

GULFPORT ENERGY CORP
 Form 5
 February 14, 2018

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN 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

1. Name and Address of Reporting Person *
GULFPORT ENERGY CORP

2. Issuer Name and Ticker or Trading Symbol
MAMMOTH ENERGY SERVICES, INC. [TUSK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 06/05/2017

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

3001 QUAIL SPRINGS PARKWAY

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

OKLAHOMA CITY, OK 73134

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 06/05/2017 | Â | A4 | 2,098,137 A | \$ (1) 11,181,467 (1) (2) | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Price of Underlying Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GULFPORT ENERGY CORP 3001 QUAIL SPRINGS PARKWAY OKLAHOMA CITY, OK 73134 | X | X | | |

Signatures

/s/ Keri Crowell, Chief Financial Officer
02/14/2018

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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).

(1) On June 5, 2017, Gulfport Energy Corporation ("Gulfport") received 2,098,137 shares of common stock, par value \$0.01 per share ("Common Stock"), of Mammoth Energy Services, Inc. (the "Issuer") from the Issuer as consideration for Gulfport's contribution of its membership interests in Sturgeon Acquisitions LLC, Stingray Energy Services LLC and Stingray Cementing LLC pursuant to three contribution agreements, each dated as of March 20, 2017, and as amended and restated on May 12, 2017, by and among Gulfport, the Issuer and certain other contributors party thereto, and each of which was approved in advance by the board of directors of the Issuer.

(2) Of these securities, 5,135 are unvested restricted stock units ("RSUs") that were granted under the Issuer's 2016 Equity Incentive Plan and were assigned to Gulfport by its director designees to the Issuer's board of directors under the terms of their respective employment with Gulfport. Such director designees previously reported the acquisition of the RSUs in their respective Form 4 filings and indicated that these were assigned to Gulfport. Of these 5,135 unvested RSUs, 2,222 will vest on October 19, 2018 and 2,913 will vest on the earlier of June 8, 2018 and the date of the Issuer's 2018 Annual Meeting of Stockholders. Each RSU represents a contingent right to receive one share of Common Stock of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.