

Gulfport MidCon, LLC
Form S-4
July 07, 2017
[Table of Contents](#)

As filed with the Securities and Exchange Commission on July 7, 2017

Registration No. 333-

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

FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

GULFPORT ENERGY CORPORATION*
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

1311
(Primary Standard Industrial
Classification Code Number)

73-1521290
(I.R.S. Employer
Identification Number)

3001 Quail Springs Parkway, Oklahoma City, Oklahoma 73134

(405) 252-4600

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Keri Crowell

Chief Financial Officer

3001 Quail Springs Parkway

Oklahoma City, Oklahoma 73134

(405) 252-4600

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Seth R. Molay, P.C.

Akin Gump Strauss Hauer & Feld LLP

1700 Pacific Avenue, Suite 4100

Dallas, Texas 75201

(214) 969-2800

Approximate date of commencement of proposed sale to the public:

As soon as practicable on or after the effective date of this Registration Statement.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

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If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Large accelerated filer		Accelerated filer
Non-accelerated filer	(Do not check if a smaller reporting company)	Smaller reporting company
		Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issue Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of Each Class of	Amount	Proposed	Proposed	Amount of
		Maximum	Maximum	
Securities to be Registered	to be	Offering Price	Aggregate	Registration Fee(1)
6.000% Senior Notes due 2024	Registered	Per Unit	Offering Price	
6.375% Senior Notes due 2025	\$650,000,000	100.00%	\$650,000,000	\$75,335.00
Guarantees of 6.000% Senior Notes due 2024(2)	\$600,000,000	100.00%	\$600,000,000	\$69,540.00
Guarantees of 6.375% Senior Notes due 2025(2)				None(3)
Total				None(3)
	\$1,250,000,000	100.00%	1,250,000,000	\$144,875.00

- (1) Calculated pursuant to Rule 457(f)(2) under the Securities Act of 1933, as amended.
- (2) Jaguar Resources LLC, Puma Resources, Inc., Gator Marine, Inc., Gator Marine Ivanhoe, Inc., Westhawk Minerals LLC, Gulfport Buckeye LLC, Gulfport Midstream Holdings, LLC and Gulfport MidCon, LLC will guarantee the notes being registered.
- (3) Pursuant to Rule 457(n) under the Securities Act of 1933, as amended, no registration fee for the registration of the guarantees is required.

Each registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

***TABLE OF REGISTRANT GUARANTORS**

Exact Name of Registrant	State or Other Jurisdiction of Incorporation or Formation	Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification Number
Guarantor(1)			
Jaguar Resources LLC	Delaware	1311	20-8812352
Puma Resources, Inc.	Delaware	1311	30-0556507
Gator Marine, Inc.	Delaware	1311	61-1601710
Gator Marine Ivanhoe, Inc.	Delaware	1311	30-0644897
Westhawk Minerals LLC	Delaware	1311	45-4928998
Gulfport Buckeye LLC	Delaware	1311	46-0964880
Gulfport Midstream Holdings, LLC	Delaware	1311	81-4393431
Gulfport MidCon, LLC	Delaware	1311	81-5049258

- (1) The address for each Registrant Guarantor is 3001 Quail Springs Parkway, Oklahoma City, Oklahoma 73134 and the telephone number for each Registrant Guarantor is (405) 252-4600.

Table of Contents

The information in this prospectus is not complete and may be changed. We may not exchange these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED JULY 7, 2017

PRELIMINARY PROSPECTUS

GULFPORT ENERGY CORPORATION

Offer to Exchange

up to \$650,000,000 of

outstanding 6.000% Senior Notes due 2024

for

up to \$650,000,000 of

6.000% Senior Notes due 2024

that have been registered under the Securities Act of 1933, as amended

and

up to \$600,000,000 of

outstanding 6.375% Senior Notes due 2025

for

up to \$600,000,000 of

6.375% Senior Notes due 2025

that have been registered

under the Securities Act of 1933, as amended

The Exchange Offers (defined below) will expire at midnight, New York City Time, on _____, 2017, unless we extend the Exchange Offers. We do not currently intend to extend the Exchange Offers.

