

GULFPORT ENERGY CORP
Form SC 13D/A
December 07, 2011

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 14)*

GULFPORT ENERGY CORPORATION
(Name of Issuer)

Shares of Common Stock, par value \$.01 per share
(Title of Class of Securities)

402635304
(CUSIP Number)

Arthur H. Amron, Esq.
Wexford Capital LP
411 West Putnam Avenue
Greenwich, CT 06830
(203) 862-7012
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

December 5, 2011
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box.☐

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See section 240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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 ("Act") or other subject to the liabilities of that section of Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 402635304

1	Names of Reporting Persons. I.R.S. Identification Nos. of above Persons (entities only)	CD Holding Company, LLC	
2	Check the Appropriate Box if a Member of a Group (See Instructions)		(a) x (b) o
3	SEC Use Only		
4	Source of Funds (See Instructions)		OO
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)		o
6	Citizenship or Place of Organization	Delaware	
Number of Shares	7 Sole Voting Power		0
Beneficially Owned by Each Reporting Person With	8 Shared Voting Power (see Item 5 below) 9 Sole Dispositive Power 10 Shared Dispositive Power (see Item 5 below)	7,415,786	
11	Aggregate Amount Beneficially Owned by Each Reporting Person	7,415,786	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)		o
13	Percent of Class Represented by Amount in Row (11)	13.34%	
14	Type of Reporting Person (See Instructions)		OO

CUSIP No. 402635304

1	Names of Reporting Persons. I.R.S. Identification Nos. of above Persons (entities only)	Charles E. Davidson
2	Check the Appropriate Box if a Member of a Group (See Instructions)	(a) x (b) o
3	SEC Use Only	
4	Source of Funds (See Instructions)	OO
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	o
6	Citizenship or Place of Organization	United States
Number of	7	Sole Voting Power
Shares		0
Beneficially	8	Shared Voting Power (see Item 5 below)
Owned by		7,415,786
Each	9	Sole Dispositive Power
Reporting		0
Person With	10	Shared Dispositive Power (see Item 5 below)
		7,415,786
11	Aggregate Amount Beneficially Owned by Each Reporting Person	7,415,786
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	o
13	Percent of Class Represented by Amount in Row (11)	13.34%
14	Type of Reporting Person (See Instructions)	IN

SCHEDULE 13D

This Amendment No. 14 to Schedule 13D modifies and supplements the Schedule 13D (the "Statement") initially filed on July 22, 1997, amended and restated in its entirety by Amendment No. 1 to the Statement filed on July 30, 1997, and further amended by Amendment No. [sic] 1 to the Statement filed on June 12, 1998, Amendment No. 3 to the Statement filed on January 21, 1999, Amendment No. 4 to the Statement filed on October 20, 1999, Amendment No. 5 to the Statement filed on June 27, 2001, Amendment No. 6 to the Statement filed on April 9, 2002, Amendment No. 7 to the Statement filed on April 29, 2002, Amendment No. 8 to the Statement filed on September 28, 2004, Amendment No. 9 to the Statement filed on March 3, 2005, Amendment No. 10 to the Statement filed on May 3, 2006, Amendment No. 11 to the Statement filed on February 5, 2007, Amendment No. 12 to the Statement filed on December 29, 2010 and Amendment No. 13 to the Statement filed on April 7, 2011 with respect to the common stock, \$0.01 par value per share (the "Common Stock"), of GULFPORT ENERGY CORPORATION, a Delaware corporation (the "Company"). Except to the extent supplemented by the information contained in this Amendment No. 14, the Statement, as amended as provided above, remains in full force and effect. Capitalized terms used herein without definition have the respective meanings ascribed to them in the Statement.

Item 4.

Purpose of Transaction.

