

GOODRICH PETROLEUM CORP

Form 3

January 03, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Â Anchorage Capital Group,  
L.L.C.

(Last) (First) (Middle)

610 BROADWAY,Â 6TH  
FLOOR

(Street)

NEW YORK,Â NYÂ 10012

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
12/22/2016

3. Issuer Name and Ticker or Trading Symbol

GOODRICH PETROLEUM CORP [GDPP]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

809,028

I (1) (3)

By AIO V AIV 1 Holdings, L.P.

Common Stock

758,716

I (2) (3)

By Anchorage Illiquid Opportunities V, L.P.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Warrants (Right to Buy)	Â (4)	10/12/2026	Common Stock	26,193	\$ (4)
					I (1) (3)
					By AIO V AIV 1 Holdings, L.P.
Warrants (Right to Buy)	Â (4)	10/12/2026	Common Stock	24,564	\$ (4)
					I (2) (3)
					By Anchorage Illiquid Opportunities V, L.P.

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Anchorage Capital Group, L.L.C. 610 BROADWAY 6TH FLOOR NEW YORK, NY 10012	Â	Â	Â	Â
Anchorage Advisors Management, LLC 610 BROADWAY 6TH FLOOR NEW YORK, NY 10012	Â	Â	Â	Â
Ulrich Kevin Michael 610 BROADWAY 6TH FLOOR NEW YORK, NY 10022	Â	Â	Â	Â

## Signatures

Anchorage Capital Group, L.L.C., By: /s/ Kevin M. Ulrich, Authorized Signatory	01/03/2017
__Signature of Reporting Person	Date
Anchorage Advisors Management, L.L.C., By: /s/ Kevin M. Ulrich, Authorized Signatory	01/03/2017
__Signature of Reporting Person	Date
/s/ Kevin M. Ulrich	01/03/2017
__Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares and warrants are held for the account of AIO V AIV 1 Holdings, L.P. ("AIV 1"). Anchorage Capital Group, L.L.C. ("Capital Group") is the investment manager to AIV 1. Anchorage Advisors Management, L.L.C. is the sole managing member of Capital Group.

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Mr. Ulrich is the Chief Executive Officer of Capital Group and the senior managing member of Anchorage Advisors Management, L.L.C.

- (2) These shares and warrants are held for the account of Anchorage Illiquid Opportunities V, L.P. ("AIO V"). Capital Group is the investment manager to AIO V. Anchorage Advisors Management, L.L.C. is the sole managing member of Capital Group. Mr. Ulrich is the Chief Executive Officer of Capital Group and the senior managing member of Anchorage Advisors Management, L.L.C.

- (3) Each reporting person disclaims beneficial ownership of the reported securities except to the extent, if any, of its or his pecuniary interest therein, and this report shall not be deemed an admission that such reporting person is the beneficial owner of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

- (4) These warrants are exercisable for 0.00001% of the Common Stock Deemed Outstanding (as defined in the Warrant Agreement) at the time of exercise, and may be exercised at any time after the Distribution Date (as defined in the Issuer's Plan of Reorganization) following the first date that the product of (x) the Common Stock Deemed Outstanding and (y) the Current Sale Price (as defined in the Warrant Agreement), is equal to at least \$230.0 million, as may be adjusted in accordance with the terms of the Warrant Agreement. The Warrant Agreement is incorporated herein by reference to Exhibit 10.6 to the Form 8-K filed by the Issuer on October 14, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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