

GOODRICH PETROLEUM CORP

Form 8-K

December 12, 2006

**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**

December 12, 2006 (December 8, 2006)

Date of Report (Date of earliest event reported)

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

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

**001-7940
(Commission
File Number)
808 Travis Street, Suite 1320
Houston, Texas 77002
(Address of principal executive offices)
(713) 780-9494**

**76-0466193
(IRS Employer
Identification Number)**

(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:

- .. 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 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

On December 8, 2006, Goodrich Petroleum Corporation (the Company) issued \$50 million aggregate principal amount of its 3.25% Convertible Senior Notes due 2026 (the Notes) to the initial purchasers pursuant to their option to purchase an additional \$50 million of the Notes. The Company offered and sold the Notes to the initial purchasers in reliance on the exemption from registration provided by Section 4(2) of the Securities Act. The initial purchasers then sold the Notes to qualified institutional buyers pursuant to the exemption from registration provided by Rule 144A under the Securities Act.

Additional terms and conditions are contained in Item 1.01 of the Company s Current Report on Form 8-K filed on December 6, 2006, and are incorporated herein by reference.

Item 3.02 Unregistered Sales of Equity Securities.

On December 8, 2006, the Company completed the sale of \$50 million of its 3.25% Convertible Senior Notes. The initial purchasers of the Notes received an aggregate discount of \$1.4 million. The offer and sale of the Notes to the initial purchasers was not registered under the Securities Act of 1933 in reliance upon the exemption from registration under Section 4(2) of the Securities Act as such transaction did not involve a public offering of securities.

Additional terms and conditions are contained in Item 1.01 of the Company s Current Report on Form 8-K filed on December 6, 2006, and are incorporated herein by reference.

Item 8.01 Other Events.

On December 8, 2006, the Company issued a press release pursuant to Rule 135c of the Securities Act of 1933 to announce the close of the initial purchasers exercise of their option to purchase an additional \$50,000,000 aggregate principal amount of its Notes. The Notes will be resold to qualified institutional buyers pursuant to Rule 144A of the Securities Act of 1933, as amended.

The press release is attached hereto as Exhibits 99.1.

Item 9.01. Financial Statements and Other Exhibits

(c) Exhibits

Exhibit No.

Description

| | |
|------|---------------------------------------|
| 99.1 | Press release issued December 8, 2006 |
|------|---------------------------------------|

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**GOODRICH PETROLEUM
CORPORATION**
(Registrant)

/s/ David R. Looney
David R. Looney
Executive Vice President & Chief Financial
Officer

Dated: December 12, 2006

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|---------------------------------------|
| 99.1 | Press release issued December 8, 2006 |