We are offering to exchange up to \$650.0 million aggregate principal amount of our new 6.000% Senior Notes due 2024, or the 2024 Exchange Notes, which have been registered under the Securities Act of 1933, as amended, or the Securities Act, for an equal principal amount of our outstanding 6.000% Senior Notes due 2024, or the 2024 Initial Notes, originally issued in a private offering on October 14, 2016, and up to \$600,000,000 aggregate principal amount of our new 6.375% Senior Notes due 2025, or the 2025 Exchange Notes, which have been registered under the Securities Act, for an equal principal amount of our outstanding 6.375% Senior Notes due 2025, or the 2025 Initial Notes, originally issued in a private offering on December 21, 2016. We refer to the 2024 Exchange Notes and the 2025 Exchange Notes collectively as the Exchange Notes and the 2024 Initial Notes and the 2025 Initial Notes collectively as the Initial Notes. We refer to the Exchange Notes and the Initial Notes collectively as the Notes. We refer to the 2024 Exchange Notes and the 2024 Initial Notes collectively as the 2024 Notes and the 2025 Exchange Notes and the 2025 Initial Notes collectively as the 2025 Notes. We refer to the exchange of the 2024 Exchange Notes for the 2024 Initial Notes as the 2024 Exchange Offer and the exchange of the 2025 Exchange Notes for the 2025 Initial Notes as the 2025 Exchange Offer. The 2024 Exchange Offer and the 2025 Exchange Offer are collectively referred to as the Exchange Offers.

We will exchange all 2024 Initial Notes that are validly tendered and not validly withdrawn prior to the closing of the 2024 Exchange Offer for an equal principal amount of the 2024 Exchange Notes that have been registered. We will exchange all 2025 Initial Notes that are validly tendered and not validly withdrawn prior to the closing of the 2025 Exchange Offer for an equal principal amount of the 2025 Exchange Notes that have been registered.

You may withdraw tenders of the 2024 Initial Notes and the 2025 Initial Notes, as applicable, at any time prior to the expiration of the 2024 Exchange Offer and the 2025 Exchange Offer.

The terms of the 2024 Exchange Notes and 2025 Exchange Notes to be issued are identical in all material respects to the terms of the 2024 Initial Notes and the 2025 Initial Notes, respectively, except for transfer restrictions and registration rights that do not apply to the Exchange Notes, and different administrative terms.

The 2024 Exchange Notes, together with any 2024 Initial Notes not exchanged in the 2024 Exchange Offer, will constitute a single class of debt securities under the indenture governing the 2024 Exchange Notes and 2024 Initial Notes, or the 2024 Indenture.

The 2025 Exchange Notes, together with any 2025 Initial Notes not exchanged in the 2025 Exchange Offer, will constitute a single class of debt securities under the indenture governing the 2025 Exchange Notes and 2025 Initial Notes, or the 2025 Indenture. We refer to the 2024 Indenture and the 2025 Indenture collectively as the Indentures.

The exchange of the Initial Notes will not be a taxable exchange for United States federal income tax purposes.

We will not receive any proceeds from the Exchange Offers.

We do not intend to list the Exchange Notes on any securities exchange and, therefore, no active public market is anticipated for the Exchange Notes.

See Risk Factors beginning on page 11 for a discussion of factors that you should consider before tendering your Initial Notes.

Each broker-dealer that receives any Exchange Notes for its own account in the applicable Exchange Offer must acknowledge that it will deliver a prospectus in connection with any resale of such Exchange Notes. The related letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of the Exchange Notes received in exchange for the Initial Notes where such Initial Notes in the applicable Exchange Offer were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of 180 days following the effective date of the registration statement of which this prospectus forms a part, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is , 2017.

Table of Contents

This prospectus is part of a registration statement we filed with the Securities and Exchange Commission. In making your investment decision, you should rely only on the information contained or incorporated by reference into this prospectus and in the accompanying letter of transmittal. We have not authorized anyone to provide you with any other information. We are not making an offer to sell these securities or soliciting an offer to buy these securities in any jurisdiction where an offer or solicitation is not authorized or in which the person making that offer or solicitation is not qualified to do so or to anyone whom it is unlawful to make an offer or solicitation. You should not assume that the information contained in this prospectus, as well as the information we previously filed with the Securities and Exchange Commission that is incorporated by reference herein, is accurate as of any date other than its respective date.

TABLE OF CONTENTS

<u>WHERE YOU CAN FIND MORE INFORMATION</u>	i
<u>INFORMATION INCORPORATED BY REFERENCE</u>	ii
<u>INDUSTRY AND MARKET DATA</u>	iii
<u>CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS</u>	iii
<u>SUMMARY</u>	1
<u>RATIO OF EARNINGS (DEFICIT) TO FIXED CHARGES</u>	10
<u>RISK FACTORS</u>	11
<u>USE OF PROCEEDS</u>	21
<u>THE EXCHANGE OFFERS</u>	22
<u>CAPITALIZATION</u>	34
<u>DESCRIPTION OF OTHER INDEBTEDNESS</u>	35
<u>DESCRIPTION OF THE 2024 EXCHANGE NOTES</u>	38
<u>DESCRIPTION OF THE 2025 EXCHANGE NOTES</u>	94
<u>BOOK-ENTRY SETTLEMENT AND CLEARANCE</u>	149
<u>MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS</u>	151
<u>PLAN OF DISTRIBUTION</u>	153
<u>LEGAL MATTERS</u>	155
<u>EXPERTS</u>	155

This prospectus incorporates by reference important business and financial information about us that is not included or delivered with this prospectus. Copies of this information are available without charge to any person to whom this prospectus is delivered, upon written or oral request. Written requests should be directed to Gulfport Energy Corporation, Attention: Investor Relations, at 3001 Quail Springs Parkway, Oklahoma City, Oklahoma 73134. Oral requests should be made by calling our Investor Relations Department at (405) 252-4600.

