

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

**FORM S-8  
REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**GULFPORT ENERGY CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**73-1521290**  
(I.R.S. Employer  
Identification No.)

**3001 Quail Springs Parkway**  
**Oklahoma City, Oklahoma**  
(Address of Principal Executive Offices)

**73134**  
(Zip Code)

**GULFPORT ENERGY CORPORATION**  
**2019 AMENDED AND RESTATED STOCK INCENTIVE PLAN**  
(Full title of the plan)

**Patrick K. Craine**  
**General Counsel and Corporate Secretary**  
**Gulfport Energy Corporation**  
**3001 Quail Springs Parkway**  
**Oklahoma City, Oklahoma 73134**  
**(405) 252-4600**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*With a Copy to:*

**Clinton W. Rancher**  
**Baker Botts L.L.P.**  
**910 Louisiana Street**  
**Houston, Texas 77002**  
**(713) 229-1234**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>		Smaller reporting company	<input type="checkbox"/>
			Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common stock, par value \$0.01 per share	5,000,000	\$2.60	\$13,000,000	\$1,575.60

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover such indeterminate number of additional shares of common stock, par value \$0.01 per share, of Gulfport Energy Corporation ("Common Stock") as may become issuable under the Gulfport Amended and Restated 2019 Stock and Incentive Plan (the "Plan") as a result of the antidilution and similar provisions thereof.

- (2) Estimated pursuant to Rule 457(c) and (h) under the Securities Act solely for the purposes of calculating the registration fee based upon the average of the high and low prices of the Common Stock as reported on the NASDAQ Global Select Market on August 23, 2019.
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## EXPLANATORY NOTE

### REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement on Form S-8 relates to the registration of 5,000,000 additional shares (the “Shares”) of common stock, par value of \$0.01 per share (“Common Stock”), of Gulfport Energy Corporation (“Gulfport” the “Company”), issuable pursuant to the Gulfport Energy Corporation 2019 Amended and Restated Stock Incentive Plan (as amended and restated, the “Plan”), which amendment and restatement, at the recommendation of the Gulfport Board of Directors, was approved by the stockholders of the Company on June 6, 2019. The maximum aggregate number of shares of Common Stock that may be issued under the Plan is 12,500,000 shares, which includes the shares previously registered under the following Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission (the “SEC”) by Gulfport (collectively, the “Prior Registration Statements”):

- (a) Registration Statement on Form S-8 (No. 333-55738) filed on [February 16, 2001](#) registering 627,337 shares of Common Stock;
- (b) Registration Statement on Form S-8 (No. 333-129178) filed on [October 21, 2005](#) registering 777,269 shares of Common Stock;
- (c) Registration Statement on Form S-8 (No. 333-135728) filed on [July 12, 2006](#) registering 1,595,394 shares of Common Stock; and
- (d) Registration Statement on Form S-8 (No. 333-206564) filed on [August 25, 2015](#) registering 4,500,000 shares of Common Stock.

This Registration Statement relates to securities of the same class as those to which the Prior Registration Statements relate, and the Company is filing this Registration Statement to register the Shares pursuant to General Instruction E of Form S-8 under the Securities Act of 1933, as amended (the “Securities Act”). The contents of the Prior Registration Statements are incorporated by reference into this Registration Statement, except that the provisions contained in such Prior Registration Statements are modified as set forth herein.

## PART II

### Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
4.1	<a href="#"><u>Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Form8-K, File No. 000-19514, filed by the Company with the SEC on April 26, 2006).</u></a>
4.2	<a href="#"><u>Certificate of Amendment No. 1 to Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.2 to Form10-Q, File No. 000-19514, filed by the Company with the SEC on November 6, 2009).</u></a>
4.3	<a href="#"><u>Certificate of Amendment No. 2 to Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Form8-K, File No. 000-19514, filed by the Company with the SEC on July 23, 2013).</u></a>
4.4	<a href="#"><u>Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Form8-K, File No. 000-19514, filed by the Company with the SEC on July 12, 2006).</u></a>
4.5	<a href="#"><u>First Amendment to the Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Form8-K, File No. 000-19514, filed by the Company with the SEC on July 23, 2013).</u></a>
4.6	<a href="#"><u>Second Amendment to the Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.1 to the Form8-K, File No. 000-19514, filed by the Company with the SEC on May 2, 2014).</u></a>
4.7	<a href="#"><u>Form of Common Stock certificate (incorporated by reference to Exhibit 4.1 to Amendment No.2 to the Registration Statement on Form SB-2, File No. 333-115396, filed by the Company with the SEC on July 22, 2004).</u></a>
4.8	<a href="#"><u>Registration Rights Agreement, dated as of February 17, 2017, by and between Gulfport Energy Corporation and Vitruvian II Woodford, LLC (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K, File No. 000-19514, filed by the Company with the SEC on February 24, 2017).</u></a>
4.9	<a href="#"><u>2019 Amended and Restated Stock Incentive Plan (incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A, File No. 000-19514, filed by the Company with the SEC on April 30, 2019).</u></a>
5.1*	<a href="#"><u>Opinion of Baker Botts L.L.P. with respect to legality of securities.</u></a>
23.1*	<a href="#"><u>Consent of Grant Thornton LLP.</u></a>
23.2*	<a href="#"><u>Consent of Netherland, Sewell &amp; Associates, Inc.</u></a>
23.3*	<a href="#"><u>Consent of Baker Botts L.L.P. (included as part of Exhibit 5.1).</u></a>
24.1*	<a href="#"><u>Power of Attorney (set forth in the signature page of this Registration Statement).</u></a>

\* Filed herewith.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, State of Oklahoma, on August 28, 2019.

