

GOODRICH PETROLEUM CORP
Form DEF 14A
May 04, 2015
Table of Contents

UNITED STATES
Securities and Exchange Commission
Washington, D.C. 20549

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

GOODRICH PETROLEUM CORPORATION

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Edgar Filing: GOODRICH PETROLEUM CORP - Form DEF 14A

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
- 1) Title of each class of securities to which transaction applies:

 - 2) Aggregate number of securities to which transaction applies:

 - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

 - 4) Proposed maximum aggregate value of transaction:

 - 5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- 1) Amount Previously Paid:

 - 2) Form, Schedule or Registration Statement No.:

 - 3) Filing Party:

4) Date Filed:

Table of Contents

Goodrich Petroleum Corporation

801 Louisiana Street

Suite 700

Houston, Texas 77002

May 5, 2015

To Our Stockholders:

It is my pleasure to invite you to the 2015 Annual Meeting of Stockholders of Goodrich Petroleum Corporation, to be held at The Coronado Club, located at 919 Milam, Suite 500, Houston, Texas, 77010, on May 29, 2015, at 11:00 a.m. local time (the Annual Meeting).

Details of the business to be conducted at the Annual Meeting are provided in the attached Notice of Annual Meeting and Proxy Statement. Additionally, we are including with the proxy materials our Annual Report to Stockholders for the year ended December 31, 2014 for stockholders to whom we have not previously sent our Annual Report.

You received these materials with a proxy card that indicates the number of votes that you will be entitled to cast at the Annual Meeting according to our records or the records of your broker or other nominee. Our board of directors has determined that owners of record of our common stock at the close of business on May 4, 2015 are entitled to notice of, and have the right to vote at, the Annual Meeting and any reconvened meeting following any adjournment or postponement of the meeting.

On behalf of the Board of Directors and our employees, I would like to express my appreciation for your continued interest in our affairs.

By Order of the Board of Directors

Walter G. Gil Goodrich

Vice Chairman and Chief Executive Officer

Table of Contents

Goodrich Petroleum Corporation

801 Louisiana Street

Suite 700

Houston, Texas 77002

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD MAY 29, 2015

To Our Stockholders:

Notice is hereby given that the 2015 Annual Meeting of the Stockholders of Goodrich Petroleum Corporation, a Delaware corporation, will be held at The Coronado Club, located at 919 Milam, Suite 500, Houston, Texas, 77010, on May 29, 2015, at 11:00 a.m. local time (the Annual Meeting).

At the Annual Meeting, stockholders will be asked to:

1. Elect three Class II directors to our Board of Directors;
2. Ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015;
3. Approve, on an advisory basis, the compensation of our Named Executive Officers as described in Compensation Discussion and Analysis ;
4. Approve the Third Amendment to the Company's amended 2006 Long-Term Incentive Plan (the 2006 Plan) and the material terms of the performance goals thereunder for purposes of Section 162(m) of the Code;
5. Approve an amendment to our Restated Certificate of Incorporation to increase the number of authorized shares of our common stock; and
6. Transact such other business as may properly come before such meeting.

Only stockholders of record at the close of business on May 4, 2015 are entitled to notice of and to vote at the Annual Meeting. For specific voting information, see General Information about the Annual Meeting beginning on page 1 of the enclosed proxy statement. A list of stockholders will be available commencing May 19, 2015 and may be inspected at our offices during normal business hours prior to the Annual Meeting. The list of stockholders will also be available for review at the Annual Meeting. In the event there are not sufficient votes for a quorum or to approve the items of business at the time of the Annual Meeting, the Annual Meeting may be adjourned in order to permit further solicitation of proxies.

Whether or not you attend the Annual Meeting, it is important that your shares be represented and voted at the meeting. Therefore, I urge you to promptly vote and submit your proxy. You may vote by telephone, Internet or mail. To vote by telephone, call 1-800-PROXIES (1-800-776-9437) using a touch-tone phone to transmit your voting instructions up until 11:59 p.m. (EDT) the day before the Annual Meeting date. Have your proxy card in hand when you call and then follow the instructions. To vote electronically, access www.voteproxy.com over the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. (EDT) the day before the Annual Meeting date. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form. You may vote by mail by signing, dating and returning the enclosed proxy card in the enclosed envelope. If you decide to attend the Annual Meeting, you will be able to vote in person, even if you have previously submitted your proxy.

By Order of the Board of Directors

Michael J. Killelea

Senior Vice President, General Counsel and Corporate Secretary

May 5, 2015

Houston, Texas

Table of Contents

Important Notice Regarding the Availability of Proxy Materials

For the Annual Meeting of Stockholders to be Held on May 29, 2015

**The Company's Notice of Annual Meeting, Proxy Statement and 2014 Annual Report on Form 10-K are available at
<http://www.RRDEZProxy.com/2015/GoodrichPetroleum>**

Table of Contents**TABLE OF CONTENTS**

<u>GENERAL INFORMATION</u>	1
<u>PROPOSAL NO. 1 ELECTION OF DIRECTORS UPDATE For any Changes</u>	4
<u>General</u>	4
<u>Director Nominees</u>	4
<u>PROPOSAL NO. 2 RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED ACCOUNTING FIRM</u>	7
<u>PROPOSAL NO. 3 ADVISORY VOTE ON EXECUTIVE COMPENSATION</u>	8
<u>2014 Advisory Vote on Executive Compensation</u>	8
<u>Summary of 2014 Executive Compensation</u>	8
<u>Stockholder Outreach Program</u>	8
<u>PROPOSAL NO. 4</u>	10
<u>Introduction</u>	10
<u>Reasons for the Proposal</u>	10
<u>Consequences of Failing to Approve the Proposal</u>	11
<u>Summary of the 2006 Plan</u>	11
<u>Plan Benefits</u>	15
<u>Equity Compensation Plan Information</u>	16
<u>Board Recommendation</u>	16
<u>PROPOSAL NO. 5</u>	17
<u>STOCK OWNERSHIP MATTERS</u>	19
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	19
<u>Security Ownership of Certain Beneficial Owners and Management</u>	19
<u>INFORMATION ABOUT OUR EXECUTIVE OFFICERS</u>	22
<u>COMPENSATION DISCUSSION AND ANALYSIS</u>	23
<u>Selected 2014 Business Highlights</u>	23
<u>2014 Advisory Vote on Executive Compensation</u>	23
<u>Summary of 2014 Executive Compensation</u>	23
<u>Stockholder Outreach Program</u>	24
<u>Overview of Our Executive Compensation Program</u>	24
<u>Other Matters</u>	30
<u>COMPENSATION COMMITTEE REPORT</u>	31
<u>EXECUTIVE COMPENSATION</u>	32
<u>Summary Compensation</u>	32
<u>Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table</u>	33
<u>Outstanding Equity Awards Value at Fiscal Year-End Table</u>	34
<u>Option Exercises and Stock Vested</u>	34
<u>Potential Payments Upon Termination or Change in Control</u>	35
<u>Equity-Based Compensation Plans</u>	36
<u>Risk Assessment Related to our Compensation Structure</u>	39
<u>AUDIT COMMITTEE MATTERS</u>	40
<u>Audit Committee Report</u>	40
<u>Audit and Non-Audit Fees</u>	41
<u>Audit Committee Pre-Approval Policy</u>	41
<u>CORPORATE GOVERNANCE</u>	42
<u>Governance Practices</u>	42
<u>Our Board</u>	42
<u>Director Nomination Process</u>	45
<u>Standing Committees of our Board</u>	47
<u>COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION</u>	50
<u>TRANSACTIONS WITH RELATED PERSONS</u>	51
<u>Transactions Involving Directors and Executive Officers</u>	51
<u>Policies and Procedures</u>	51