In order to ensure timely delivery of the documents, you must make your requests to us no later than , 2017 (which is five business days prior to the expiration of the exchange offer, unless we extend the exchange offer). In the event that we extend the exchange offer, you must submit your request at least five business days before the expiration date of the exchange offer, as extended.

WHERE YOU CAN FIND MORE INFORMATION

We currently file periodic reports and other information under the Securities Exchange Act of 1934, as amended, or the Exchange Act. Under the terms of the Indentures, we have agreed that, whether or not we are required to do so by the rules and regulations of the Securities and Exchange Commission, or the SEC, after the applicable Exchange Offer is completed and for so long as any of the Exchange Notes remain outstanding, we

Table of Contents

will furnish to the trustee and the holders of the Exchange Notes and, upon written request, to prospective investors, and file with the SEC (unless the SEC will not accept such a filing) (i) all quarterly and annual financial information that would be required to be contained in a filing with the SEC on Forms 10-Q and 10-K if we were required to file such reports, including a Management's Discussion and Analysis of Financial Condition and Results of Operations and, with respect to the annual information only, a report thereon by our independent registered public accountant and (ii) all reports that would be required to be filed with the SEC on Form 8-K if we were required to file such reports, in each case within the time period specified in the rules and regulations of the SEC. In addition, for so long as any of the Exchange Notes remain outstanding, we have agreed to make available to any holder of the Exchange Notes or prospective purchaser of the Exchange Notes, at their request, the information required by Rule 144A(d)(4) under the Securities Act. This prospectus contains or incorporates by reference summaries of certain agreements that we have entered into, such as the Indentures and the agreements described under Description of Other Indebtedness,

Description of the 2024 Exchange Notes and Description of the 2025 Exchange Notes. The descriptions contained or incorporated by reference into this prospectus of these agreements do not purport to be complete and are qualified in their entirety by reference to the definitive agreements. Copies of the definitive agreements will be made available without charge to you by making a written or oral request to us.

Our SEC filings are available to the public over the Internet at the SEC's web site at www.sec.gov. You may also read and copy any document we file with the SEC at the SEC's public reference room located at 100 F Street, N.E., Washington D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room and copy charges. Also, using our website, <http://www.gulfportenergy.com>, you can access electronic copies of documents we file with the SEC, including our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K and any amendments to those reports. Information on our website is not incorporated by reference into this prospectus. You may also request a copy of those filings, excluding exhibits, at no cost by writing to Gulfport Energy Corporation, Attention: Investor Relations, at 3001 Quail Springs Parkway, Oklahoma City, Oklahoma 73134, or calling (405) 252-4600.

INFORMATION INCORPORATED BY REFERENCE

The SEC allows us to incorporate by reference into this prospectus the information we provide in other documents filed by us with the SEC. The information incorporated by reference is an important part of this prospectus. Any statement contained in a document that is incorporated by reference into this prospectus is automatically updated and superseded if information contained in this prospectus, or information that we later file with the SEC, modifies and replaces this information. We incorporate by reference the following documents that we have filed with the SEC:

our Annual Report on Form 10-K for the year ended December 31, 2016 filed with the SEC on February 15, 2017;

the information specifically incorporated by reference into the Annual Report on Form 10-K for the fiscal year ended December 31, 2016 from our definitive proxy statement on Schedule 14A, filed on May 1, 2017;

our Quarterly Report on Form 10-Q for the three months ended March 31, 2017 filed on May 9, 2017; and

our Current Reports on Form 8-K, filed with the SEC on February 24, 2017, April 4, 2017, April 18, 2017 and June 12, 2017.

In addition, we incorporate by reference the financial statements of Diamondback Energy, Inc., or Diamondback, that have been included on pages F-1 to F-54 in Diamondback's Annual Report on Form 10-K (File No. 001-35700) filed with the SEC on February 20, 2015.

