

GOODRICH PETROLEUM CORP  
Form 8-K  
February 22, 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

February 22, 2011

Date of Report (Date of earliest event reported)

**GOODRICH PETROLEUM CORPORATION**

(Exact name of Registrant as specified in its charter)

Delaware

001-12719

76-0466193

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification Number)

**801 Louisiana, Suite 700**  
**Houston, Texas**  
(Address of Principal Executive Offices)

**77002**  
(Zip Code)

**(713) 780-9494**

(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))

**Item 8.01. Other Events**

On February 22, 2011, the Company issued a press release announcing that it intends to commence a private placement of senior notes due 2019. The Company is filing a copy of the press release as Exhibit 99.1 hereto, which is incorporated by reference to this Item 8.01.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state in which the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state.

**Item 9.01. Financial Statements and Other Exhibits**  
(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release issued February 22, 2011.

**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/ MICHAEL J. KILLELEA  
**Michael J. Killelea**  
**Senior Vice President, General Counsel**  
**and Corporate Secretary**

Dated: February 22, 2011

**EXHIBIT INDEX**

**Exhibit No.**

**Description**

99.1

Press release issued February 22, 2011.