

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): September 3, 2024

GULFPORT ENERGY CORPORATION
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-19514
(Commission File Number)

86-3684669
(I.R.S. Employer
Identification Number)

713 Market Drive
Oklahoma City, Oklahoma
(Address of principal executive offices)

73114
(Zip code)

(405) 252-4600
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered	Trading Symbol
Common stock, par value \$0.0001 per share	The New York Stock Exchange	GPOR

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

On September 3, 2024, Gulfport Energy Corporation (“Gulfport”) issued a press release announcing the commencement of an offering by Gulfport Energy Operating Corporation, a wholly owned subsidiary of Gulfport (the “Company”), of \$500 million aggregate principal amount of Senior Notes due 2029 (the “Offering”) in a private placement to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and to non-U.S. persons outside the United States pursuant to Regulation S under the Securities Act. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

On September 3, 2024, Gulfport also issued a press release announcing the commencement by the Company of a cash tender offer to purchase (the “Tender Offer”) any and all of the outstanding 8.0% Senior Notes due 2026 (the “Tender Notes”). The Tender Offer is being made pursuant to the terms and conditions described in the Company’s Offer to Purchase, dated September 3, 2024 (the “Offer to Purchase”), including the Company’s completion of a contemporaneous debt financing by the Company on terms and conditions (including, but not limited to, the amount of proceeds raised in such financing) satisfactory to the Company and Gulfport. A copy of the press release is furnished as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Substantially concurrently with the completion of the Offering, the Company expects to close an amendment to its existing revolving credit facility to, among other things, (i) increase elected commitments to \$1,000 million, (ii) extend the maturity date to four years from the closing of the amendment, (iii) decrease pricing and (iv) increase the maximum permitted net funded leverage ratio. The amendment becoming effective is conditioned upon customary conditions. There can be no assurance that such amendment will be entered into on the anticipated terms or timeframe, or at all, and the Offering is not conditioned upon the effectiveness of such amendment.

The information in the press releases is being furnished, not filed, pursuant to Item 7.01. Accordingly, the information in the press releases will not be incorporated by reference into any registration statement filed by Gulfport under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

Forward Looking Statements

The statements described herein that are not historical facts are forward-looking statements within the meaning of Section 27A of the Securities Act, and Section 21E of the Exchange Act. These statements could contain words such as “possible,” “intend,” “will,” “if,” “expect,” or other similar expressions. Forward-looking statements are based on management’s current expectations and assumptions, and are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. As a result, actual results could differ materially from those indicated in these forward-looking statements. Factors that may cause actual results to vary include, but are not limited to, risks relating to the terms and timing for completion of the amendment to the revolving credit facility, the Offering and the Tender Offer, including the acceptance for purchase of any Tender Notes validly tendered and the expected expiration time and the satisfaction or waiver of certain conditions of the Tender Offer, conditions in financial markets, investor response to the Offering and the Tender Offer, and other risk factors as detailed from time to time in Gulfport Energy Corporation’s reports filed with the U.S. Securities and Exchange Commission. Should one or more of these risks or uncertainties materialize (or the other consequences of such a development worsen), or should underlying assumptions prove incorrect, actual results may vary materially from those indicated or expressed or implied by such forward-looking statements. All subsequent written and oral forward-looking statements attributable to the company or to persons acting on our behalf are expressly qualified in their entirety by reference to these risks and uncertainties. You should not place undue reliance on forward-looking statements. Each forward-looking statement speaks only as of the date of the particular statement, and we undertake no obligation to publicly update or revise any forward-looking statements to reflect events or circumstances that occur, or which we become aware of, after the date hereof, except as otherwise may be required by law.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Press release of Gulfport Energy Corporation, dated September 3, 2024, announcing the Offering.](#)

99.2 [Press release of Gulfport Energy Corporation, dated September 3, 2024, announcing the Tender Offer.](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GULFPORT ENERGY CORPORATION

Date: September 3, 2024

By: /s/ Michael Hodges
Michael Hodges
Chief Financial Officer

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Gulfport Energy Announces Private Offering of \$500 Million of Senior Notes

September 3, 2024

OKLAHOMA CITY--(BUSINESS WIRE)-- Gulfport Energy Corporation (NYSE: GPOR) (“Gulfport” or the “Company”) announced today that Gulfport Energy Operating Corporation (“Gulfport Operating”), a wholly owned subsidiary of Gulfport, intends to offer \$500 million aggregate principal amount of Senior Notes due 2029 (the “Notes”) in a private placement to eligible purchasers. The Notes are expected to be unconditionally guaranteed by Gulfport and Gulfport’s wholly owned subsidiaries that guarantee Gulfport Operating’s credit facility and certain other debt.

