

GOODRICH PETROLEUM CORP  
Form SC 13G  
February 10, 2014

**SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549**

**SCHEDULE  
13G**

Under the  
Securities  
Exchange Act of  
1934

(Amendment  
No. )\*

Goodrich  
Petroleum  
Corporation  
(Name of Issuer)

Common Stock,  
\$0.20 par value  
(Title of Class of  
Securities)

382410405  
(CUSIP Number)

December 31,  
2013  
(Date of event  
which requires  
filing of this  
statement)

Check the  
appropriate box  
to designate the  
rule pursuant to  
which this  
Schedule 13G is

filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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Pages)

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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**1** NAMES OF REPORTING PERSONS

Vollero Beach Capital Partners LLC

**2** CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP

**3** SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

**5** SOLE VOTING POWER

- 0 - SHARED VOTING POWER

**6** NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**7** 3,349,649 (includes 2,500,000 shares underlying call options) SOLE DISPOSITIVE POWER

- 0 - SHARED DISPOSITIVE POWER

**8** 3,349,649 (includes 2,500,000 shares underlying call options)

**9**

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

3,349,649 (includes  
2,500,000 shares  
underlying call  
options)

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..

**10**

ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

**11**

REPRESENTED BY  
AMOUNT IN ROW  
(9)

7.7%  
TYPE OF  
REPORTING  
PERSON

**12**

IA

**1** NAMES OF REPORTING PERSONS

**2** Robert A. Vollero

**2** CHECK THE APPROPRIATE .. BOX IF A (a) .. MEMBER (b) .. OF A GROUP

**3** SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

**4**

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**5** SOLE VOTING POWER

- 0 -

**6** 3,349,649 (includes 2,500,000 shares underlying call options)

**7** SOLE DISPOSITIVE POWER

- 0 -

**8** SHARED DISPOSITIVE POWER

3,349,649 (includes 2,500,000 shares

9 underlying call  
options)  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

10 3,349,649 (includes  
2,500,000 shares  
underlying call  
options)  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
11 REPRESENTED  
BY AMOUNT IN  
ROW (9)

12 7.7%  
TYPE OF  
REPORTING  
PERSON

IN

**1** NAMES OF REPORTING PERSONS

**2** Gentry T. Beach

**3** CHECK THE APPROPRIATE .. BOX IF A (a) .. MEMBER (b) .. OF A GROUP

**4** SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

United States  
SOLE VOTING  
**5** POWER

- 0 -  
SHARED VOTING POWER

**6** 3,349,649 (includes 2,500,000 shares underlying call options)

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**7** SOLE DISPOSITIVE POWER

- 0 -  
SHARED DISPOSITIVE POWER

**8** 3,349,649 (includes 2,500,000 shares underlying call options)

**9** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

3,349,649 (includes  
2,500,000 shares  
underlying call  
options)

**10** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED  
**11** BY AMOUNT IN  
ROW (9)

7.7%  
TYPE OF  
REPORTING  
PERSON

**12**  
IN



**Item 1(a). NAME OF ISSUER.**

The name of the issuer is Goodrich Petroleum Corporation (the "Company").

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:**

The Company's principal executive offices are located at 801 Louisiana, Suite 700, Houston, Texas 77002.

**Item 2(a). NAME OF PERSON FILING:**

This statement is filed by:

- (i) Vollero Beach Capital Partners LLC, a Delaware limited liability company (the "Investment Manager"), which serves as the investment manager to certain investment funds and/or accounts (the "Funds"), with respect to the Shares (as defined in Item 2(d) below) directly held by the Funds; and
- (ii) Mr. Robert A. Vollero ("Mr. Vollero"), who serves as co-managing member of the Investment Manager, with respect to the Shares directly held by the Funds.
- (iii) Mr. Gentry T. Beach ("Mr. Beach"), who serves as co-managing member of the Investment Manager, with respect to the Shares directly held by the Funds.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons."

The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13 of the Act, the beneficial owner of the Shares reported herein.

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:**

The address of the business office of each of the Reporting Persons is 777 Third Avenue, 14<sup>th</sup> Floor, New York, NY 10017.

**Item 2(c). CITIZENSHIP:**

The Investment Manager is a Delaware limited liability company. Mr. Vollero is a citizen of the United States. Mr. Beach is a citizen of the United States.

**Item 2(d). TITLE OF CLASS OF SECURITIES:**

Common Stock, \$0.20 par value (the "Shares").



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**Item 2(e). CUSIP NUMBER:**

382410405

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO §§ 240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  Parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j)  Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: \_\_\_\_\_

**Item 4. OWNERSHIP.**

The percentages used herein are calculated based upon 43,672,866 Shares outstanding, which reflects the number of Shares outstanding as of November 1, 2013, as reported in the Company's quarterly report on Form 10-Q filed on November 5, 2013.

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each of the Reporting Persons and is incorporated herein by reference.

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.**

Not applicable.

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.**

Not applicable.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.**

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP.**

Not applicable.

**Item 10. CERTIFICATION.**

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 10, 2014

VOLLERO BEACH  
CAPITAL PARTNERS

By: /s/ Michael Lubman  
Name: Michael  
Lubman  
Title: Chief Financial  
Officer

/s/ Robert A. Vollero  
ROBERT A.  
VOLLERO

/s/ Gentry T. Beach  
GENTRY T. BEACH

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EXHIBIT 1

JOINT ACQUISITION STATEMENT  
PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: February 10, 2014

VOLLERO BEACH  
CAPITAL PARTNERS  
LLC

By: /s/ Michael Lubman  
Name: Michael  
Lubman  
Title: Chief Financial  
Officer

/s/ Robert A. Vollero  
ROBERT A.  
VOLLERO

/s/ Gentry T. Beach  
GENTRY T. BEACH