

GOODRICH PETROLEUM CORP  
Form 8-K  
February 25, 2011

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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): February 25, 2011

GOODRICH PETROLEUM CORPORATION

(Exact name of registrant as specified in its charter)

|   |                                       |   |
|---|---------------------------------------|---|
| Delaware<br>(State or other Jurisdiction of<br>Incorporation) | 001-12719<br>(Commission File Number) | 76-0466193<br>(IRS Employer Identification<br>Number) |
|---|---------------------------------------|---|

|   |                     |
|---|---------------------|
| 801 Louisiana, Suite 700<br>Houston, Texas<br>(Address of Principal Executive<br>Offices) | 77002<br>(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))
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Item 8.01. Other Events.

On February 25, 2011, Goodrich Petroleum Corporation (the “Company”) issued a press release announcing the pricing of its private placement of senior notes due 2019. The Company is filing a copy of the press release as Exhibit 99.1 hereto, which is incorporated by reference to this Item 8.01.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state in which the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state.

Item 9.01. Financial Statements and Other Exhibits.

(d) Exhibits

| Exhibit No. | Description                            |
|-------------|--|
| 99.1        | Press Release dated February 25, 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.

GOODRICH PETROLEUM CORPORATION

Date: February 25, 2010

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

EXHIBIT INDEX

| Exhibit No. | Description                            |
|-------------|--|
| 99.1        | Press Release dated February 25, 2011. |

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