Concurrent with this offering, Gulfport Operating commenced a tender offer (the “Tender Offer”) to purchase for cash any and all of its 8.0% Senior Notes due 2026 (the “Tender Notes”) validly tendered and accepted for purchase. Gulfport Operating intends to use the net proceeds from the proposed offering, together with cash on hand and available borrowings under its credit facility, to purchase the Tender Notes pursuant to the Tender Offer and to pay any related premiums and expenses. Gulfport Operating intends to use the remainder, if any, of the net proceeds from the proposed offering, together with cash on hand and available borrowings under its credit facility, to redeem the remaining Tender Notes on or prior to May 17, 2025, the par call date for the Tender Notes, at a redemption price of 100.000% of the principal amount thereof, plus accrued and unpaid interest thereon, if any, to the redemption date. Pending application of the proceeds for any such redemption, Gulfport Operating may apply the proceeds for general corporate purposes, including to reduce borrowings under its revolving credit facility, to make temporary investments in cash and short term investments or to deposit funds with the trustee for the Tender Notes sufficient to satisfy and discharge the obligations under the related indenture.

The Notes and the related guarantees will be offered and sold to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and to non-U.S. persons outside the United States pursuant to Regulation S under the Securities Act. The offer and sale of the Notes and the related guarantees have not been registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any of the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

This press release does not constitute an offer to purchase or a solicitation of an offer to sell any of the Tender Notes. The Tender Offer is being made only by and pursuant to, and on the terms and conditions set forth in, the Offer to Purchase dated September 3, 2024.

About Gulfport

Gulfport is an independent natural gas-weighted exploration and production company focused on the exploration, acquisition and production of natural gas, crude oil and NGL in the United States with primary focus in the Appalachia and Anadarko basins. Our principal properties are located in eastern Ohio targeting the Utica and Marcellus formations and in central Oklahoma targeting the SCOOP Woodford and SCOOP Springer formations.

Forward-Looking Statements

This press release includes “forward-looking statements” for purposes of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements are statements other than statements of historical fact. They include statements regarding the proposed offering of the Notes, the intended use of proceeds therefrom and other matters relating to the proposed offering and the Tender Offer. Although Gulfport believes the expectations and forecasts reflected in the forward-looking statements are reasonable, Gulfport can give no assurance they will prove to have been correct. They can be affected by inaccurate or changed assumptions or by known or unknown risks and uncertainties. Important risks, assumptions and other important factors that could cause future results to differ materially from those expressed in the forward-looking statements are described under “Risk Factors” in Item 1A of Gulfport’s annual report on Form 10-K for the year ended December 31, 2023 and any updates to those factors set forth in Gulfport’s subsequent quarterly reports on Form 10-Q or current reports on Form 8-K. Gulfport undertakes no obligation to release publicly any revisions to any forward-looking statements, to report events or to report the occurrence of unanticipated events.

Investor Contact:

Jessica Antle – Vice President, Investor Relations
jantle@gulfportenergy.com
405-252-4550

Gulfport Energy Announces Tender Offer for Its 8.0% Senior Notes Due 2026

September 3, 2024

OKLAHOMA CITY--(BUSINESS WIRE)-- Gulfport Energy Corporation (NYSE: GPOR) (“Gulfport” or the “Company”) announced today that Gulfport Energy Operating Corporation (“Gulfport Operating”), a wholly owned subsidiary of Gulfport, commenced a cash tender offer (the “Tender Offer”) to purchase any and all of the outstanding senior notes (the “Notes”) listed in the following table upon the terms and conditions described in Gulfport Operating’s Offer to Purchase, dated September 3, 2024 (the “Offer to Purchase”).

