

GULFPORT ENERGY CORP
Form 8-K
April 16, 2015

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): April 16, 2015

GULFPORT ENERGY CORPORATION
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction

of incorporation)

000-19514
(Commission

File Number)

73-1521290
(I.R.S. Employer

Identification Number)

14313 North May Avenue

Suite 100

Oklahoma City, OK
(Address of principal executive offices)

(405) 848-8807

73134
(Zip code)

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K 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
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Item 8.01. Other Events.***Pricing of Notes Offering***

On April 16, 2015, Gulfport issued a press release announcing the pricing at par of an offering of \$350 million aggregate principal amount of its 6.625% Senior Notes due 2023 (the Notes) to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the Securities Act), and to certain non-U.S. persons in accordance with Regulation S under the Securities Act. This represents a \$50 million increase in the size of the offering from \$300 million principal amount announced at the launch on April 15, 2015. Net proceeds to Gulfport from the sale of the Notes will be approximately \$343.6 million. The Notes offering is expected to close on April 21, 2015, subject to customary closing conditions. A copy of this press release is attached hereto as Exhibit 99.1.

The Notes will not be registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from such registration requirements. This report is neither an offer to sell nor a solicitation of an offer to buy any of these securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

Pricing of Equity Offering

On April 16, 2015, Gulfport issued a press release announcing the pricing of an underwritten public offering (the Equity Offering) of 9,500,000 shares of its common stock at a price to the public of \$47.75 per share. The 9,500,000 shares offering represents a 2,000,000 share upsize to the originally proposed 7,500,000 share offering. The underwriters have a 30-day option to purchase up to an additional 1,425,000 shares from Gulfport (collectively, the Shares) at the public offering price (less the underwriting discount). The offering is expected to close on April 21, 2015, subject to customary closing conditions. Net proceeds to Gulfport from the sale of the 9,500,000 shares will be approximately \$436.4 million after deducting underwriting discounts, commissions and estimated offering expenses. The Shares will be issued under an effective automatic shelf registration statement on Form S-3 previously filed by Gulfport with the Securities and Exchange Commission. A copy of this press release is attached hereto as Exhibit 99.2.

This report shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction. The Equity Offering may only be made by means of a prospectus supplement and related base prospectus.

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

| Number | Exhibit |
|---------------|---|
| 99.1 | Press release dated April 16, 2015 entitled Gulfport Energy Corporation Prices \$350 Million Upsized Offering of 6.625% Senior Notes. |
| 99.2 | Press release dated April 16, 2015 entitled Gulfport Energy Corporation Announces Pricing of Upsized Common Stock Offering. |

SIGNATURE

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 thereunto duly authorized.

GULFPORT ENERGY CORPORATION

Date: April 16, 2015

By: /s/ Aaron Gaydosik
Aaron Gaydosik
Chief Financial Officer

Exhibit Index

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