Table of Contents

In addition, all documents filed by us with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (other than those furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K, unless otherwise stated therein) (i) after the date of the initial registration statement of which this prospectus is a part and prior to effectiveness of such registration statement and (ii) after the date of this prospectus through the completion of the exchange offer, in each case, will be deemed to be incorporated by reference into this prospectus and to be a part of this prospectus from the dates of the filing of such documents. Pursuant to General Instruction B of Form 8-K, any information submitted under Item 2.02, Results of Operations and Financial Condition, or Item 7.01, Regulation FD Disclosure, of Form 8-K is not deemed to be filed for the purpose of Section 18 of the Exchange Act, and we are not subject to the liabilities of Section 18 with respect to information submitted under Item 2.02 or Item 7.01 of Form 8-K. We are not incorporating by reference any information submitted under Item 2.02 or Item 7.01 of Form 8-K into any filing under the Securities Act or the Exchange Act or into this prospectus, unless otherwise indicated on such Form 8-K.

You may request a copy of this prospectus or any of the incorporated documents (excluding exhibits, unless the exhibits are specifically incorporated) at no charge to you by writing to Gulfport Energy Corporation, Attention: Investor Relations, at 3001 Quail Springs Parkway, Oklahoma City, Oklahoma 73134, or calling (405) 252-4600.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this prospectus will be deemed modified, superseded or replaced for purposes of this prospectus to the extent that a statement contained in this prospectus modifies, supersedes or replaces such statement.

INDUSTRY AND MARKET DATA

We obtained the industry and market data used throughout, or incorporated by reference into, this prospectus from our own research, surveys or studies conducted by third parties and industry or general publications. Industry publications and surveys generally state that they have obtained information from sources believed to be reliable, but do not guarantee the accuracy and completeness of such information. While we believe that each of these studies and publications is reliable, we have not independently verified such data and we make no representation as to the accuracy of such information. Similarly, we believe our internal research is reliable but it has not been verified by any independent sources.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and the documents incorporated by reference into this prospectus may include forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. In some cases, you can identify forward-looking statements by terms such as may, will, should, could, would, expects, plans, anticipates, intends, believes, predicts, potential and similar expressions intended to identify forward-looking statements. All statements, other than statements of historical facts, included in or incorporated by reference into this prospectus that address activities, events or developments that we expect or anticipate will or may occur in the future, including such things as estimated future net revenues from oil and gas reserves and the present value thereof, future capital expenditures (including the amount and nature thereof), drilling activity, production, expenses, business strategy and measures to implement strategy, competitive strengths, goals, expansion and growth of our business and operations, references to future success, references to intentions as to future matters and other such matters are forward-looking statements. These statements are based on certain assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions and expected future developments as well as other factors we believe are appropriate in the

Table of Contents

circumstances. However, whether actual results and developments will conform with our expectations and predictions is subject to a number of risks and uncertainties, general economic, market or business conditions, the opportunities (or lack thereof) that may be presented to and pursued by us, competitive actions by other oil and gas companies, changes in laws or regulations, hurricanes and other natural disasters and other factors, many of which are beyond our control, including those discussed under the heading **Risk Factors** herein and those discussed in the documents we have incorporated by reference, including our Annual Report on Form 10-K for the fiscal year ended December 31, 2016, Quarterly Report on Form 10-Q for the first quarter ended March 31, 2017 and subsequent filings we make with the SEC. Consequently, all of the forward-looking statements made in or incorporated by reference into this prospectus are qualified by these cautionary statements and we cannot assure you that the actual results or developments anticipated by us will be realized or, even if realized, that they will have the expected consequences to or effects on us, our business or operations. We have no intention, and disclaim any obligation, to update or revise any forward-looking statements, whether as a result of new information, future results or otherwise.

Table of Contents

SUMMARY

This summary highlights selected information contained elsewhere in this prospectus about us and the Exchange Offers. This summary does not contain all the information that is important to you. You should read the entire prospectus carefully, including the Risk Factors, as well as the financial statements and related notes thereto incorporated by reference into this prospectus. In this prospectus, except as otherwise indicated, the words Gulfport, the Company, we, us, our and ours refer to Gulfport Energy Corporation and its subsidiaries, unless otherwise indicated or the context otherwise requires. We have provided definitions for certain oil and natural gas terms used in this prospectus in the Glossary of Oil and Gas Terms.

Overview

We are an independent oil and natural gas exploration and production company focused on the exploration, exploitation, acquisition and production of natural gas, crude oil and natural gas liquids in the United States. Our corporate strategy is to internally identify prospects, acquire lands encompassing those prospects and evaluate those prospects using subsurface geology and geophysical data and exploratory drilling. Using this strategy, we have developed an oil and natural gas portfolio of proved reserves, as well as development and exploratory drilling opportunities on high potential conventional and unconventional oil and natural gas prospects. Our principal properties are located in the Utica Shale primarily in Eastern Ohio and the SCOOP Woodford and SCOOP Springer plays in Oklahoma. In addition, among other interests, we hold an acreage position along the Louisiana Gulf Coast in the West Cote Blanche Bay and Hackberry fields, an acreage position in the Alberta oil sands in Canada through our interest in Grizzly Oil Sands ULC and an approximate 25.1% equity interest in Mammoth Energy Services, Inc., an oil field services company listed on the NASDAQ Global Select Market (TUSK). We seek to achieve reserve growth and increase our cash flow through our annual drilling programs.

