

GULFPORT ENERGY CORP

Form 3

February 27, 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 VANLOH S WIL JR

(Last) (First) (Middle)

1401 MCKINNEY ST., SUITE
2700

(Street)

HOUSTON, TX 77010

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/17/2017

3. Issuer Name and Ticker or Trading Symbol

GULFPORT ENERGY CORP [GPOR]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

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 Owned1. 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

23,852,117 ⁽¹⁾

I

See footnotes ⁽¹⁾ ⁽²⁾ ⁽³⁾

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)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)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VANLOH S WIL JR 1401 MCKINNEY ST., SUITE 2700 HOUSTON, TX 77010	Â	Â X	Â	Â
Vitruvian Exploration II Holdings, LLC 1401 MCKINNEY ST., SUITE 2700 HOUSTON, TX 77010	Â	Â X	Â	Â
Vitruvian Exploration II, LLC 1401 MCKINNEY ST., SUITE 2700 HOUSTON, TX 77010	Â	Â X	Â	Â
Q-VEX II, LP 1401 MCKINNEY ST., SUITE 2700 HOUSTON, TX 77010	Â	Â X	Â	Â
QEM V LLC 1401 MCKINNEY ST., SUITE 2700 HOUSTON, TX 77010	Â	Â X	Â	Â

Signatures

/s/ S. Wil VanLoh, Jr.	02/27/2017
**Signature of Reporting Person	Date
/s/ Brian L. Rickmers, Chief Financial Officer of Vitruvian Exploration II Holdings, LLC	02/27/2017
**Signature of Reporting Person	Date
/s/ Brian L. Rickmers, Chief Financial Officer of Vitruvian Exploration II, LLC	02/27/2017
**Signature of Reporting Person	Date
/s/ James V. Baird, Authorized Person of Q-VEX II, LP	02/27/2017
**Signature of Reporting Person	Date
/s/ James V. Baird, Authorized Person of QEM V, LLC	02/27/2017
**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).
- Vitruvian II Woodford, LLC, a Delaware limited liability company ("Vitruvian"), is the record holder of 18,626,128 shares of common stock, par value \$0.01 per share ("Common Stock") of Gulfport Energy Corporation (the "Issuer"). Vitruvian may also be deemed to be
- (1) the beneficial owner of 5,225,989 shares of Common Stock held in a separate escrow account pursuant to the terms and conditions of the Purchase and Sale Agreement by and among the Issuer (together with the 18,626,128 shares of Common Stock, the "Vitruvian Shares"), Vitruvian and a subsidiary of the Issuer that may be released to Vitruvian in certain situations.

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- Vitruvian is managed by its board of directors (the "Board"). QEM V, LLC ("QEM") is the sole general partner of Q-VEX II, LP ("Q-VEX"), which has the right to appoint a majority of the board of directors of Vitruvian Exploration II, LLC ("VEX"), which has the right to appoint a majority of the board of directors of Vitruvian Exploration II Holdings, LLC ("VEX Holdings"), which holds a majority of the capital interests of Vitruvian and has the right to appoint four of the nine directors of the Vitruvian Board (such directors, the "VEX Holdings Directors"). Certain actions of Vitruvian, including certain dispositions, require the approval of the VEX Holdings Directors. QEM, Q-VEX, VEX and VEX Holdings each disclaim beneficial ownership of the Vitruvian Shares in excess of their respective pecuniary interest in the securities.
- (2)

- Any decision taken by QEM to vote, or to direct to vote, and to dispose, or to direct the disposition of, the Vitruvian Shares has to be approved by a majority of the members of the investment committee of QEM, which majority must include S. Wil VanLoh, Jr. Therefore, Mr. VanLoh may be deemed to share voting and dispositive power over the Vitruvian Shares and may also be deemed to be the beneficial owner of such securities. Mr. VanLoh disclaims beneficial ownership of such securities in excess of his pecuniary interest in the securities.
- (3)

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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