

GOODRICH PETROLEUM CORP  
Form 8-K  
May 22, 2012

**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): May 17, 2012**

**Goodrich Petroleum Corporation**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other Jurisdiction of**

**001-12719**  
**(Commission File Number)**

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

**Incorporation)**

**801 Louisiana, Suite 700**

**77002**

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

**(Zip Code)**

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

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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 5.07. Submission of Matters to a Vote of Security Holders**

Goodrich Petroleum Corporation (the **Company** ) held its Annual Meeting of Stockholders (the **Annual Meeting** ) on May 17, 2012. At the meeting, the Company's stockholders were requested to: (1) elect three Class II directors to serve on the Company's board of directors for a term of office expiring at the Company's 2015 Annual Meeting of Stockholders, (2) ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012, and (3) approve, on an advisory basis, the compensation of the Company's named executive officers. Each of these items is more fully described in the Company's proxy statement filed on April 11, 2012.

The certified results of the matters voted upon at the Annual Meeting are as follows:

Proposal No. 1 Election of Class II Directors : The election of each Class II director was approved as follows:

| Nominee                | For        | Withheld  |
|------------------------|------------|-----------|
| Henry Goodrich         | 24,792,329 | 4,044,323 |
| Patrick E. Malloy, III | 24,776,297 | 4,060,355 |
| Michael J. Perdue      | 28,463,371 | 373,281   |

Proposal No. 2 Ratification of the Selection of Ernst & Young LLP : The ratification of the selection of Ernst & Young LLP was approved as follows:

| For        | Against | Abstain |
|------------|---------|---------|
| 34,555,214 | 27,237  | 3,662   |

Proposal No. 3 Approval, on an Advisory Basis, of the Compensation of the Company's Named Executive Officers : The compensation of the Company's named executive officers was approved on an advisory basis as follows:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 24,854,819 | 3,312,516 | 669,317 | 5,749,461        |

**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: May 22, 2012

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