

GOODRICH PETROLEUM CORP
Form SC 13G/A
February 13, 2019

SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G/A

Under the
Securities
Exchange Act of
1934
(Amendment
No. 2)*

Goodrich
Petroleum
Corporation
(Name of
Issuer)

Common Stock,
\$0.01 par value
(Title of Class
of Securities)

382410843
(CUSIP
Number)

December 31,
2018
(Date of Event
Which Requires
Filing of this
Statement)

Check the
appropriate box
to designate the
rule pursuant to
which this

Schedule is
filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 9
Pages)

*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 the disclosures provided in a prior cover page.

The information required in 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).

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| | |
|----------|---|
| 1 | NAME OF REPORTING PERSON |
| | Shenkman Capital Management, Inc. |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (b) 1 OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| | New York |
| 5 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| | SOLE VOTING POWER |
| | 0 |
| 6 | SHARED VOTING POWER |
| | 871,677 shares of Common Stock (including 562,499 shares of Common Stock issuable upon conversion of certain convertible notes) |
| 7 | SOLE DISPOSITIVE POWER |
| | 0 |
| 8 | SHARED DISPOSITIVE POWER |

871,677 shares
of Common
Stock
(including
562,499 shares
of Common
Stock issuable
upon
conversion of
certain
convertible
notes)

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9

871,677 shares of
Common Stock
(including 562,499
shares of Common
Stock issuable upon
conversion of certain
convertible notes)

CHECK BOX
IF THE

10

AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS

11

REPRESENTED BY
AMOUNT IN ROW
(9)

12

6.9%
TYPE OF
REPORTING
PERSON

IA; CO

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| | |
|----------|--|
| 1 | NAME OF REPORTING PERSON |
| 2 | Shenkman Energy Opportunity Master Fund Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER (b) 1 OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | Cayman Islands |
| 5 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| 6 | SOLE VOTING POWER |
| 7 | 0 SHARED VOTING POWER |
| 8 | 168,668 shares of Common Stock (including 168,094 shares of Common Stock issuable upon conversion of certain convertible notes) SOLE DISPOSITIVE POWER |
| 9 | 0 SHARED DISPOSITIVE |

POWER

168,668 shares
of Common
Stock
(including
168,094 shares
of Common
Stock issuable
upon
conversion of
certain
convertible
notes)

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9

168,668 shares of
Common Stock
(including 168,094
shares of Common
Stock issuable upon
conversion of certain
convertible notes)

CHECK BOX
IF THE

10

AGGREGATE
AMOUNT IN ..
ROW (9)

EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS

11

REPRESENTED BY
AMOUNT IN ROW
(9)

1.4%
TYPE OF
REPORTING
PERSON

12

OO

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| | |
|---|---|
| 1 | NAME OF REPORTING PERSON |
| 2 | Four Points Multi-Strategy Master Fund, Inc. CHECK THE APPROPRIATE BOX IF A MEMBER (b) \dot{y} OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | Cayman Islands |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SOLE VOTING POWER |
| 5 | 0 |
| 6 | SHARED VOTING POWER |
| 7 | 285,353 shares of Common Stock (including 160,781 shares of Common Stock issuable upon conversion of certain convertible notes) |
| 8 | SOLE DISPOSITIVE POWER |
| 9 | 0 SHARED DISPOSITIVE |

POWER

285,353 shares
of Common
Stock
(including
160,781 shares
of Common
Stock issuable
upon
conversion of
certain
convertible
notes)

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9

285,353 shares of
Common Stock
(including 160,781
shares of Common
Stock issuable upon
conversion of certain
convertible notes)

CHECK BOX
IF THE

10

AGGREGATE
AMOUNT IN ..
ROW (9)

EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS

11

REPRESENTED BY
AMOUNT IN ROW
(9)

2.3%

12

TYPE OF
REPORTING
PERSON

OO

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| | |
|---|--|
| 1 | NAME OF REPORTING PERSON |
| 2 | Mark R. Shenkman CHECK THE APPROPRIATE BOX IF A MEMBER (b) 1 OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | United States of America |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SOLE VOTING POWER |
| 5 | 0 |
| 6 | SHARED VOTING POWER |
| 7 | 871,677 shares of Common Stock (including 562,499 shares of Common Stock issuable upon conversion of certain convertible notes)) |
| 8 | SOLE DISPOSITIVE POWER |
| 9 | 0 SHARED DISPOSITIVE POWER |

