

GOODRICH PETROLEUM CORP  
Form 8-K  
June 29, 2011

**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): June 29, 2011

**GOODRICH PETROLEUM CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other Jurisdiction  
of Incorporation)

**001-12719**  
(Commission  
File Number)

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

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**801 Louisiana, Suite 700**

**Houston, Texas**  
(Address of Principal Executive Offices)

**Registrant's telephone number, including area code: (713) 780-9494**

**77002**  
(Zip Code)

**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))

**Item 8.01. Other Events.**

On December 30, 2010, Goodrich Petroleum Corporation (the **Company**) closed the sale (the **Disposition**) of certain of its non-core shallow properties in East Texas and North Louisiana to SND Operating, L.L.C. (**SND**) pursuant to the Purchase Agreement by and between Goodrich Petroleum Company, L.L.C., the Company's wholly-owned subsidiary, and SND dated October 27, 2010.

This Current Report on Form 8-K includes pro forma financial statements reflecting the Disposition for the year ended December 31, 2010. These pro forma financial statements supplement the Company's previously-filed financial statements relating to the Disposition, and they are being filed to satisfy the requirements of Rule 11-01 of Regulation S-X.

**Item 9.01. Financial Statements and Other Exhibits.**

(b) Pro Forma Financial Information

An Unaudited Pro Forma Condensed Consolidated Statement of Operations of the Company, giving effect to the Disposition, for the year ended December 31, 2010 is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference

(d) Exhibits

**Exhibit No.**

**Description**

|      |  |
|------|--|
| 99.1 | Unaudited Pro Forma Condensed Consolidated Statement of Operations for the year ended December 31, 2010. |
|------|--|

**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: June 29, 2011

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

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Unaudited Pro Forma Condensed Consolidated Statement of Operations for the year ended December 31, 2010. |