**GULFPORT ENERGY CORPORATION**

By: /s/ Patrick K. Craine  
Patrick K. Craine  
General Counsel and Corporate Secretary

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**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Patrick K. Craine and Quentin R. Hicks, and each of them, any of whom may act without the joinder of the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or would do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David M. Wood</u> David M. Wood	President, Chief Executive Officer and Director (Principal Executive Officer)	August 28, 2019
<u>/s/ Quentin R. Hicks</u> Quentin R. Hicks	Executive Vice President and Chief Financial Officer (Principal Accounting and Financial Officer)	August 28, 2019
<u>/s/ David L. Houston</u> David L. Houston	Chairman of the Board	August 28, 2019
<u>/s/ Deborah G. Adams</u> Deborah G. Adams	Director	August 28, 2019
<u>/s/ Craig Groeschel</u> Craig Groeschel	Director	August 28, 2019
<u>/s/ C. Doug Johnson</u> C. Doug Johnson	Director	August 28, 2019
<u>/s/ Ben T. Morris</u> Ben T. Morris	Director	August 28, 2019
<u>/s/ Scott E. Streller</u> Scott E. Streller	Director	August 28, 2019
<u>/s/ Paul D. Westerman</u> Paul D. Westerman	Director	August 28, 2019

**BAKER BOTTS** LLP

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HOUSTON	WASHINGTON

August 28, 2019

Gulfport Energy Corporation  
3001 Quail Springs Parkway  
Oklahoma City, Oklahoma 73134

Ladies and Gentlemen:

As set forth in the Registration Statement on FormS-8 (the “**Registration Statement**”) to be filed on the date hereof by Gulfport Energy Corporation, a Delaware corporation (the “**Company**”), with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Securities Act**”), relating to an additional 5,000,000 shares (the “**Shares**”) of common stock, par value \$0.01 per share, of the Company (the “**Common Stock**”), issuable pursuant to the Gulfport Energy Corporation Amended and Restated 2019 Stock Incentive Plan (the “**Plan**”), certain legal matters in connection with the Shares are being passed upon for you by us. At your request, this opinion is being furnished to you for filing as Exhibit 5.1 to the Registration Statement.

In our capacity as your counsel in the connection referred to above, we have examined originals, or copies certified or otherwise identified, of (i) the Company’s Restated Certificate of Incorporation and Amended and Restated Bylaws, each as amended to date, (ii) the Plan, (iii) corporate records of the Company, as furnished to us by the Company, (iv) certificates of public officials and of representatives of the Company, (v) statutes and (vi) other instruments and documents as a basis for the opinions hereinafter expressed. In giving such opinions, we have relied upon certificates of officers of the Company and of public officials with respect to the accuracy of the factual matters contained in such certificates.

In making our examination, we have assumed, without independent investigation, that the signatures on all documents examined by us are genuine, that all documents submitted to us as originals are accurate and complete, that all documents submitted to us as copies are true and correct copies of the originals thereof and that all information submitted to us was accurate and complete. In addition, we have assumed that at or prior to the time of the delivery of any shares of Common Stock, the Registration Statement will be effective under the Securities Act. We have also assumed that the consideration received by the Company for the Shares will not be less than the par value of the Shares.

On the basis of the foregoing, and subject to the assumptions, limitations and qualifications hereinafter set forth, we are of the opinion that following due authorization of a particular award as provided in and in accordance with the Plan, the Shares issuable pursuant to such award will have been duly authorized by all necessary corporate action on the part of the Company. Upon issuance and delivery of such Shares from time to time pursuant to the terms of such award for the consideration established pursuant to the terms of the Plan and otherwise in accordance with the terms and conditions of such award, including, if applicable, the lapse of any restrictions relating thereto, the satisfaction of any performance conditions associated therewith and any requisite determinations by or pursuant to the authority of the Board of Directors of the Company or a duly constituted and acting committee thereof as provided therein, and, in the case of stock options, the exercise thereof and payment for such Shares as provided therein, such Shares will be validly issued, fully paid and nonassessable.

The opinions set forth above are limited in all respects to matters of the General Corporation Law of the State of Delaware, as in effect on the date hereof.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ BAKER BOTTS L.L.P.

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our reports dated February 28, 2019, with respect to the consolidated financial statements and internal control over financial reporting of Gulfport Energy Corporation included in the Annual Report on Form 10-K for the year ended December 31, 2018, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement.

/s/ GRANT THORNTON LLP

Oklahoma City, Oklahoma  
August 28, 2019



**CONSENT OF INDEPENDENT PETROLEUM ENGINEERS AND GEOLOGISTS**

As independent petroleum engineers, we hereby consent to the inclusion of information included or incorporated by reference in this Registration Statement on Form S-8 (the "Form S-8") of Gulfport Energy Corporation (the "Company") with respect to the information from our firm's reserves report dated February 1, 2019, on oil and gas reserves of Gulfport Energy Corporation and its subsidiaries, as of December 31, 2018, located in the United States and information from our prior reserve reports and to all references to our firm included or incorporated by reference in the Form S-8.

NETHERLAND, SEWELL & ASSOCIATES, INC.

By: /s/ Danny D. Simmons

Danny D. Simmons, P.E.

President and Chief Operating Officer

Houston, Texas  
August 28, 2019