

GOODRICH PETROLEUM CORP  
Form 8-K  
April 12, 2011

**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 6, 2011

**GOODRICH PETROLEUM CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other Jurisdiction

of Incorporation)

**001-12719**  
(Commission

File Number)

**76-0466193**  
(IRS Employer

Identification Number)

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**801 Louisiana, Suite 700**

**Houston, Texas**  
(Address of Principal Executive Offices)

**Registrant's telephone number, including area code: (713) 780-9494**

**77002**  
(Zip Code)

**N/A**

**(Former Name or former address if changed since last report.)**

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))

**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

Ms. Geraldine Ferraro had previously served on the Audit Committee of the board of directors of Goodrich Petroleum Corporation (the Company ). Following her passing in March 2011, the Company currently has only two directors serving on its Audit Committee. On April 6, 2011, the Company submitted an Interim Written Affirmation to notify the New York Stock Exchange (the NYSE ) that the Company was deficient in meeting the requirements of Section 303A.07(a) of the NYSE Listed Company Manual, which requires three independent directors to serve on a listed company s Audit Committee. Because the deficiency is due to the death of a director, however, the NYSE provides for a six-month grace period to cure the deficiency. The Company intends to cure the deficiency by appointing a third independent director to the Audit Committee within the six-month grace period.

**SIGNATURES**

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 hereunto duly authorized.

**GOODRICH PETROLEUM CORPORATION**

Date: April 12, 2011

By: /s/ Michael J. Killelea  
Michael J. Killelea  
Senior Vice President, General Counsel and Corporate Secretary