Our Offices

Our principal executive offices are located at 3001 Quail Springs Parkway, Oklahoma City, Oklahoma 73134, and our telephone number is (405) 252-4600. Our website address is www.gulfportenergy.com. Information contained on our website does not constitute a part of this prospectus.

Table of Contents

Summary of the Terms of the Exchange Offer

The summary below includes a description of the principal terms of the Exchange Offers. Certain of the terms and conditions described below are subject to important limitations and exceptions. Additional information regarding the terms and conditions of the Exchange Offers and the Exchange Notes can be found under the headings The Exchange Offers, Description of the 2024 Exchange Notes and Description of the 2025 Exchange Notes.

The 2024 Initial Notes

On October 14, 2016, we issued \$650.0 million in aggregate principal amount of 6.000% Senior Notes due 2024, which we refer to as the 2024 Initial Notes, to qualified institutional buyers pursuant to Rule 144A under the Securities Act and to certain non-U.S. persons in accordance with Regulation S under the Securities Act under an indenture among us, our subsidiary guarantors and Wells Fargo Bank, National Association, as the trustee, which indenture we refer to as the 2024 Indenture.

The 2025 Initial Notes

On December 21, 2016, we issued \$600.0 million in aggregate principal amount of 6.375% Senior Notes due 2025, which we refer to as the 2025 Initial Notes, to qualified institutional buyers pursuant to Rule 144A under the Securities Act and to certain non-U.S. persons in accordance with Regulation S under the Securities Act under an indenture among us, our subsidiary guarantors and Wells Fargo Bank, National Association, as the trustee, which indenture we refer to as the 2025 Indenture.

The Exchange Offer

We are offering to exchange up to \$650.0 million aggregate principal amount of our 6.000% Senior Notes due 2024 that have been registered under the Securities Act for up to \$650.0 million aggregate principal amount of 2024 Initial Notes and up to \$600.0 million aggregate principal amount of our 6.375% Senior Notes due 2025 that have been registered under the Securities Act for up to \$600.0 million aggregate principal amount of 2025 Initial Notes. You may exchange your Initial Notes only by following the procedures described elsewhere in this prospectus under the The Exchange Offers Procedures for Tendering Initial Notes.

Registration Rights

We issued the 2024 Initial Notes in a private offering on October 14, 2016 and the 2025 Initial Notes in a private offering on December 21, 2016. In connection with the offering of the Initial Notes, we entered into registration rights agreements with the initial purchasers of the Initial Notes, or the initial purchasers, which agreements provide for, among other things, these Exchange Offers.

Resale of Exchange Notes

Based upon interpretive letters written by the SEC, we believe that the Exchange Notes issued in the Exchange Offers may be offered for resale, resold or otherwise transferred by you without compliance with the registration and prospectus delivery provisions of the Securities Act, provided that:

You are acquiring the Exchange Notes in the ordinary course of your business;

Table of Contents

You are not participating, do not intend to participate, and have no arrangement or understanding with any person to participate, in the distribution of the Exchange Notes; and

You are not our affiliate, as that term is defined for the purposes of Rule 144A under the Securities Act.

If any of the foregoing are not true and you transfer any Exchange Note without registering the Exchange Note and delivering a prospectus meeting the requirements of the Securities Act, or without an exemption from registration of your Exchange Notes from such requirements, you may incur liability under the Securities Act. We do not assume any responsibility for, and will not indemnify you for, any such liability.

Each broker-dealer that receives Exchange Notes for its own account in exchange for Initial Notes that were acquired by such broker-dealer as a result of market-making or other trading activities must acknowledge that it will deliver a prospectus meeting the requirements of the Securities Act in connection with any resale of the Exchange Notes. A broker-dealer may use this prospectus for an offer to resell, a resale or any other retransfer of the Exchange Notes. See Plan of Distribution.

Consequences of Failure to Exchange Initial Notes

Initial Notes that are not tendered or that are tendered but not accepted will, following the completion of the Exchange Offers, continue to be subject to existing restrictions upon transfer. The trading market for Initial Notes not exchanged in the Exchange Offers may be significantly more limited than at present. Therefore, if your Initial Notes are not tendered and accepted in the Exchange Offers, it may become more difficult for you to sell or transfer your Initial Notes. Furthermore, you will no longer be able to compel us to register the Initial Notes under the Securities Act and we will not be required to pay additional interest as described in the registration rights agreements. In addition, you will not be able to offer or sell the Initial Notes unless they are registered under the Securities Act (and we will have no obligation to register them, except in limited circumstances), or unless you offer or sell them under an exemption from the requirements of, or a transaction not subject to, the Securities Act.

