

GOODRICH PETROLEUM CORP

Form S-8

October 12, 2016

As filed with the Securities and Exchange Commission on October 12, 2016

Registration No. 333-[\_\_\_\_\_]

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**GOODRICH PETROLEUM CORPORATION**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**801 Louisiana, Suite 700**

**76-0466193**  
**(I.R.S. Employer**  
**Identification No.)**

**Houston, Texas 77002**

**(Address of principal executive offices, including zip code)**

**GOODRICH PETROLEUM CORPORATION**

**MANAGEMENT INCENTIVE PLAN**

**(Full title of the plan)**

**Walter G. Goodrich**

**Chief Executive Officer**

**Goodrich Petroleum Company**

**801 Louisiana, Suite 700**

**Houston, Texas 77002**

**(713) 780-9494**

**(Name, address and telephone number of agent for service)**

**copy to:**

**Shane M. Tucker**

**Vinson & Elkins L.L.P.**

**2001 Ross Avenue, Suite 3700**

**Dallas, Texas 75201-2975**

**(214) 220-7700**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the Exchange Act ).

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if smaller reporting company)

Smaller Reporting Company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price (2)</b>	<b>Amount of registration fee</b>
Common Stock, par value \$0.01 per share	1,100,000 shares	\$0.00925	\$10,175	\$1.18

- (1) Represents shares of common stock, par value \$0.01 per share (the Common Stock), of Goodrich Petroleum Corporation (the Registrant) reserved for issuance under the Goodrich Petroleum Corporation Management Incentive Plan (the Plan). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this registration statement also covers an indeterminate number of additional shares of Common Stock issuable with respect to the shares being registered hereunder by reason of any stock dividend, stock split, recapitalization or other similar transaction. No additional registration fee is included for these shares.
- (2) The proposed maximum aggregate offering price of the Common Stock was calculated based upon the market value for shares of the Common Stock in accordance with Rule 457(c) and (h) under the Securities Act using the average of the high and low sales prices per share reported by the OTC Markets marketplace on October 7, 2016.

## PART I

### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The Registrant will send or give to all participants in the Plan document(s) containing the information required by Part I of Form S-8, as specified in Rule 428(b)(1) promulgated by the Securities and Exchange Commission (the Commission ) under the Securities Act. In accordance with Rule 428, the Registrant has not filed such document(s) with the Commission, but such documents (along with the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II hereof) shall constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, the Registrant hereby incorporates by reference into this Registration Statement the following documents:

- (a) The Registrant's Annual Report on Form 10-K for the year ending December 31, 2015, filed with the Commission on March 30, 2016 and amended by the Registrant on Form 10-K/A filed with the Commission on April 29, 2016, in each case, pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act );
- (b) The Registrant's Quarterly Report on Form 10-Q for the quarter ending March 31, 2016, filed with the Commission on May 16, 2016;
- (c) The Registrant's Quarterly Report on Form 10-Q for the quarter ending June 30, 2016, filed with the Commission on August 8, 2016;
- (d) The Registrant's Current Reports on Form 8-K filed with the Commission on January 14, 2016; January 25, 2016 (excluding any information furnished pursuant to Item 7.01 and Item 9.01 of such Current Report on Form 8-K); January 26, 2016; February 5, 2016; February 16, 2016; February 25, 2016; March 3, 2016; March 8, 2016; March 16, 2016; March 17, 2016; April 1, 2016; April 6, 2016; April 11, 2016; April 12, 2016 (excluding any information furnished pursuant to Item 7.01 and Item 9.01 of such Current Report on Form 8-K); April 15, 2016; May 26, 2016; July 29, 2016; and October 3, 2016; and
- (e) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the documents referred to in (a) above.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, all documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act and all reports on Form 8-K subsequent to the date hereof and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall also be deemed to be

incorporated by reference herein and to be a part hereof from the dates of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be

deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

The Registrant is incorporated under the laws of the State of Delaware. Section 145 of the General Corporation Law of the State of Delaware (the "DGCL") provides that a Delaware corporation may indemnify any persons who are, or are threatened to be made, parties to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation), by reason of the fact that such person was an officer, director, employee or agent of such corporation, or is or was serving at the request of such person as an officer, director, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of such action, suit or proceeding, provided that such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the corporation's best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was illegal, except that no indemnification is permitted in any case without judicial approval if the officer or director is adjudged to be liable to the corporation. Where an officer or director is successful on the merits or otherwise in the defense of any action referred to above, the corporation must indemnify him against the expenses which such officer or director has actually and reasonably incurred. The Registrant's certificate of incorporation provides for the indemnification of directors and officers of the Registrant to the fullest extent permitted by the DGCL.

Section 102(b)(7) of the DGCL permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duties as a director, except for liability (i) for any transaction from which the director derives an improper personal benefit, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) for improper payment of dividends or redemptions of shares, or (iv) for any breach of a director's duty of loyalty to the company or its stockholders. The Registrant's Certificate of Incorporation includes such a provision. Reasonable expenses incurred by any officer or director in defending any such action, suit or proceeding shall be paid at reasonable intervals in advance of the final disposition by the Registrant upon delivery to the Registrant of a written affirmation of the officer or director's good faith belief that he or she has met the standard of conduct necessary for indemnification and an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it should be ultimately determined that such director or officer is not entitled to be indemnified by the Registrant.

The Registrant also maintains directors' and officers' liability insurance.

The indemnification discussed in this Item 6 is not exclusive of any other rights permitted by law to which the party seeking indemnification may possess.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

The exhibits to this Registration Statement are listed in the Exhibit Index that immediately precedes such exhibits and is incorporated herein by reference.

**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas on October 11, 2016.

GOODRICH PETROLEUM  
CORPORATION.

By: /s/ Walter G. Goodrich  
Name: Walter G. Goodrich

Title: Chairman and Chief Executive  
Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Walter G. Goodrich, Robert C. Turnham, Jr. and Michael J. Killelea, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully and to all intents and purposes as they might or could not in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Dated: October 11, 2016

/s/ Walter G. Goodrich  
Walter G. Goodrich

Chairman and Chief Executive Officer

(Principal Executive Officer)

Dated: October 11, 2016

/s/ Robert T. Barker  
Robert T. Barker

Vice President, Controller and Interim Chief Financial  
Officer

(Principal Financial Officer and Principal Accounting  
Officer)

Dated: October 11, 2016

/s/ Robert C. Turnham  
Robert C. Turnham

President, Chief Operating Officer and Director

Dated: October 11, 2016

/s/ Josiah T. Austin  
Josiah T. Austin, Director

Dated: October 11, 2016

/s/ Michael J. Perdue  
Michael J. Perdue, Director

Dated: October 11, 2016

/s/ Arthur A. Seeligson  
Arthur A. Seeligson, Director

Dated: October 11, 2016

/s/ Stephen M. Straty  
Stephen M. Straty, Director

Dated: October 11, 2016

/s/ Gene Washington  
Gene Washington, Director

**EXHIBIT INDEX**

Number	Description
4.1*	Second Amended and Restated of Certificate of Incorporation of the Registrant.
4.2*	Second Amended and Restated Bylaws of the Registrant.
4.3*	Goodrich Petroleum Corporation Management Incentive Plan.
4.4*	Form of Grant of Restricted Stock (attached as <u>Exhibit A</u> to the Management Incentive Plan)
4.5*	Form of Grant of Restricted Stock (Secondary Exit Award; UCC Warrant Exercise)
4.6*	Form of Grant of Restricted Stock (Secondary Exit Award; 2L Note Conversion)
5.1*	Opinion of Vinson & Elkins LLP as to the legality of the securities being registered.
23.1*	Consent of Ernst & Young LLP Independent Registered Public Accounting Firm.
23.2*	Consent of Netherland, Sewell & Associates, Inc.
23.3*	Consent of Ryder Scott Company, L.P.
23.4*	Consent of Vinson & Elkins LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included as part of the signature pages to the Registration Statement).

\* Filed herewith.