Table of Contents

<u>DIRECTOR COMPENSATION</u>	53
<u>General</u>	53
<u>Retainer / Fees</u>	53
<u>Other Arrangements</u>	54
<u>STOCKHOLDER PROPOSALS AND DIRECTOR NOMINATIONS FOR THE 2016 ANNUAL MEETING OF STOCKHOLDERS</u>	55
<u>OTHER MATTERS</u>	55
<u>ADDITIONAL INFORMATION ABOUT US</u>	56
<u>ANNEX A</u>	A-1

Table of Contents

Goodrich Petroleum Corporation

801 Louisiana Street

Suite 700

Houston, Texas 77002

PROXY STATEMENT

These proxy materials are being furnished to you in connection with the solicitation of proxies by the Board of Directors (the **Board**) of Goodrich Petroleum Corporation, a Delaware corporation (**we** or the **Company** or **Goodrich**), for use at the 2015 Annual Meeting of Stockholders and any adjournments or postponements of the meeting (the **Annual Meeting**). The Annual Meeting will be held at The Coronado Club, located at 919 Milam, Suite 500, Houston, Texas, 77010, on May 29, 2015, at 11:00 a.m. local time. The Notice of Annual Meeting, this proxy statement, the enclosed proxy card and our Annual Report to Stockholders for the fiscal year ended December 31, 2014 (the **Annual Report**) are being mailed to stockholders beginning on or about May 5, 2015.

GENERAL INFORMATION

Q. What am I voting on?

- A. 1. The election of three Class II directors to our Board of Directors;
2. The ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015;
3. Approve, on an advisory basis, the compensation of our Named Executive Officers as described in **Compensation Discussion and Analysis** ;
4. Approve the Third Amendment to the Company's amended 2006 Long Term Incentive Plan (the **2006 Plan**) and the material terms of the performance goals thereunder for purposes of Section 162(m) of the Code;
5. Approve an amendment to our Restated Certificate of Incorporation to increase the number of authorized shares of our common stock;
and
6. The transaction of such other business as may properly come before such meeting.

Q. Who can vote?

- A. Stockholders as of the close of business on May 4, 2015, the record date, are entitled to vote at the Annual Meeting

Q. How do I vote my shares?

- A. You may vote your shares either in person or by proxy. To vote by proxy, you may vote via telephone by using the toll-free number listed on the proxy card, via Internet at the website for Internet voting listed on the proxy card, or you may mark, date, sign, and mail the enclosed proxy card in the prepaid envelope. Giving a proxy will not affect the right to vote the shares if you attend the Annual Meeting and want to vote in person by voting person you automatically revoke the proxy. If you vote the shares in person, you must present proof that you own the shares as of the record date through brokers' statements or similar proof and identification. You also may revoke the proxy at any time before the meeting by giving the Corporate Secretary written notice of the revocation or by submitting a later-dated proxy. If you return the signed proxy card but do not mark your voting preference, the individuals named as proxies will vote the shares in accordance with the recommendations of the Board of Directors as set forth below.

Q. What are the recommendations of the Board?

A. 1. The Board unanimously recommends that you vote ***FOR*** the election of the nominated slate of Class II directors.

Table of Contents

2. The Board unanimously recommends that you vote **FOR** ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015.
3. The Board unanimously recommends that you vote **FOR** the approval, on an advisory basis, of the compensation of our Named Executive Officers as described in Compensation Discussion and Analysis.
4. The Board unanimously recommends that you vote **FOR** the approval of the Third Amendment to the 2006 Plan and the approval of the material terms of the performance goals thereunder for purposes of Section 162(m) of the Code.
5. The Board unanimously recommends that you vote **FOR** the approval of the amendment to our Restated Articles of Incorporation to increase the number of authorized shares of common stock.

Q. How many shares can I vote?

- A. As of the record date, May 4, 2015, Goodrich had outstanding 57,167,476 shares of common stock. Each share of common stock is entitled to one (1) vote.

Q. What happens if I withhold my vote for an individual director?

- A. Because the individual directors are elected by plurality of the votes cast at the meeting, a withheld vote will not have an effect on the outcome of the election of an individual director.

Q. Should I vote again if I already voted by proxy following any of the procedures set forth in the proxy statement sent to me on April 7, 2015?

- A. Yes. As noted in our notice of April 22, 2015, we postponed our Annual Meeting to a later date to be determined by the Board and set May 4, 2015 as the new record date for our Annual Meeting. Votes by proxy delivered pursuant to the previously distributed proxy materials will not be counted for purposes of a quorum or as votes on any of the proposals to be presented at the Annual Meeting. Therefore, we urge you to resubmit the proxy card included in these materials and/or vote in person at the Annual Meeting.

Q. How many votes must be present to hold the Annual Meeting?

There must be a quorum for the Annual Meeting to be held. A quorum is the presence at the Annual Meeting, in person or by proxy, of the holders of a majority of the shares of common stock issued and outstanding and entitled to vote at the Annual Meeting on the record date. The presence of the holders of at least 28,583,739 shares of common stock is required to establish a quorum for the Annual Meeting. Proxies that are voted **FOR**, **AGAINST** or **WITHHELD** a matter are treated as being present at the Annual Meeting for purposes of establishing a quorum and also treated as shares represented and voting at the Annual Meeting with respect to such matter.

Abstentions and broker non-votes are counted for purposes of determining the presence or absence of a quorum for the transaction of business.

Q. What is a broker non-vote?

- A. The New York Stock Exchange's (the NYSE) Rule 452 restricts when brokers who are record holders of shares may exercise discretionary authority to vote those shares. Brokers are permitted to vote on discretionary items if they have not received instructions from the beneficial owners, but they are not permitted to vote (a broker non-vote) on non-discretionary items absent instructions from the beneficial owner.

Edgar Filing: GOODRICH PETROLEUM CORP - Form DEF 14A

With respect to the Annual Meeting, Rule 452 prohibits such brokers from exercising discretionary authority in the election of the Company's Class II directors, the non-binding advisory vote to approve the compensation of the Company's Named Executive Officers, and the approval of the Third Amendment to the 2006 Plan, but such brokers may exercise discretionary authority with respect to the ratification of the appointment of the Company's independent registered public accounting firm and with respect to the amendment to the Company's Restated Certificate of Incorporation to increase the number of authorized shares of common stock.

Table of Contents

Abstentions and broker non-votes will be included for purposes of determining whether a quorum is present at the Annual Meeting.

Q. How many votes are needed to approve each of the proposals?

- A. Under our Bylaws, the nominees for election as directors at the Annual Meeting who received the highest number of **FOR** votes will be elected as directors. This is called plurality voting. Broker non-votes and votes marked **WITHHOLD AUTHORITY** or **FOR ALL EXCEPT** (with respect to the nominees for which authority is withheld) will have no legal effect on the election of directors under Delaware law.

