

GOODRICH PETROLEUM CORP

Form 8-K

December 01, 2006

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**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**

December 1, 2006 (November 30, 2006)

Date of Report (Date of earliest event reported)

**GOODRICH PETROLEUM CORPORATION
(Exact name of Registrant as specified in its charter)**

**Delaware
(State or other jurisdiction
of incorporation)**

**001-7940
(Commission
File Number)
808 Travis Street, Suite 1320
Houston, Texas 77002
(Address of principal executive offices)
(713) 780-9494**

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

(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))
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Press Release

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Item 8.01 Other Events.

On November 30, 2006, Goodrich Petroleum Corporation (the Company) issued a press release pursuant to Rule 135c of the Securities Act of 1933 to announce the sale of \$125,000,000 aggregate principal amount of its Convertible Senior Notes due 2026 (the Notes) to the initial purchaser of the Notes. The Notes will be resold to qualified institutional buyers pursuant to Rule 144A of the Securities Act of 1933, as amended (the Act). The Company also has granted the initial purchaser a 13-day option to purchase up to an additional \$50,000,000 aggregate principal amount of the Notes.

The press release is attached hereto as Exhibits 99.1.

On December 1, 2006, the Company announced the pricing of its previously announced sale of the Notes, that were privately offered within the United States to qualified institutional buyers pursuant to Rule 144A under the Act.

The press release is attached hereto as Exhibits 99.2.

Item 9.01. Financial Statements and Other Exhibits

(c) Exhibits

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Press release issued November 30, 2006. |
| 99.2 | Press release issued December 1, 2006. |

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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/ David R. Looney
David R. Looney
Executive Vice President & Chief Financial
Officer

Dated: December 1, 2006

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EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Press release issued November 30, 2006. |
| 99.2 | Press release issued December 1, 2006. |