GOODRICH PETROLEUM CORP
Form SC TO-I/A
December 09, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 2

to

SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)

of the Securities Exchange Act of 1934

Goodrich Petroleum Corporation

(Name of Subject Company and Filing Person (Issuer)

5.375% Series B Cumulative Convertible Preferred Stock

10.00% Series C Cumulative Preferred Stock

9.75% Series D Cumulative Preferred Stock

(Title of Class of Securities)

382410 603

382410 702

382410 884

(CUSIP Number of Class of Securities)

Michael J. Killelea

Senior Vice President, General Counsel and

Corporate Secretary

801 Louisiana Street, Suite 700

Houston, Texas 77002

(713) 780-9494

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

Copies to:

Stephen M. Gill

Vinson & Elkins L.L.P.

1001 Fannin Street, Suite 2500

Houston, Texas 77002

(713) 758-2222

CALCULATION OF FILING FEE

Transaction Valuation*	**Amount of Filing Fee**
$17,253,525	$1,738

* Estimated solely for the purpose of calculating the filing fee. The transaction valuation upon which the filing fee was based was calculated as follows: the sum of (i) the product of $2.575, the average of the high and low price of the Company s Series B Cumulative Convertible Preferred Stock, par value $1.00 per share (the Series B Preferred Stock), as listed on the OTC Market on November 4, 2015, and 2,249,893, the total amount of issued and outstanding shares of the Series B Preferred Stock, (ii) the product of $2.415, the average of the high and low price of the Company s Series C Cumulative Preferred Stock, par value $1.00 per share (the Series C Preferred Stock), as listed on the OTC Market on November 4, 2015, and 2,390,000, the maximum amount of Series C Preferred Stock offered for exchange and (iii) the product of $2.38, the average of the high and low price of the Company s Series D Cumulative Preferred Stock, par value $1.00 per share (the Series D Preferred Stock), as listed on the OTC Market

on November 4, 2015, and 2,390,000, the maximum amount of Series D Preferred Stock offered for exchange. The registration fee was paid on November 6, 2015 in connection with the filing by the Company of the original Schedule TO-I.

x **Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.**

Amount Previously Paid: $1,738	Filing Party: Goodrich Petroleum Corporation
Form or Registration No.: Schedule TO-I	Date Filed: November 6, 2015

¨ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

¨ **third-party tender offer subject to Rule 14d-1.**

x **issuer tender offer subject to Rule 13e-4.**

¨ **going-private transaction subject to Rule 13e-3.**

¨ **amendment to Schedule 13D under Rule 13d-2.**

Check the following box if the filing is a final amendment reporting the results of the tender offer: ¨

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

¨ Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

¨ Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

INTRODUCTORY STATEMENT

This Amendment No. 2 (Amendment No. 2) amends and supplements the Tender Offer Statement on Schedule TO-I (as amended and restated, the Schedule TO-I) originally filed with the United States Securities and Exchange Commission (the SEC) on November 6, 2015 by Goodrich Petroleum Corporation (the Company), in connection with its offers to exchange (the Exchange Offers), on the terms and subject to the conditions set forth in the Offer to Exchange, dated November 6, 2015 (the Offer to Exchange), as supplemented by the First Supplement to Offer to Exchange, dated November 18, 2015 (the First Supplement) and filed herewith as Exhibit (a)(1)(iii), and related Letter of Transmittal (the Letter of Transmittal), any and all of the shares of the Company s outstanding 5.375% Series B Cumulative Convertible Preferred Stock, up to 2,390,000 depositary shares representing the Company s outstanding 10.00% Series C Cumulative Preferred Stock and up to 2,390,000 depositary shares representing the Company s outstanding 9.75% Series D Cumulative Preferred Stock for newly issued depositary shares each representing a 1/1000th interest in a share of the Company s 10.00% Series E Cumulative Convertible Preferred Stock.

The purpose of this Amendment No. 2 is to amend and supplement the terms of the Exchange Offers by, among other things (i) announcing that the Company will apply to list the Series E Preferred Stock on the OTC Global Markets, Inc. and (ii) extending the expiration date of the Offer to 5:00 p.m., New York City time, on December 15, 2015, unless otherwise extended, withdrawn, or terminated.

Except as specifically provided herein, the information contained in the Schedule TO-I, the Offer to Exchange, the First Supplement and the Letter of Transmittal remains unchanged by Amendment No. 2. You should read this Amendment No. 2 together with the Schedule TO-I, the Offer to Exchange, First Supplement and the related Letter of Transmittal.

Item 12. ***Exhibits*****.**

Exhibit	Description
(a)(1)(i)*	Offer to Exchange, dated November 6, 2015.
(a)(1)(ii)*	Form of Letter of Transmittal.
(a)(1)(iii)**	First Supplement to Offer to Exchange, dated November 18, 2015.
(a)(1)(iv)***	Form of Amended Letter of Transmittal.
(a)(1)(v)***	Second Supplement to Offer to Exchange, dated December 9, 2015.
(a)(2)*	Press Release, dated November 6, 2015 (Incorporated by reference to Exhibit 99.1 to Goodrich Petroleum Corporation s Current Report on Form 8-K (File No. 001-12719) filed on November 6, 2015).
(a)(3)	Press Release, dated December 9, 2015 (Incorporated by reference to Exhibit 99.1 to Goodrich Petroleum Corporation s Current Report on Form 8-K (File No. 001-12719) filed on December 9, 2015).
(b)	Not applicable.
(d)(i)	Registration Rights Agreement, dated March 12, 2015, by and among Goodrich Petroleum Corporation, Goodrich Petroleum Company, L.L.C. and Franklin Advisers, Inc., as investment manager on behalf of certain funds and accounts (Incorporated by reference to Exhibit 4.3 of the

	Company s Current Report on Form 8-K (File No. 001-12719) filed on March 18, 2015).
(d)(ii)	Warrant Registration Rights Agreement, dated March 12, 2015, by and among Goodrich Petroleum Corporation and Franklin Advisers, Inc., as investment manager on behalf of certain funds and accounts (Incorporated by reference to Exhibit 4.4 of the Company s Current Report on Form 8-K (File No. 001-12719) filed on March 18, 2015).
(g)	Not applicable.
(h)	Not applicable.

* Previously filed with the Schedule TO-I on November 6, 2015.
** Previously filed with the Schedule TO-I/A on November 18, 2015.
*** Filed herewith.

Item 13. ***Information Required by Schedule 13E-3*.**
Not applicable.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 9, 2015

GOODRICH PETROLEUM CORPORATION

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

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