The ratification of the appointment of the independent registered public account firm requires the affirmative vote of a majority of shares represented in person or by proxy and entitled to vote at the Annual Meeting. Abstentions will have the same effect as a vote against the proposal.

The approval, on an advisory basis, of the compensation of our Named Executive Officers, requires the affirmative vote of a majority of shares represented in person or by proxy and entitled to vote at the Annual Meeting. Abstentions will have the same effect as a vote against the proposal.

The approval of the Third Amendment to the 2006 Plan and the material terms of the performance goals thereunder for purposes of Section 162(m) of the Code requires the affirmative vote of a majority of shares represented in person or by proxy and entitled to vote at the Annual Meeting. Abstentions will have the same effect as a vote against the proposal.

The approval of the amendment to our Restated Certificate of Incorporation to increase the number of authorized shares of common stock requires the affirmative vote of the holders of a majority of the outstanding shares entitled to vote on this proposal. Abstentions will have the same effect as a vote against the proposal.

Q. Can I vote on other matters?

- A. We do not expect any other matter to come before the meeting. We did not receive any stockholder proposals by the date required for such proposals to be considered. If any other matter is presented at the Annual Meeting, the signed proxy gives the individuals named as proxies authority to vote the shares on such matters at their discretion.

Q. Who is soliciting my proxy?

- A. The Board of Directors of Goodrich Petroleum Corporation is sending you this Proxy Statement in connection with the solicitation of proxies for use at Goodrich's 2015 Annual Meeting of Stockholders. Certain directors, officers and employees of Goodrich may also solicit proxies on our behalf by mail, phone, fax or in person. We have retained Georgeson, Inc. (Georgeson) to assist in the solicitation of proxies for a fee of approximately \$8,000 plus reimbursement for out-of-pocket expenses.

Table of Contents**PROPOSAL NO. 1 ELECTION OF DIRECTORS UPDATE FOR ANY CHANGES****General**

Pursuant to our Bylaws, our Board is divided into three classes (Classes I, II and III) serving staggered terms. The term of office for each of our Class II directors, Walter G. Goodrich, Patrick E. Malloy, III and Michael J. Perdue expires at the Annual Meeting. The term of office for each of our Class III directors, Robert C. Turnham, Jr., Arthur Seeligson and Stephen M. Straty, expires at our 2016 Annual Meeting. The term of office of each of our Class I directors, Josiah T. Austin, Peter D. Goodson, and Gene Washington, expires at our 2017 Annual Meeting. Following election to the Board, each director serves for a term of three years or until a successor is elected and qualified.

Based on the recommendations from the Nominating and Corporate Governance Committee, our Board has nominated its current Class II directors, Messrs. Goodrich, Malloy and Perdue, for election to our Board as Class II directors with a term of office expiring at our 2018 Annual Meeting. Our Board has affirmatively determined that Mr. Perdue is independent. Please see Corporate Governance Our Board Board Size; Director Independence. We have no reason to believe that any of Messrs. Goodrich, Malloy and Perdue will be unavailable for election. However, if any nominee becomes unavailable for election, our Board can name a substitute nominee and proxies will be voted for the substitute nominee pursuant to discretionary authority, unless withheld.

Recommendation of the Board***OUR BOARD RECOMMENDS A VOTE FOR ALL NOMINATED DIRECTORS*****Director Nominees**

The principal occupations and other information about the Board nominees for director and our incumbent Board members are set forth below:

Class II Directors Terms Expiring at the 2018 Annual Meeting (if re-elected)

Name	Age	Position
Walter G. Goodrich	56	Vice Chairman, Chief Executive Officer and Director
Patrick E. Malloy, III	72	Chairman
Michael J. Perdue	60	Director

Walter G. Gil Goodrich became Vice Chairman of our Board in 2003. He has served as our Chief Executive Officer since 1995. Mr. Goodrich was Goodrich Oil Company's Vice President of Exploration from 1985 to 1989 and its President from 1989 to 1995. He joined Goodrich Oil Company, which held interests in and served as operator of various properties owned by a predecessor of the Company, as an exploration geologist in 1980. Gil Goodrich is the son of Henry Goodrich, our late Chairman Emeritus, Director. He has served as a director since 1995. Mr. Goodrich's invaluable perspective as our top executive officer on the Board and his experience as a geologist and a businessman led to his nomination to serve as a director.

Patrick E. Malloy, III became Chairman of the Board of Directors in 2003. He has been President and Chief Executive Officer of Malloy Enterprises, Inc., a real estate and investment holding company, and Malloy Real Estate, Inc. since 1973. In addition, Mr. Malloy served as a director of North Fork Bancorp (NYSE) from 1998 to 2002 and was Chairman of the Board of New York Bancorp (NYSE) from 1991 to 1998. Mr. Malloy's previous experience as Chairman of the Board of New York Bancorp, Inc. makes him uniquely qualified to serve as Chairman of our Board. He is also very familiar with the oil and gas industry and areas in which we operate and contributes this knowledge to the Board. He joined the Company's Board in 2000. For these reasons, Mr. Malloy has been nominated to serve as a director.

Table of Contents

Michael J. Perdue has served as one of our directors since 2001. He is the President of PacWest Bancorp., a publicly traded holding company and of its subsidiary, Pacific Western Bank, both based in San Diego, California. Before assuming his present position in 2006, Mr. Perdue served as President and Chief Executive Officer of Community Bancorp Inc., from 2003. Over the course of his career, Mr. Perdue has held executive positions with several banking and real estate development organizations. His finance and business leadership skills from his career in the banking industry make him uniquely qualified to be a member of our Board as well as his qualifications as an audit committee financial expert under the SEC guidelines. For these reasons, Mr. Perdue has been nominated to serve as a director.

Class III Directors Terms Expiring at the 2016 Annual Meeting

Name	Age	Position
Robert C. Turnham, Jr.	57	President, Chief Operating Officer and Director
Arthur A. Seeligson	56	Director
Stephen M. Straty	59	Director

Robert C. Turnham, Jr. has served as our Chief Operating Officer since 1995. He became President and Chief Operating Officer in 2003. He has held various positions in the oil and natural gas business since 1981. From 1981 to 1984, Mr. Turnham served as a financial analyst for Pennzoil. In 1984, he formed Turnham Interests, Inc. to pursue oil and natural gas investment opportunities. From 1993 to 1995, he was a partner in and served as President of Liberty Production Company, an oil and natural gas exploration and production company. He has served as a director since 2006. Mr. Turnham brings invaluable oil and gas operating experience to the Board. Additionally, he has held various executive management positions in the oil and natural gas business since 1981 and is able to assist the Board in creating and evaluating the Company's strategic plan.

Arthur A. Seeligson has served as one of our directors since 1995 and brings his knowledge of the oil and gas industry to the Board. He has been the Managing Partner of Seeligson Oil Co. Ltd. since 1996 and also manages a family investment office in Houston. Previously, Mr. Seeligson was an investment banker focused on the oil and gas industry.

