

GOODRICH PETROLEUM CORP  
Form SC TO-I/A  
March 08, 2016

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**AMENDMENT NO. 5**

**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**

**and**

**10.00% Series E Cumulative Convertible Preferred Stock**

**(Title of Class of Securities)**

**382410 603**

**382410 702**

**382410 884**

**382410 850**

**(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\***

\$4,953,065

**Amount of Filing Fee**

\$499

\* Estimated solely for the purpose of calculating the registration fee. The transaction valuation upon which the filing fee was based was calculated as follows: the sum of (i) the product of \$0.48, the average of the high and low price of the Company's 5.375% Series B Cumulative Convertible Preferred Stock, par value \$1.00 per share (the Series B Preferred Stock), as listed on the OTC Market on January 25, 2016, and 1,483,441, the total amount of issued and outstanding shares of the Series B Preferred Stock, (ii) the product of \$0.64, the average of the high and low price of the Company's 10.00% Series C Cumulative Preferred Stock, par value \$1.00 per share (the Series C Preferred Stock), as listed on the OTC Market on January 25, 2016, and 3,060,412, the total amount of issued and outstanding

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depository shares of Series C Preferred Stock, (iii) the product of \$0.63, the average of the high and low price of the Company's 9.75% Series D Cumulative Preferred Stock, par value \$1.00 per share (the Series D Preferred Stock), as listed on the OTC Market on January 25, 2016, and 3,621,070, the total amount of issued and outstanding depository shares of Series D Preferred Stock and (iv) \$1,075, one-third of the book value of the Company's 10.00% Series E Cumulative Convertible Preferred Stock, par value \$1.00 per share, because the Company has a capital deficit. The registration fee was paid on January 26, 2016 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: \$499

Filing Party: Goodrich Petroleum Corporation

Form or Registration No.: Schedule TO-I

Date Filed: January 26, 2016

- .. 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. 5 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 on January 26, 2016 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 January 26, 2016, as amended and restated on February 5, 2016 (as it may be further supplemented and amended from time to time, the Offer to Exchange ), as supplemented by the First Supplement to Amended and Restated Offer to Exchange, dated February 25, 2016 (the First Supplement ), as further supplemented by the Second Supplement to Amended and Restated Offer to Exchange, dated March 3, 2016 (the Second Supplement ), and the related Third Amended and Restated Letter of Transmittal (as it may be further supplemented and amended from time to time, the Letter of Transmittal ) and, together with the Offer to Exchange, the First Supplement and the Second Supplement, the Offering Documents ), any and all of the shares of the Company s 5.375% Series B Cumulative Convertible Preferred Stock, any and all of the depositary shares representing the Company s 10.00% Series C Cumulative Preferred Stock, any and all of the depositary shares representing the Company s 9.75% Series D Cumulative Preferred Stock and any and all of the depositary shares representing the Company s 10.00% Series E Cumulative Convertible Preferred Stock, in each case outstanding as of December 31, 2015, for newly issued shares of our common stock, par value \$0.20 per share.

The purpose of this Amendment No. 5 is to include in Item 12 hereof the Company s press release announcing that it has elected to exercise its right to a grace period with respect to a \$5.2 million interest payment due on its 8.875% Senior Notes due 2019 ( 2019 Notes ), a \$4.0 million interest payment due on its 8.00% Second Lien Senior Secured Notes due 2018 (the 8.00% Second Lien Notes ) and a \$3.3 million interest payment due on its 8.875% Second Lien Senior Secured Notes due 2018 (the 8.875% Second Lien Notes ), each of which is due March 15, 2016.

In addition, the Company has elected to exercise its right to a grace period with respect to a \$0.2 million interest payment due on its 5.00% Convertible Senior Notes due 2029 (the 2029 Convertible Notes ), a \$0.1 million interest payment due on its 5.00% Convertible Senior Notes due 2032 (the 2032 Convertible Notes ) and a \$2.4 million interest payment due on its 5.00% Convertible Exchange Senior Notes due 2032 (the 2032 Convertible Exchange Notes ) and, together with the 2019 Notes, the 8.00% Second Lien Notes, the 8.875% Second Lien Notes, the 2029 Convertible Notes and the 2032 Convertible Notes, the Notes ), each of which is due April 1, 2016.

Such grace periods permit the Company 30 days to make the interest payments before an event of default occurs under the respective indentures governing each of the Notes. A copy of the press release is filed as Exhibit 99.1 to the Company s Current Report on Form 8-K filed on March 8, 2016 and incorporated herein by reference as Exhibit (a)(2)(vi).

Except as specifically provided herein, the information contained in the Offering Documents remains unchanged by this Amendment No. 5. You should read this Amendment No. 5 together with the Offering Documents.

### Item 12. Exhibits.

Exhibit	Description
(a)(1)(i)*	Offer to Exchange, dated January 26, 2016.
(a)(1)(ii)*	Form of Letter of Transmittal.
(a)(1)(iii)**	Amended and Restated Offer to Exchange, dated February 5, 2016.

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- (a)(1)(iv)\*\* Form of Amended and Restated Letter of Transmittal.
- (a)(1)(v)\*\*\*\* First Supplement to Amended and Restated Offer to Exchange, dated February 25, 2016.
- (a)(1)(vi)\*\*\*\* Form of Second Amended and Restated Letter of Letter of Transmittal.
- (a)(1)(vii) Second Supplement to Amended and Restated Offer to Exchange, dated March 3, 2016.

Exhibit	Description
(a)(1)(viii)	Form of Third Amended and Restated Letter of Transmittal.
(a)(2)(i)	Press Release, dated January 26, 2016 (Incorporated by reference to Exhibit 99.1 to Goodrich Petroleum Corporation's Current Report on Form 8-K (File No. 001-12719) filed on January 26, 2016).
(a)(2)(ii)	Press Release, dated February 5, 2016 (Incorporated by reference to Exhibit 99.1 to Goodrich Petroleum Corporation's Current Report on Form 8-K (File No. 001-12719) filed on February 5, 2016).
(a)(2)(iii)	Press Release, dated February 25, 2016 (Incorporated by reference to Exhibit 99.1 to Goodrich Petroleum Corporation's Current Report on Form 8-K (File No. 001-12719) filed on February 25, 2016).
(a)(2)(iv)***	Script of Conference Call Regarding Offer to Exchange.
(a)(2)(v)	Press Release, dated March 2, 2016 (Incorporated by reference to Exhibit 99.1 to Goodrich Petroleum Corporation's Current Report on Form 8-K (File No. 001-12719) filed on March 3, 2016).
(a)(2)(vi)	Press Release, dated March 8, 2016 (Incorporated by reference to Exhibit 99.1 to Goodrich Petroleum Corporation's Current Report on Form 8-K (File No. 001-12719) filed on March 8, 2016).
(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 January 26, 2016.

\*\* Previously filed with the Schedule TO-I/A on February 5, 2016.

\*\*\* Previously filed with the Schedule TO-I/A on February 16, 2016.

\*\*\*\* Previously filed with the Schedule TO-I/A on February 25, 2016.

Previously filed with the Schedule TO-I/A on March 3, 2016.

**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: March 8, 2016

GOODRICH PETROLEUM CORPORATION

By: /s/ Michael J. Killelea

Name: Michael J. Killelea

Title: Senior Vice President, General Counsel  
and Corporate Secretary

**EXHIBIT INDEX**

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