operations for the Year Ended December 31, 2017.

(d) Exhibits.

#### **Exhibit**

#### **Number**

#### **Description**

99.1	<u>Unaudited Pro Forma Condensed Consolidated Financial Statements of Goodrich Petroleum Corporation as of and for the year ended December 31, 2017.</u>
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**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**

March 6, 2018

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