Stephen M. Straty has served as one of our directors since 2009. He is the Americas Co-Head of Energy Investment Banking at Jefferies & Company, Inc. Mr. Straty joined the firm in 2008 and has 30 years of experience in finance, previously serving as Senior Managing Director and Head of the Natural Resources Group at Bear, Stearns & Co., Inc. where he worked for 17 years. Mr. Straty has extensive experience in serving a broad array of energy clients, having completed over \$40.0 billion in merger and acquisition and financing assignments during the past ten years. Mr. Straty brings significant experience in both the finance and energy industries to the board.

Class I Directors Terms Expiring at the 2017 Annual Meeting

Name	Age	Position
Josiah T. Austin	67	Director
Peter D. Goodson	72	Director
Gene Washington	68	Director

Josiah T. Austin is the managing member of El Coronado Holdings, L.L.C., a privately owned investment holding company. He and his family own and operate agricultural properties in the state of Arizona and northern Sonora, Mexico through El Coronado Ranch & Cattle Company, L.L.C. and other entities. Mr. Austin previously served on the Board of Directors of Monterey Bay Bancorp of Watsonville, California, and is a prior board member of New York Bancorp, Inc., which merged with North Fork Bancorporation in 1998. He is an active investor in publicly traded financial institutions and is currently on The Board of Directors of Novogen, LTD and Protea Biosciences Group Inc. Mr. Austin brings his many years of experience as a successful rancher and independent businessman to the Board as well as his experience serving on numerous corporate and civic boards, including other publicly traded companies. He became one of the Company's directors in 2002.

Table of Contents

Peter D. Goodson has been a lead member of the Mekong Capital Advisory Board, a Vietnamese private equity firm since 2010, an operating partner of Dubilier & Company since 1998 and a visiting lecturer at Haas Business School of the University of California, Berkeley, and the Berkeley-Columbia program where he has lectured since January 2004. Mr. Goodson is a former director of dELiA*s, Inc., Montgomery Ward & Co., Kidder, Peabody & Co., Broadgate Consultants, Silicon Valley Bancshares, the former New York Bancorp, Inc., and Dial Industries. Mr. Goodson brings his years of experience in advising corporate leaders in a variety of industries on a range of complex strategic, financial and business performance issues to the Board. He was elected to the Company's Board of Directors in 2011.

Gene Washington is the former Director of Football Operations with the National Football League (NFL) in New York. He previously served as a professional sportscaster and as Assistant Athletic Director for Stanford University prior to assuming his position with the NFL in 1994. Mr. Washington serves and has served on numerous corporate and civic boards, including serving as a director of the former New York Bancorp, a NYSE listed company. Mr. Washington contributes to the Board leadership skills that he honed throughout his career in the NFL. He was elected to the Company's Board of Directors in 2003.

Table of Contents

**PROPOSAL NO. 2 RATIFICATION OF APPOINTMENT OF
INDEPENDENT REGISTERED ACCOUNTING FIRM**

Although stockholder approval is not required for the appointment of Ernst & Young LLP, the Board and the Audit Committee have determined that it is desirable as a good corporate governance practice. Ratification requires the affirmative vote of a majority of the shares entitled to vote and represented in person or by proxy at the Annual Meeting. If our stockholders do not ratify the appointment, the Audit Committee may reconsider the appointment. However, even if the appointment is ratified, the Audit Committee, in its discretion, may select different independent auditors if it subsequently determines that such a change would be in the best interest of us and our stockholders.

A representative of Ernst & Young LLP is expected to be present at the Annual Meeting and will have an opportunity to make a statement if such representative desires to do so and will be available to respond to appropriate questions from stockholders at the Annual Meeting.

Recommendation of the Board

OUR BOARD UNANIMOUSLY RECOMMENDS VOTING FOR

THE RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP FOR THE FISCAL YEAR ENDING DECEMBER 31, 2015

Table of Contents

PROPOSAL NO. 3 ADVISORY VOTE ON EXECUTIVE COMPENSATION

The Board recognizes that executive compensation is an important matter for our stockholders. As described in detail in the Compensation Discussion and Analysis (CD&A) section of this proxy statement, the Compensation Committee is tasked with the implementation of our executive compensation philosophy, and the core of that philosophy has been and continues to be to pay our executive officers based on our performance. In particular, the Compensation Committee strives to attract, retain and motivate exceptional executives, to reward past performance measured against established goals and provide incentives for future performance, and to align executives' long-term interests with the interests of our stockholders. To do so, the Compensation Committee uses a combination of short- and long-term incentive compensation to reward near-term excellent performance and to encourage executives' commitment to our long-range, strategic business goals.

2014 Advisory Vote on Executive Compensation

The Company provides its stockholders with the opportunity to cast an annual advisory vote on executive compensation (the Say-On-Pay Proposal). We obtained majority support for our Say-On-Pay Proposal at the Company's annual meeting of stockholders held in May 2014, as approximately 69% of stockholders voting on the proposal voted for it. In recognition of these voting results, the compensation committee reviewed the executive compensation programs and policies initiated after the 2013 Say-On-Pay vote and took the following actions: (i) reaffirmed the use of performance shares and the Company's TSR as a factor in the executive compensation program; (ii) adopted an executive incentive compensation recoupment policy; and (iii) directed management to continue the stockholder outreach program.

Summary of 2014 Executive Compensation

In 2013, the Committee decided to enhance the pay-for-performance component of our compensation program by implementing a new program whereby approximately 50% of executives' long-term equity based incentives were grants of phantom stock that are tied to the performance of the Company's stock compared to that of its peers. We believe this program helps further align executive compensation with shareholder interests.

The decline in our stock price had the following direct effects on our executive compensation program:

no discretionary bonus was paid to our NEOs for 2014 (however a cash bonus was paid upon the achievement of certain operational targets);

no awards of performance shares were issued to our NEOs; and

the annual grant of time-vested restricted stock to our NEOs was at a level that was 50% less than our projected target.

As a result of these events, our CEO's total compensation decreased 57% and our NEO's total compensation decreased an average of 55% year over year.

Stockholder Outreach Program

We continued the stockholder outreach program which was initiated prior to our 2014 Annual Meeting with several productive discussions regarding the results of the changes to executive compensation on 2014 payouts. We invited our top 25 institutional stockholders who collectively represented approximately 52% of our outstanding shares, to a dialogue regarding their views, opinions, and proxy voting guidelines with respect to companies' executive compensation programs and disclosures. The discussions included topics such as CEO compensation, compensation disclosure, equity award composition and other non-compensation corporate governance issues. The Company intends to continue this outreach program going forward to facilitate continued stockholder input into the Company's compensation philosophy and governance practices as needed in future years.

Table of Contents

As described in the CD&A, we believe our compensation program is effective, appropriate and strongly aligned with the long-term interests of our stockholders and that the total compensation packages provided to the named executive officers are reasonable in the aggregate. As you consider this Proposal No. 3, we urge you to read the CD&A section of this proxy statement for additional details on executive compensation, including the more detailed information about our compensation philosophy and objectives and the past compensation of the named executive officers, and to review the tabular disclosures regarding named executive officer compensation together with the accompanying narrative disclosures in the Executive Compensation section of this proxy statement.