Expiration of the Exchange Offers

Each Exchange Offer will expire at midnight, New York City time on _____, 2017, unless we decide to extend the expiration date for such Exchange Offer.

Conditions to the Exchange Offers

Neither Exchange Offer is subject to any condition other than certain customary conditions, which we may, but are not required to, waive. We currently anticipate that each of the conditions will be satisfied and that we will not need to waive any conditions. We reserve the

Table of Contents

right to terminate or amend each Exchange Offer at any time before the expiration date of such Exchange Offer if any such condition occurs. In the event of a material change in either of the Exchange Offers, including the waiver of a material condition, we will extend, if necessary, the expiration date of the affected Exchange Offer such that at least five business days remain in the affected Exchange Offer following notice of the material change. For additional information regarding the conditions to the Exchange Offers, see [The Exchange Offers](#) [Conditions to the Exchange Offers](#).

Procedures for Tendering Initial Notes

If you wish to accept the Exchange Offer applicable to your Initial Notes, you must complete, sign and date the letter of transmittal, or a facsimile of the letter of transmittal, and transmit it together with all other documents required by the letter of transmittal (including the Initial Notes to be exchanged) to Wells Fargo Bank, National Association, as exchange agent, at the address set forth on the cover page of the letter of transmittal. In the alternative, you can tender your Initial Notes by following the procedures for book-entry transfer, as described in this prospectus. For more information on accepting the Exchange Offer applicable to your Initial Notes and tendering your Initial Notes, see [The Exchange Offers](#) [Procedures for Tendering Initial Notes](#).

Special Procedures for Beneficial Holders

If you are a beneficial holder whose Initial Notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender your Initial Notes in the applicable Exchange Offer, you should contact the registered holder promptly and instruct the registered holder to tender your Initial Notes on your behalf. If you are a beneficial holder and you wish to tender your Initial Notes on your own behalf, you must, prior to delivering the letter of transmittal and your Initial Notes to the exchange agent, either make appropriate arrangements to register ownership of your Initial Notes in your own name or obtain a properly completed bond power from the registered holder. The transfer of registered ownership may take considerable time.

Withdrawal Rights

You may withdraw the tender of your Initial Notes at any time prior to midnight, New York City time, on the expiration date of the Exchange Offer applicable to your Initial Notes. To withdraw, you must send a written or facsimile transmission of your notice of withdrawal to the exchange agent as described under [The Exchange Offers](#) [Withdrawal of Tenders](#) by midnight, New York City time, on the expiration date.

Acceptance of Initial Notes and Delivery of Exchange Notes

Subject to certain conditions, we will accept all Initial Notes that are properly tendered in the Exchange Offers and not withdrawn prior to midnight, New York City time, on the expiration date. We will

Table of Contents

deliver the Exchange Notes promptly after the expiration date. Initial Notes will be validly tendered and not validly withdrawn if they are tendered in accordance with the terms of the Exchange Offers as detailed under The Exchange Offers Procedures for Tendering Initial Notes and not withdrawn in accordance with the terms of the Exchange Offers as detailed under The Exchange Offers Withdrawal of Tenders.

United States Federal Income Tax Consequences

We believe that the exchange of Initial Notes for Exchange Notes generally will not be a taxable exchange for federal income tax purposes, but you should consult your tax adviser about the tax consequences of this exchange. See Material U.S. Federal Income Tax Considerations.

Exchange Agent

Wells Fargo Bank, N.A., the trustee under the Indentures, is serving as exchange agent in connection with the Exchange Offers. The mailing address of the exchange agent is set forth on the cover page of the letter of transmittal.

Fees and Expenses

We will bear all expenses related to consummating the Exchange Offers and complying with the registration rights agreements.

Use of Proceeds

We will not receive any cash proceeds from the issuance of the Exchange Notes. We received net proceeds of approximately \$638.9 million, after deducting the initial purchasers discounts and offering expenses, from the issuance of the 2024 Initial Notes, which we used to (i) to purchase our outstanding 7.750% Senior Notes due 2020, which we refer to as the 2020 Notes, tendered pursuant to a tender offer for all of our outstanding 2020 Notes, to pay fees and expenses thereof and to redeem all of the 2020 Notes that were not tendered and remained outstanding thereafter and (ii) for general corporate purposes, which included the funding of a portion of our capital development plans. We received net proceeds of approximately \$584.7 million, after deducting the initial purchasers discounts and offering expenses, from the issuance of the 2025 Initial Notes, which we used to fund a portion of the cash consideration for our previously reported acquisition of certain assets from Vitruvian II Woodford, LLC, which we completed on February 17, 2017 and refer to herein as the Vitruvian Acquisition.