Item 4 of the Statement is hereby amended to add the following:

CD Holding Company, LLC ("CD Holding") entered into that certain Underwriting Agreement, with Credit Suisse Securities (USA) LLC as the representative (the "Representative") of the several underwriters named therein (the "Underwriters") and the Company (the "Underwriting Agreement"), providing for an underwritten public offering of shares of Common Stock by the Company and CD Holding (the "Offering"). Pursuant to the Underwriting Agreement, the Company and CD Holding agreed to sell to the Underwriter, and the Underwriter agreed to buy from the Company and CD Holding, in the Offering an aggregate of 5,000,000 shares of Common Stock of which 4,000,000 were offered by the Company and 1,000,000 were offered by CD Holding under the Registration Statement (File No. 333-175435), which automatically became effective on July 11, 2011, and related preliminary prospectus supplement filed by the Company with the Commission on November 29, 2011 and final prospectus supplement filed by the Company with the Commission on November 30, 2011. In connection with the Offering, the Underwriters were granted a 30-day option to purchase up to an additional 600,000 shares of Common Stock from the Company and up to an additional 150,000 shares of Common Stock from CD Holding, solely to cover over-allotments, which option was exercised by the Underwriters in full on November 29, 2011. The purchase price paid by the Underwriters to CD Holding for the shares sold in the Offering was \$27.84 per share. The Offering closed on December 5, 2011.

In connection with its entry into the Underwriting Agreement, CD Holding entered into a Lock-Up Agreement on November 29, 2011 (the "Lock Up Agreement"), pursuant to which it agreed that, subject to certain exceptions, it will not offer, sell, contract to sell, pledge, or otherwise dispose of, directly or indirectly, any shares of Common Stock or securities convertible into or exchangeable or exercisable for any shares of Common Stock, enter into a transaction that would have the same effect, or enter into any swap, hedge or other arrangement that transfers, in whole or in part, any of the economic consequences of ownership of Common Stock, whether any of these transactions are to be settled by delivery of Common Stock or other securities, in cash or otherwise, or publicly disclose the intention to make any offer, sale, pledge or disposition, or to enter into any transaction, swap, hedge or other arrangement, without in each case, the prior written consent of the Representative for a period of 90 days after November 29, 2011.

An additional 7,415,786 shares of Common Stock owned by CD Holding remain registered by the Company with the Commission for resale. Subject to the restrictions on transfers set forth in the Lock-Up Agreement discussed above, CD Holding may sell additional shares in the future, but has no present plans to do so.

Item 5.

Interest in Securities of the Issuer.

The aggregate number and percentage of shares of Common Stock beneficially owned by the Reporting Persons (on the basis of 55,605,254 shares of Common Stock issued and outstanding as reported in the Company's final prospectus supplement filed with the Commission on November 29, 2011, after giving effect to the sale of the Company's shares of Common Stock in the Offering and over-allotment) are as follows:

CD Holding Company, LLC

(a) Amount	7,415,786	Percent of class:	13.34%
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beneficially owned:

(b) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 7,415,786

(iii) Sole power to dispose or to direct the disposition 0

of:

(iv) Shared power to dispose or to direct the 7,415,786

disposition of:

Charles E. Davidson

(a) Amount	7,415,786	Percent of class:	13.34%
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beneficially owned:

(b) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 7,415,786

(iii) Sole power to dispose or to direct the disposition 0

of:

(iv) Shared power to dispose or to direct the 7,415,786

disposition of:

Charles E. Davidson may, by reason of his status as the sole manager of CD Holding, be deemed to own beneficially the Common Stock owned by CD Holding.

Except as set forth in Item 4 above, neither CD Holding nor the other Reporting Person has effected any transactions in Common Stock during the 60 days preceding the date of this Amendment No. 14 to the Statement.

Item 6.

Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the

Issuer.

In addition to the contracts, arrangements, understandings and/or relationships previously disclosed by the Reporting Persons under Item 6 of the Statement, as previously amended, CD Holding entered into the Underwriting Agreement and the Lock-Up Agreement on November 29, 2011 in connection with the Offering. The Underwriting Agreement, the Lock-Up Agreement and the Offering are described in more detail under Item 4 above. The Underwriting Agreement was filed by the Company with the Commission as Exhibit 1.1 to its Current Report on Form 8-K on December 5, 2011 and is incorporated by reference as Exhibit A herein.

Item 7. Items to be Filed as Exhibits.

Exhibit A:

Underwriting Agreement, dated November 29, 2011, by and among the Company, CD Holding and the Representative (incorporated by reference to Exhibit 1.1 to the Company's Current Report on Form 8-K filed by the Company with the Commission on December 5, 2011).

* * * * *

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 7, 2011

CD Holding Company, LLC

By: / s / C h a r l e s E .
 Davidson
Name: C h a r l e s E .
 Davidson
Title: Manager

/s/Charles E. Davidson
Charles E. Davidson