As an advisory vote, Proposal No. 3 is not binding on the Board or the Compensation Committee, will not overrule any decisions made by the Board or the Compensation Committee, and will not require the Board or the Compensation Committee to take any action. Although the vote is non-binding, the Board and the Compensation Committee value the opinions of our stockholders, and will carefully consider the outcome of the vote when making future compensation decisions for executive officers.

We are asking stockholders to vote **FOR** the following resolution:

RESOLVED, that the stockholders approve, on an advisory basis, the compensation philosophy, policies and procedures and the compensation of the named executive officers as disclosed in this Proxy Statement for Goodrich Petroleum Corporation's 2015 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the Summary Compensation Table for 2014 and the other related tables and disclosure required by Item 402 of Regulation S-K.

Recommendation of the Board

OUR BOARD UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE APPROVAL OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN THIS PROXY STATEMENT.

Table of Contents

PROPOSAL NO. 4

Introduction

The Goodrich Petroleum Corporation 2006 Long-Term Incentive Plan (as amended, the 2006 Plan) was approved by our stockholders on May 18, 2006. The 2006 Plan is a broad-based incentive stock plan that provides for grants of stock options, stock appreciation rights (SARs), restricted stock, phantom shares, performance awards, and stock payments to our employees, consultants and non-employee directors and to employees and consultants of our subsidiaries. The 2006 Plan, as initially approved by our stockholders, authorized the delivery of 2,000,000 shares of our common stock (Shares) pursuant to awards.

At our 2011 Annual Meeting, the stockholders approved the First Amendment to the 2006 Plan, which (i) increased the number of Shares available for delivery pursuant to awards under the 2006 Plan to a total of 4,000,000 Shares and (ii) extended the term of the 2006 Plan to May 19, 2021.

At our 2014 Annual Meeting, the stockholders approved the Second Amendment to the 2006 Plan, which (i) increased the number of Shares available for delivery pursuant to awards under the 2006 Plan to a total of 6,250,000, (ii) extended the term of the Plan to May 20, 2024 and (iii) increased the individual award limits so that the maximum amount of cash-denominated Performance Awards that may be granted to any participant during any calendar year may not exceed \$5,000,000.

The Third Amendment would (i) increase the number of Shares available for delivery pursuant to awards under the 2006 Plan by an additional 775,000 Shares, and (ii) extend the term of the 2006 Plan to May 29, 2025. Our Board of Directors (the Board) has unanimously approved this Third Amendment to the 2006 Plan, subject to its approval by the stockholders of the Company.

Reasons for the Proposal

Over the last four years we have awarded an average of approximately 900,000 Shares of grant awards each year under the 2006 Plan. As of April 30, 2015, we estimate that only 1,238,457 of the approved 6,250,000 Shares remained available under the 2006 Plan for new grants. The Company's continued success is contingent upon our ability to recruit, develop, motivate and retain top talent with the requisite skills and experience to develop, expand and execute our business strategy. The ability to grant a combination of pure time-vested phantom stock and performance awards of phantom stock, enhances our ability to retain and motivate our employees.

In connection with the approval of the amendment and restatement, stockholders are also being asked to approve the material terms of the performance goals for performance awards that may be granted under the 2006 Plan. Under Section 162(m) of the Internal Revenue Code of 1986, as amended (Code), the federal income tax deductibility of compensation paid to our chief executive officer and three other most highly compensated officers other than our chief executive officer or chief financial officer (each, a Covered Employee) may be limited to the extent such Covered Employee's compensation exceeds \$1,000,000 in any taxable year. However, we may deduct compensation paid to a Covered Employee in excess of that amount if it qualifies as performance-based compensation as defined in Section 162(m). For awards under the 2006 Plan to constitute performance-based compensation, among other things, the material terms of the performance goals under the 2006 Plan must be disclosed to, and approved by, the Company's stockholders. Under the Treasury regulations issued under Section 162(m), the material terms of the performance goals under the 2006 Plan (Performance Goal Terms) are (i) the maximum amount of compensation that may be paid to an individual participant under the 2006 Plan pursuant to awards intended to qualify as performance-based compensation under Section 162(m) in any specified period, (ii) the employees eligible to receive compensation under the 2006 Plan, and (iii) the business criteria on which the performance goals may be based, each of which is described in the summary of the material features of the 2006 Plan below. Stockholder approval of this Proposal No. 4 will constitute re-approval of the material terms of the performance goals under the 2006 Plan for purposes of Section 162(m). Nevertheless, there can be no guarantee that compensation under the 2006 Plan will ultimately

Table of Contents

be treated as qualified performance-based compensation under Section 162(m). The Company may also elect to grant awards under the 2006 Plan that are not intended to qualify as performance-based compensation under Section 162(m).

Assuming the presence of a quorum, the affirmative vote of a majority of the Shares present, in person or by proxy, to vote at the Annual Meeting is necessary for approval of the Third Amendment.

Douglas Harrison

18,750

18,750

Nil

0

Nigel John Anthony Harrison

30,000

30,000

Nil

0

Mitchell T. Kaplan and Marilyn E. Jones as Trustees of the Kaplan-Jones Family Trust

12,000

12,000

Nil

0

Duncan Campbell Malcolm

18,750

18,750

Nil

0

Jean Eubank O'Connor

24,000

24,000

Nil

0

Gavin and Danielle Patterson

12,000

12,000

Nil

0

Humphrey Porter

30,000

30,000

Nil

0

Robert Patterson Holdings Limited

(54)

18,750

18,750

Nil

0

Total

14,705,380

13,849,755

855,625

1.4%

(1) Beneficial ownership calculation under Rule 13d-3 of the Securities Exchange Act of 1934, as amended. Under Rule 13d-3, a beneficial owner of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares: (i) voting power, which includes the power to vote, or to direct the voting of shares; and (ii) investment power, which includes the power to dispose or direct the disposition of shares. Certain shares may be deemed to be beneficially owned by more than one person (if, for example, persons share the power to vote or the power to dispose of the shares). In addition, shares are deemed to be beneficially owned by a person if the person has the right to acquire the shares (for example, upon exercise of an option) within 60 days of the date as of which the information is provided. In computing the percentage ownership of any person, the amount of shares outstanding is deemed to include the amount of shares beneficially owned by such person (and only such person) by reason of these acquisition rights.

18

(2) The "Number of shares being offered" for each Selling Securityholder consists of the shares which are being registered pursuant to the registration statement of which this prospectus forms apart, that is, the 9,299,834 shares issued and the additional 4,549,921 shares issuable upon exercise of warrants issued in the Company's June 2009 Private Placement.

(3) Assumes that the Selling Securityholders sell all of the shares which are being registered under the registration statement of which this prospectus forms a part.

(4) Based on 55,994,561 shares of our common stock issued and outstanding as of July 10, 2009.

(5) Thomas Carley, the Chief Financial Officer of ADIT Capital Management II, L.P., has discretionary voting and investment authority over these shares.

(6) Thomas Carley, the Chief Financial Officer of ADIT Capital Management III, L.P., has discretionary voting and investment authority over these shares.

(7) Jim Huang, the Portfolio Manager of Jov Canadian Equity Class, has discretionary voting and investment authority over these shares.

(8) Thomas Carley, the Chief Financial Officer of Green Energy Metals Fund, L.P., has discretionary voting and investment authority over these shares.