871,677 shares
of Common
Stock
(including
562,499 shares
of Common
Stock issuable
upon
conversion of
certain
convertible
notes)

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9

871,677 shares of
Common Stock
(including 562,499
shares of Common
Stock issuable upon
conversion of certain
convertible notes)

CHECK BOX
IF THE

10

AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS

11

REPRESENTED BY
AMOUNT IN ROW
(9)

12

6.9%
TYPE OF
REPORTING
PERSON

IN

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Item 1(a). NAME OF ISSUER

Goodrich Petroleum Corporation (the "Issuer").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

801 Louisiana St., Suite 700

Houston, Texas 77002.

Item 2(a). NAME OF PERSON FILING

This Statement is filed by each of the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons":

- (i) Shenkman Capital Management, Inc. ("Shenkman Capital"), a New York corporation;
- (ii) Shenkman Energy Opportunity Master Fund Ltd. ("Shenkman Master Fund"), a Cayman Islands exempted company;
- (iii) Four Points Multi-Strategy Master Fund, Inc. ("Four Points Master Fund"), a Cayman Islands exempted company; and
- (iv) Mark R. Shenkman ("Mr. Shenkman").

Shenkman Capital serves as the investment advisor to various investment funds and separately managed accounts, including Shenkman Master Fund and Four Points Master Fund (collectively, the "Clients") and, as such, may be deemed to have voting and dispositive power with respect to the securities held by such Clients. Mr. Shenkman is the indirect principal owner of Shenkman Capital.

Each of Shenkman Master Fund, Four Points Master Fund and Mr. Shenkman hereby disclaims any beneficial ownership of any shares of Common Stock reported herein.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

The address of the principal business office of Shenkman Capital is:

461 Fifth Ave, 22nd Floor

New York, NY 10017.

The principal business address of each of Shenkman Master Fund and Four Points Master Fund is:

c/o Maurant Ozannes Corporate Services (Cayman) Limited

94 Solaris Avenue, Camana Bay, PO Box 1348

Grand Cayman, Cayman Islands KY1-1108

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The principal business address of Mr. Shenkman is:

c/o Shenkman Capital Management, Inc.

461 Fifth Ave, 22nd Floor

New York, NY 10017

Item 2(c). CITIZENSHIP

Shenkman Capital is organized under the laws of the State of New York. Each of Shenkman Master Fund and Four Points Master Fund is organized under the laws of the Cayman Islands. Mr. Shenkman is a citizen of the United States of America.

Item 2(d). TITLE OF CLASS OF SECURITIES

Common Stock, \$0.01 par value (the "Common Stock")

Item 2(e). CUSIP NUMBER:

382410843

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (f) "
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (h) "
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;

- (j) "A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) "Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please
specify the type of institution: _____

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Item 4. OWNERSHIP.

The information required by Items 4(a) – (c) is set forth in Rows (5) – (11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

Such information does not include additional shares of Common Stock issuable upon the exercise of certain other warrants that the Reporting Persons have the right to exercise only upon the satisfaction of certain conditions precedent outside the control of the Reporting Persons, because such conditions precedent have not yet been satisfied.

The percentages used in this Schedule 13G/A are calculated based upon 12,150,918 shares of Common Stock outstanding as of December 31, 2018, as confirmed by the Issuer in writing to the Reporting Persons, and assume the conversion of the reported convertible notes.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

See Item 2.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

Item 10. CERTIFICATION.

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: February 13, 2019 **SHENKMAN CAPITAL MANAGEMENT, INC.**

/s/ Mark R. Shenkman
Name: Mark R. Shenkman
Title: President

SHENKMAN ENERGY OPPORTUNITY MASTER FUND LTD.

/s/ Mark R. Shenkman
Name: Mark R. Shenkman
Title: Director

FOUR POINTS MULTI-STRATEGY MASTER FUND, INC.

/s/ Mark R. Shenkman
Name: Mark R. Shenkman
Title: Director

/s/ Mark R. Shenkman
MARK R. SHENKMAN