Regulatory Approvals

Other than those under federal securities laws, there are no federal or state regulatory requirements that we must comply with and there are no approvals that we must obtain in connection with the Exchange Offers.

Table of Contents**Summary Description of Exchange Notes**

The terms of the 2024 Exchange Notes and the 2025 Exchange Notes are identical in all material respects to the terms of the 2024 Initial Notes and the 2025 Initial Notes, respectively, except for transfer restrictions and registration rights that do not apply to either the 2024 Exchange Notes or the 2025 Exchange Notes. The 2024 Exchange Notes will evidence the same debt as the 2024 Initial Notes and the 2025 Exchange Notes will evidence the same debt as the 2025 Initial Notes, and the 2024 Indenture will govern all of the 2024 Notes and the 2025 Indenture will govern all of the 2025 Notes. The summary below describes the principal terms of the 2024 Exchange Notes and the 2025 Exchange Notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The [Description of the 2024 Exchange Notes](#) and [Description of the 2025 Exchange Notes](#) sections of this prospectus contain a more detailed description of the terms and conditions of such Exchange Notes.

Issuer	Gulfport Energy Corporation.
2024 Exchange Notes Offered	\$650.0 million in aggregate principal amount of 6.000% Senior Notes due 2024 registered under the Securities Act.
2025 Exchange Notes Offered	\$600.0 million in aggregate principal amount of 6.375% Senior Notes due 2025 registered under the Securities Act.
Maturity Dates	<p>The 2024 Notes mature on October 15, 2024.</p> <p>The 2025 Notes mature on May 15, 2025.</p>
Interest Rate and Payment Dates	<p>The 2024 Exchange Notes will bear interest at the rate of 6.000% per annum, payable semi-annually on April 15 and October 15 of each year, commencing on October 15, 2017. Interest on the 2024 Exchange Notes will accrue from the last interest payment date with respect to the 2024 Initial Notes.</p> <p>The 2025 Exchange Notes will bear interest at the rate of 6.375% per annum, payable semi-annually on May 15 and November 15 of each year, commencing on November 15, 2017. Interest on the 2025 Exchange Notes will accrue from the last interest payment date with respect to the 2025 Initial Notes.</p>
Guarantees	The Exchange Notes will be unconditionally guaranteed, jointly and severally, by all of our current and future restricted subsidiaries that guarantee our secured revolving credit facility or certain other debt. The

Exchange Notes will not be guaranteed by Grizzly Holdings, Inc., which is an unrestricted subsidiary under the Indentures and is referred to herein as Grizzly Holdings, or any future unrestricted subsidiaries.

Ranking

The Exchange Notes will be our senior unsecured obligations and:

will rank equally in right of payment with all of our senior indebtedness;

will rank senior in right of payment to any of our future subordinated indebtedness; and

Table of Contents

will be effectively subordinated to our secured indebtedness, including all borrowings and other obligations under our secured revolving credit facility, to the extent of the value of the collateral securing such indebtedness.

Similarly, the guarantees of the Exchange Notes will be senior unsecured obligations of the guarantors and:

will rank equally in right of payment with all of the applicable guarantor's senior indebtedness;

will rank senior in right of payment to all of the applicable guarantor's future subordinated indebtedness, if any; and

will be effectively subordinated to all of the applicable guarantor's secured indebtedness, including the applicable guarantor's guarantee of all borrowings and other obligations under our secured revolving credit facility, to the extent of the value of the collateral securing such indebtedness.

The Exchange Notes and the guarantees will be structurally subordinated to all obligations, including trade payables, of any subsidiary that is not a guarantor, including any unrestricted subsidiary.

As of March 31, 2017, the Exchange Notes and the guarantees would have ranked effectively subordinated to approximately \$262.4 million of secured indebtedness, consisting of \$238.7 million of letters of credit under our secured revolving credit facility and \$23.7 million under our construction loan for our new corporate headquarters, in each case to the extent of the value of the assets securing such indebtedness. See Description of Other Indebtedness Construction Loan.

Optional Redemption

On and after October 15, 2019, we will be entitled, at our option, to redeem all or a portion of the 2024 Notes (including the 2024 Exchange Notes) at the redemption prices listed under Description of the 2024 Exchange Notes Optional Redemption, plus accrued interest to the redemption date. Prior to October 15, 2019, we will be entitled, at our option, to redeem all or a portion of the 2024 Notes at a redemption price equal to 100% of the principal amount of the 2024 Notes plus a make-whole premium and accrued and unpaid interest to the redemption date.