(9) Jim Huang, the Portfolio Manager of T.I.P. Opportunities Fund, has discretionary voting and investment authority over these shares.

(10) Ryaz Shariff, the President and Chief Executive Officer of Primevest Capital Corp., the portfolio manager of Primevestfund, has discretionary voting and investment authority over these shares.

(11) Craig Porter, the Portfolio Manager of Front Street Investment Management Inc., has discretionary voting and investment authority over these shares.

(12) Bradley R. Kirk, for I.G. Investment Management, Ltd., as trustee for Investors Mergers & Acquisitions Fund, has discretionary voting and investment authority over these shares.

(13) In addition to shares offered hereunder, this figure includes 366,000 shares issuable upon the exercise of warrants exercisable at \$3.10 per share until July 8, 2010.

(14) Bradley R. Kirk, for Investors Group Corporate Class Inc. for Investors Mergers & Acquisitions Class, has discretionary voting and investment authority over these shares.

(15) In addition to shares offered hereunder, this figure includes 52,250 shares issuable upon the exercise of warrants exercisable at \$3.10 per share until July 8, 2010.

(16) Sylvia V. Stinson, the Chief Financial Officer and a Director for Uranium Focused Energy Fund, has discretionary voting and investment authority over these shares.

(17) In addition to shares offered hereunder, this figure includes 212,500 shares issuable upon the exercise of warrants exercisable at \$3.10 per share until July 8, 2010.

(18) Cathy Urquhart, the Portfolio Manager of Cypress Capital Management, has discretionary voting and investment authority over these shares.

(19) Peter Marxer, the Head of Trading for Liechtensteinische Landesbank AG, has discretionary voting and investment authority over these shares.

(20) See also note number 32.

(21) Justin Kamps, Manager for Schroder & Co. Bank AG, has discretionary voting and investment authority over these shares.

(22) Anders Malcolm, Managing Director of Vontobel Fund Global Trend New Power, has discretionary voting and investment authority over these shares.

(23) Poul Erik Baekgaard, Senior Portfolio Manager of KP Livsforsikring A/S, has discretionary voting and investment authority over these shares.

(24) Thierry Mory, Vice President and Assistant Treasurer of SG Private Banking (Suisse) AG, has discretionary voting and investment authority over these shares.

(25) Derek Pound of Jupiter Asset Management Limited has discretionary voting and investment authority over these shares which are held through the custody of Northern Trust Co.

(26) Angelos Damaskos, CEO and Senior Investment Manager of Junior Energy Fund, has discretionary voting and investment authority over these shares.

(27) Richard Hazelwood, Director of Muse Global Master Fund, has discretionary voting and investment authority over these shares.

(28) Scott Carpenter, Operations Manager of Geiger Counter Limited, has discretionary voting and investment authority over these shares.

(29) Markus Pfaff and Peter Zimmer of Universal Investment GMBH - Earth Energy Fund UI, have discretionary voting and investment authority over these shares.

(30) Martin Garzaron, Portfolio Manager of The Natural Resources Fund, has discretionary voting and investment authority over these shares.

(31) In addition to shares offered hereunder, this figure includes 80,000 shares issuable upon the exercise of warrants exercisable at \$3.10 per share until July 8, 2010.

(32) Tarek AbuZayyad, Attorney-in-Fact and Investment Manager of High Tide (Bermuda) Ltd., has discretionary voting and investment authority over these shares.

(33) Ashdon Select Managers, Daimler Chrysler Retirement Trust, Westcliff Aggressive Growth, LP, Westcliff Energy Partners, LP, Westcliff Foundation, Westcliff Fund, LP, Westcliff Long/Short, LP, Westcliff Master Fund, LP, Westcliff Partners, LP, Westcliff Small Cap Fund, LP, and Westcliff Venture Fund, LP, are investment limited partnerships and other clients of which Westcliff Capital Management, LLC ("Westcliff"), is the general partner and/or investment adviser. Richard S. Spencer, as managing member of Westcliff, has discretionary authority to purchase, vote and dispose of the securities on behalf of its clients. Westcliff and Mr. Spencer disclaim beneficial ownership as to such securities except to the extent of their respective pecuniary interests therein.

19

(34) Jeffery H. Porter, General Partner of Porter Partners, L.P., has discretionary voting and investment authority over these shares.

(35) In addition to shares offered hereunder, this figure includes 2,500 shares issuable upon the exercise of warrants exercisable at \$3.10 per share until July 8, 2010.

(36) Jeffery H. Porter, Investment Advisor of EDJ Limited, has discretionary voting and investment authority over these shares.

(37) Joshua Silverman, on behalf of Iroquois Master Fund Ltd., has discretionary voting and investment authority over these shares.

(38) In addition to shares offered hereunder, this figure includes 41,667 shares issuable upon the exercise of warrants exercisable at \$3.10 per share until July 8, 2010.

(39) Todd Myhre has discretionary voting and investment authority over these shares.

(40) John Sampson has discretionary voting and investment authority over these shares.

(41) In addition to shares offered hereunder, this figure includes 4,500 shares as well as an additional 2,250 shares issuable upon the exercise of warrants exercisable at \$3.10 per share until July 8, 2010.

(42) In addition to shares offered hereunder, this figure includes 6,250 shares as well as an additional 3,125 shares issuable upon the exercise of warrants exercisable at \$3.10 per share until July 8, 2010.

(43) Wayne and Christine Richards have discretionary voting and investment authority over these shares.

(44) Glenn Stoller has discretionary voting and investment authority over these shares.

(45) In addition to shares offered hereunder, this figure includes 5,000 shares as well as an additional 2,250 shares issuable upon the exercise of warrants exercisable at \$3.10 per share until July 8, 2010.

(46) Malcolm H. Gissen, as President of Malcolm H. Gissen & Associates Inc., portfolio manager on behalf of Encompass Fund, has discretionary voting and investment authority over these shares.

- (47) In addition to shares offered hereunder, this figure includes 10,000 shares as well as an additional 5,000 shares issuable upon the exercise of warrants exercisable at \$3.10 per share until July 8, 2010.
- (48) In addition to shares offered hereunder, this figure includes 5,000 shares issuable upon the exercise of warrants exercisable at \$3.10 per share until July 8, 2010.
- (49) In addition to shares offered hereunder, this figure includes 5,000 shares issuable upon the exercise of warrants exercisable at \$3.10 per share until July 8, 2010.
- (50) Rick Kung, President of 2035718 Ontario Inc., has discretionary voting and investment authority over these shares. .
- (51) Downsvie Capital, Inc. ("Downsvie") is the general partner of Cranshire Capital, L.P. ("Cranshire") and consequently has voting and investment authority over securities held by Cranshire. Keith A. Goodman, Chief Operating Officer of Downsvie, has voting and investment authority over Downsvie. As a result, each of Mr. Goodman, Downsvie and Cranshire may be deemed to have beneficial ownership (as determined under Section 13(d) of the Securities Exchange Act of 1934, as amended) of the shares owned by Cranshire which are being registered under the registration statement of which this prospectus forms a part.
- (52) In addition to shares offered hereunder, this figure includes 52,083 shares issuable upon the exercise of warrants exercisable at \$3.10 per share until July 8, 2010.
- (53) Jacqueline Barbara Ely, Director of Concept Trustees Ltd., has discretionary voting and investment authority over these shares.
- (54) Robert Patterson has discretionary voting and investment authority over these shares.

