

GASTAR EXPLORATION LTD  
Form 8-K  
March 23, 2011

**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): March 23, 2011 (March 22, 2011)**

**GASTAR EXPLORATION LTD.**

(Exact Name of Registrant as Specified in its Charter)

**ALBERTA, CANADA**  
(State or other jurisdiction

of incorporation)

**001-32714**  
(Commission

File Number)

**98-0570897**  
(IRS Employer

Identification No.)

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**1331 LAMAR STREET, SUITE 650**

**HOUSTON, TEXAS 77010**

**(Address of principal executive offices)**

**(713) 739-1800**

**(Registrant's telephone number, including area code)**

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 (see General Instruction A.2. below):

- .. 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))

**SECTION 5 CORPORATE GOVERNANCE AND MANAGEMENT**

**Item 5.05 Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.**

Effective March 22, 2011, the Board of Directors of Gastar Exploration Ltd. (the Company) adopted an amended and restated Code of Conduct and Ethics that applies to all of the Company's directors, officers and employees. A copy of the Code of Conduct and Ethics is attached hereto as Exhibit 14.1 and is incorporated by reference into this Item 5.05. The Code of Conduct and Ethics is also available free of charge on the Company's website, <http://www.gastar.com>.

**SECTION 9 FINANCIAL STATEMENTS AND EXHIBITS**

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

The following is a list of exhibits filed or furnished as part of this Current Report.

<b>Exhibit Number</b>	<b>Description of Document</b>
14.1	Gastar Exploration Ltd. Code of Conduct and Ethics, amended and restated as of March 22, 2011.

**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.

**GASTAR EXPLORATION LTD.**

Date: March 23, 2011

By: /s/ J. RUSSELL PORTER  
J. Russell Porter  
President and Chief Executive Officer

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**EXHIBIT INDEX**

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