In addition, any time prior to October 15, 2019, we will be entitled, at our option, to redeem the 2024 Notes (including the 2024 Exchange Notes) in an aggregate principal amount not to exceed 35% of the aggregate principal amount of the 2024 Notes issued prior to such date at a redemption price of 106.000%, plus accrued and unpaid interest to the redemption date, with an amount equal to the net cash proceeds from certain equity offerings. See Description of the 2024 Exchange Notes Optional Redemption.

Table of Contents

On and after May 15, 2020, we will be entitled, at our option, to redeem all or a portion of the 2025 Notes (including the 2025 Exchange Notes) at the redemption prices listed under [Description of the 2025 Exchange Notes Optional Redemption](#), plus accrued interest to the redemption date. Prior to May 15, 2020, we will be entitled, at our option, to redeem all or a portion of the 2025 Notes at a redemption price equal to 100% of the principal amount of the 2025 Notes plus a make-whole premium and accrued and unpaid interest to the redemption date.

In addition, any time prior to May 15, 2020, we will be entitled, at our option, to redeem the 2025 Notes (including the 2025 Exchange Notes) in an aggregate principal amount not to exceed 35% of the aggregate principal amount of the 2025 Notes issued prior to such date at a redemption price of 106.375%, plus accrued and unpaid interest to the redemption date, with an amount equal to the net cash proceeds from certain equity offerings. See [Description of the 2025 Exchange Notes Optional Redemption](#).

Mandatory Offers to Purchase

If we experience certain change of control transactions, we will be required to make an offer to repurchase the Notes (including Exchange Notes) at a price equal to 101% of the principal amount thereof, plus accrued and unpaid interest to the date of repurchase. See [Description of the 2024 Exchange Notes Change of Control](#), [Description of the 2025 Exchange Notes Change of Control](#) and [Risk Factors](#).

If we sell certain assets and fail to use the proceeds in a manner specified in the applicable Indenture, we will be required to make an offer to repurchase the Notes (including the Exchange Notes) issued under such Indenture at a price equal to 100% of the principal amount thereof, plus accrued and unpaid interest to the date of repurchase. See [Description of the 2024 Exchange Notes Certain Covenants Limitation on Sales of Assets and Subsidiary Stock](#) and [Description of the 2025 Exchange Notes Certain Covenants Limitation on Sales of Assets and Subsidiary Stock](#).

Restrictive Covenants

Each Indenture contains certain covenants that, among other things, limit our ability and the ability of our restricted subsidiaries to:

incur or guarantee additional indebtedness;

make certain investments;

declare or pay dividends or make distributions on our capital stock;

prepay subordinated indebtedness;

sell assets including capital stock of restricted subsidiaries;

agree to payment restrictions affecting our restricted subsidiaries;

consolidate, merge, sell or otherwise dispose of all or substantially all of our assets;

Table of Contents

enter into transactions with our affiliates;

incur liens;

engage in business other than the oil and gas business; and

designate certain of our subsidiaries as unrestricted subsidiaries.

These limitations are subject to a number of exceptions and qualifications. See [Description of the 2024 Exchange Notes](#) [Certain Covenants](#) and [Description of the 2025 Exchange Notes](#) [Certain Covenants](#).

No Prior Market

The Exchange Notes will not be listed on any securities exchange or included in any automated quotation system. When the Initial Notes were issued, such Initial Notes were new securities with no established market. The initial purchasers have advised us that they have been making a market in the Initial Notes and, when issued, intend to make a market in the Exchange Notes. The initial purchasers, however, are not obligated to do so and may discontinue market-making activities at any time without notice. Accordingly, we cannot assure you that a liquid market for the Exchange Notes will develop or be maintained.

Risk Factors

You should consider carefully the information set forth in the section entitled [Risk Factors](#) and all other information contained in or incorporated by reference into this prospectus for a discussion of certain risks relating to an investment in the Exchange Notes.

Table of Contents

RATIO OF EARNINGS (DEFICIT) TO FIXED CHARGES

The following table sets forth our ratios of earnings (deficit) to fixed charges for the periods indicated. We have calculated the ratio of earnings (deficit) to fixed charges by dividing the sum of income from continuing operations plus fixed charges by fixed charges. Fixed charges consist of interest expense and capitalized interest. You should read these ratios in connection with our consolidated financial statements incorporated by reference herein. The financial measures used in this table may not be comparable to similarly titled financial measures used in our various agreements, including our secured revolving credit facility, the indentures governing our Existing Notes, the indenture relating to the 2023 Notes and the Indentures.

					Three Months
					Ended March
					31,
2016	Year Ended December 31,				
	2015	2014	2013	2012	2017