PLAN OF DISTRIBUTION

Timing of Sales

The Selling Securityholders may offer and sell the shares covered by this prospectus at various times. The Selling Securityholders will act independently of us in making decisions with respect to the timing, manner and size of each sale.

Offering Price

The Selling Securityholders may sell all or a portion of the shares of common stock beneficially owned by them and offered hereby from time to time directly or through one or more underwriters, broker-dealers or agents. If the shares of common stock are sold through underwriters or broker-dealers, the Selling Securityholders will be responsible for underwriting discounts or commissions or agent's commissions. The shares of common stock may be sold on the NYSE Amex Equities Exchange, any national securities exchange or quotation service on which the securities may be listed or quoted at the time of sale, or in transactions otherwise than on these exchanges or systems and in one or more transactions at fixed prices, at prevailing market prices at the time of the sale, at varying prices determined at the time of sale, or at negotiated prices. These sales may be effected in transactions, which may involve crosses or block transactions.

The shares may be sold by means of one or more of the following methods:

1. a block trade in which the broker-dealer so engaged will attempt to sell the shares as agent, but may position and resell a portion of the block as principal to facilitate the transaction;
2. purchases by a broker-dealer as principal and resale by that broker-dealer for its account pursuant to this prospectus;
3. ordinary brokerage transactions in which the broker solicits purchasers;
4. through options, swaps or derivative;
5. privately negotiated transactions; or
6. in a combination of any of the above methods.

The Selling Securityholders may sell their shares directly to purchasers or may use brokers, dealers, underwriters or agents to sell their shares. Brokers or dealers engaged by the Selling Securityholders may arrange for other brokers or dealers to participate. Brokers or dealers may receive commissions, discounts or concessions from the Selling Securityholders, or, if any such broker-dealer acts as agent for the purchaser of shares, from the purchaser in amounts to be negotiated immediately prior to the sale. The compensation received by brokers or dealers may, but is not expected to, exceed that which is customary for the types of transactions involved. Broker-dealers may agree with a Selling Securityholder to sell a specified number of shares at a stipulated price per share, and, to the extent the broker-dealer is unable to do so acting as agent for a Selling Securityholder, to purchase as principal any unsold shares at the price required to fulfill the broker-dealer commitment to the Selling Securityholder. Broker-dealers who acquire shares as principal may thereafter resell the shares from time to time in transactions, which may involve block transactions and sales to and through other broker-dealers, including transactions of the nature described above, in the over-the-counter market or otherwise at prices and on terms then prevailing at the time of sale, at prices then related to the then-current market price or in negotiated transactions. In connection with resales of the shares, broker-dealers may pay to commissions or receive from commissions the purchasers of shares as described above.

If our Selling Securityholders enter into arrangements with brokers or dealers, as described above, we are obligated to file a post-effective amendment to the registration statement of which this prospectus forms a part, disclosing such arrangements, including the names of any broker dealers acting as underwriters.

The Selling Securityholders and any broker-dealers or agents that participate with the Selling Securityholders in the sale of the shares may be deemed to be "underwriters" within the meaning of the Securities Act. In that event, any commissions received by broker-dealers or agents and any profit on the resale of the shares purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act.

Sales Pursuant to Rule 144

Any shares of common stock covered by this prospectus which qualify for sale pursuant to Rule 144 under the Securities Act, may be sold under Rule 144 rather than pursuant to this prospectus.

Regulation M

We have advised the selling security holders that the anti-manipulation rules of Regulation M under the Exchange Act may apply to sales of shares in the market and to the activities of the selling security holders and their affiliates. Regulation M under the Exchange Act prohibits, with certain exceptions, participants in a distribution from bidding for, or purchasing for an account in which the participant has a beneficial interest, any of the securities that are the

subject of the distribution. Accordingly, the Selling Securityholder is not permitted to cover short sales by purchasing shares while the distribution is taking place. Regulation M also governs bids and purchases made in order to stabilize the price of a security in connection with a distribution of the security. In addition, we will make copies of this prospectus available to the selling security holders for the purpose of satisfying the prospectus delivery requirements of the Securities Act.

State Securities Laws

Under the securities laws of some states, the shares may be sold in such states only through registered or licensed brokers or dealers. In addition, in some states the shares may not be sold unless the shares have been registered or qualified for sale in the state or an exemption from registration or qualification is available and is complied with.

Expenses of Registration

We are bearing all costs relating to the registration of the common stock. The Selling Securityholders, however, will pay any commissions or other fees payable to brokers or dealers in connection with any sale of the common stock.

DESCRIPTION OF SECURITIES TO BE REGISTERED

Our authorized capital stock consists of 750,000,000 shares of common stock with a par value of \$0.001 per share. As of July 10, 2009, there were 55,994,561 shares of our common stock issued and outstanding.

Upon liquidation, dissolution or winding up of our company, the holders of common stock are entitled to share ratably in all net assets available for distribution to common stockholders after payment to secured convertible promissory note holders and creditors. The common stock is not convertible or redeemable and has no pre-emptive, subscription or conversion rights. Each outstanding share of common stock is entitled to one vote on all matters submitted to a vote of stockholders. There are no cumulative voting rights. The holders of outstanding shares of common stock are entitled to receive dividends out of assets legally available therefore at such times and in such amounts as our Board of Directors may from time to time determine. In the event of a merger or consolidation all holders of common stock will be entitled to receive the same per share consideration.

An aggregate of

4,549,921 shares of our common stock issuable upon exercise of outstanding warrants to acquire shares of our common stock by the Selling Securityholders are offered by this prospectus as described herein. The purchase price and number of shares to be issued upon exercise of the warrants is subject to adjustment in certain cases, including, among others, in the event of a share reorganization, capital reorganization or other related transaction.

INTERESTS OF NAMED EXPERTS AND COUNSEL

Except as disclosed herein, no expert or counsel named in this prospectus as having prepared or certified any part of this prospectus or having given an opinion upon the validity of the securities being registered or upon other legal matters in connection with the registration or offering of the common stock offered hereby was employed on a contingency basis, or had, or is to receive, in connection with such offering, a substantial interest, direct or indirect, in the Company, nor was any such person connected with the Company as a promoter, managing or principal underwriter, voting trustee, director, officer or employee.

Lang Michener LLP, our independent legal counsel, has provided an opinion on the validity of the shares of our common stock that are the subject of this prospectus.

The consolidated financial statements for the year ended July 31, 2008 incorporated in this prospectus by reference from the Company's Annual Report on Form 10-K have been audited by Ernst & Young LLP, Chartered Accountants ("Ernst & Young"), an independent registered public accounting firm, as stated in their report dated October 22, 2008. The Company's financial statements for the period May 16, 2003 (inception) through December 31, 2006 were audited by Dale Matheson Carr-Hilton LaBonte LLP, Chartered Accountants ("DMCL"), an independent registered public accounting firm, as stated in their report dated February 26, 2007. The respective reports of Ernst & Young and DMCL, which are incorporated herein by reference from the Company's Annual Report on Form 10-K for the year ended July 31, 2008, and the consolidated financial statements for the year ended July 31, 2008 have been so incorporated in reliance upon such report given upon on the authority of such firms as experts in auditing and accounting.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The following documents filed by us with the SEC are incorporated by reference in this prospectus:

- Annual Report on Form 10-K for the fiscal year ended July 31, 2008, filed October 22, 2008;
- Quarterly Report on Form 10-Q for the quarter ended October 31, 2008, filed December 10, 2008;
- Quarterly Report on Form 10-Q for the quarter ended January 31, 2009, filed March 12, 2009
- Quarterly Report on Form 10-Q for the quarter ended April 30, 2009, filed June 11, 2009
- Current Reports on Form 8-K filed with the SEC on December 23, 2008, January 16, 2009, January 22, 2009, March 17, 2009, May 14, 2009, June 2, 2009, June 9, 2009, June 9, 2009, June 11, 2009, June 16, 2009 and June 30, 2009;
- The description of our common stock contained in the Registration Statement on Form 8-A, as filed with the SEC on December 12, 2005, as updated in the Company's 10-KSB for the Company's year ended December 31, 2005, as filed with the SEC on April 13, 2009, which describes the Company's forward stock split of 1.5-for-one of the Company's total issued and outstanding stock and authorized share capital, effective February 28, 2009, which increased the Company's authorized share capital to 750,000,000 shares of common stock.

All documents subsequently filed with the SEC by us pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to termination of the offering shall be deemed to be incorporated by reference into the prospectus.

We will provide to each person, including any beneficial owner, to whom a prospectus is delivered, a copy of any or all of the information that has been incorporated by reference in the prospectus but not delivered with the prospectus. We will provide this information, at no cost to the requester, upon written or oral request at the following address or

telephone number: Uranium Energy Corp., 9801 Anderson Mill Road, Suite 230, Austin, Texas, 78750; telephone number (512) 828-6980.

We file annual and quarterly reports, current reports on Form 8-K and proxy statements with the SEC. The public may read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F Street N.E., Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site (

<http://www.sec.gov>) that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC.

23

URANIUM ENERGY CORP.

13,849,755 Shares of Common Stock

PROSPECTUS

u , 2009

We have not authorized any dealer, salesperson or other person to give any information or represent anything not contained in or incorporated by reference into this prospectus. You must not rely on any unauthorized information. If anyone provides you with different or inconsistent information, you should not rely on it. This prospectus does not offer to sell any shares in any jurisdiction where it is unlawful. Neither the delivery of this prospectus, nor any sale made hereunder, shall create any implication that the information in this prospectus is correct after the date hereof.

PART II INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

The following is a list of the expenses to be incurred by us in connection with the preparation and filing of this registration statement. All amounts shown are estimates except for the SEC registration fee:

SEC Registration Fee	\$2,021
Accounting fees and expenses	\$10,000
Legal fees and expenses	\$25,000
Transfer agent and registrar fees	\$2,000
Fees and expenses for qualification under state securities laws	\$2,700
Miscellaneous	<u>\$1,000</u>
Total:	42,721

We are paying all expenses of the offering listed above. No portion of these expenses will be borne by the Selling Securityholders. The Selling Securityholders, however, will pay any other expenses incurred in selling their common stock, including any brokerage or underwriting discounts or commissions paid by the Selling Securityholders to broker-dealers in connection with the sale of their shares.

Item 15. Indemnification of Officers and Directors

Our officers and directors are indemnified as provided by the *Nevada Revised Statutes* ("NRS"), our Articles of Incorporation and our Bylaws.

NRS Section 78.7502 provides that:

(i) a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of the corporation, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful;

(ii) a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including amounts paid in settlement and attorneys' fees actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation. Indemnification may not be made for any claim, issue or matter as to which such a person has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals therefrom, to be liable to the corporation or for amounts paid in settlement to the corporation,

unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper; and

(iii) to the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding, or in defense of any claim, issue or matter therein, the corporation shall indemnify him against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense.

II-1

NRS Section 78.751 provides that we may make any discretionary indemnification only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances. The determination must be made:

- (a) by our stockholders;
- (b) by our board of directors by majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding;
- (c) if a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding so orders, by independent legal counsel in a written opinion;
- (d) if a quorum consisting of directors who were not parties to the action, suit or proceeding cannot be obtained, by independent legal counsel in a written opinion; or
- (e) by court order.

Our Certificate of Incorporation and Articles provide that no director or officer shall be personally liable to our company, any of our stockholders or any other for damages for breach of fiduciary duty as a director or officer involving any act or omission of such director or officer unless such acts or omissions involve intentional misconduct, fraud or a knowing violation of law, or the payment of dividends in violation of the General Corporate Law of Nevada.

Further, our Bylaws provide that we shall, to the fullest and broadest extent permitted by law, indemnify all persons whom we may indemnify pursuant thereto. We may, but shall not be obligated to, maintain insurance, at our expense, to protect ourselves and any other person against any liability, cost or expense. We shall not indemnify persons seeking indemnity in connection with any threatened, pending or completed action, suit or proceeding voluntarily brought or threatened by such person unless such action, suit or proceeding has been authorized by a majority of the entire Board of Directors.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers or persons controlling our company pursuant to the foregoing provisions, we have been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Item 16. Exhibits

Exhibit Number	Description of Exhibit
-------------------	------------------------

- 4.1* Form of warrant certificate
- 5.1* Opinion of Lang Michener LLP, with consent to use, regarding the legality of the securities being registered
- 23.1* Consent of Lang Michener LLP (included in Exhibit 5.1)
- 23.2* Consent of Independent Registered Public Accounting Firm, Ernst & Young, LLP
- 23.3* Consent of Independent Registered Public Accounting Firm, Dale Matheson Carr-Hilton LaBonte, LLP
- 24.1 Power of Attorney (included on signature pages to the registration statement)

* Filed herewith.

II-2

Item 17. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that the undertakings set forth in paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) above do not apply if the registration statement is on Form S-3 or Form F-3 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is a part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

II-3

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Vancouver, Province of British Columbia, Canada, on July 13, 2009.

URANIUM ENERGY CORP.

By: "Amir Adnani"
Amir Adnani
President, Chief Executive Officer and
Director

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Amir Adnani as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this registration statement, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Edgar Filing: GOODRICH PETROLEUM CORP - Form DEF 14A

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature NAME	Title TITLE	Date
<u>"Amir Adnani"</u> Amir Adnani	President, Chief Executive Officer and Director	July 13, 2009
<u>"Pat Obara"</u> Pat Obara	Secretary, Treasurer and Chief Financial Officer	July 13, 2009
<u>"Alan P. Lindsay"</u> Alan P. Lindsay	Chairman and ad Director	July 13, 2009
<u>"Harry L. Anthony"</u> Harry L. Anthony	Chief Operating Officer and a Director	July 13, 2009
<u>"Ivan Obolensky"</u> Ivan Obolensky	Director	July 13, 2009
<u>"Erik Essiger"</u> Erik Essiger	Director	July 13, 2009
<u>"Vincent Della Volpe"</u> Vincent Della Volpe	Director	July 13, 2009
<u>"Mark Katsumata"</u> Mark Katsumata	Director	July 13, 2009