Certain information regarding the Notes and the U.S. Treasury Reference Security, the Bloomberg reference page and the fixed spread is set forth in the table below.

Title of Security	CUSIP Numbers	Principal Amount Outstanding	U.S. Treasury Reference Security	Bloomberg Reference Page	Fixed Spread (basis points)
8.0% Senior Notes due 2026 ⁽¹⁾	402635AQ9 (1145) / 402635AR7 (144A) / 402635AS5 (ACCD INV) / U40347AH6 (Reg S)	\$ 550,000,000	4.250% U.S. Treasury due May 31, 2025	FIT 3	0

(1) The Notes are callable at a redemption price of 100.000% of the principal amount thereof, plus accrued and unpaid interest, starting on May 17, 2025.

The “Purchase Price” for each \$1,000 principal amount of the Notes validly tendered, and not validly withdrawn, and accepted for purchase pursuant to the Tender Offer will be determined in the manner described in the Offer to Purchase by reference to the fixed spread specified above plus the yield based on the bid-side price of the U.S. Treasury Reference Security specified above, as quoted on the Bloomberg Bond Trader FIT 3 series of pages, at 2:00 p.m. New York City time, on September 9, 2024, the date on which the Tender Offer is currently scheduled to expire. The Purchase Price will be based on a yield to May 17, 2025, the date of the next specified redemption price reduction under the indenture governing the Notes, and assuming the Notes are redeemed on May 17, 2025, at the specified redemption price for such date of 100.000% of the principal amount, as described in the Offer to Purchase.

In addition to the Purchase Price, holders whose Notes are purchased pursuant to the Tender Offer will also receive accrued and unpaid interest thereon from the last interest payment date up to, but not including, the initial date on which Gulfport Operating makes payment for such Notes, which date is currently expected to be September 13, 2024, assuming that the Tender Offer is not extended or earlier terminated.

The Tender Offer is being made pursuant to the terms and conditions contained in the Offer to Purchase and Notice of Guaranteed Delivery, copies of which may be obtained from D.F. King & Co., Inc., the tender agent and information agent for the Tender Offer, by calling (888) 626-0988 or, for banks and brokers, (212) 269-5550. Copies of the Offer to Purchase and Notice of Guaranteed Delivery are also available at the following web address: www.dfking.com/GPOR; or by requesting via email at GPOR@dfking.com.



The Tender Offer will expire at 5:00 p.m., New York City time, on September 9, 2024 unless extended or earlier terminated (such time and date, as the same may be extended, the “Expiration Time”). Tendered Notes may be withdrawn at any time before the Expiration Time. Holders of Notes must validly tender and not validly withdraw their Notes (or comply with the procedures for guaranteed delivery) before the Expiration Time to be eligible to receive the consideration for their Notes.

Settlement for all Notes tendered prior to the Expiration Time or pursuant to a Notice of Guaranteed Delivery is expected to be September 13, 2024, assuming that the Tender Offer is not extended or earlier terminated.

There can be no assurance that any Notes will be purchased. The Tender Offer is conditioned upon the satisfaction of certain conditions, including the completion of a contemporaneous debt financing (the “Debt Financing”) by Gulfport Operating on terms and conditions (including, but not limited to, the amount of proceeds raised in such financing) satisfactory to Gulfport Operating and Gulfport. The Tender Offer is not conditioned upon any minimum amount of Notes being tendered. The Tender Offer may be amended, extended, terminated or withdrawn.

Gulfport Operating intends to use the net proceeds from the Debt Financing to fund the Tender Offer. Gulfport Operating intends to use the remainder, if any, of the net proceeds from the Debt Financing, together with cash on hand and available borrowings under its credit facility, to redeem the remaining Tender Notes on or prior to May 17, 2025, the par call date for the Tender Notes, at a redemption price of 100.000% of the principal amount thereof, plus accrued and unpaid interest thereon, if any, to the redemption date. Pending application of the proceeds for any such redemption, Gulfport Operating may apply the proceeds for general corporate purposes, including to reduce borrowings under its revolving credit facility, to make temporary investments in cash and short term investments or to deposit funds with the trustee for the Tender Notes sufficient to satisfy and discharge the obligations under the related indenture.

Gulfport Operating has retained J.P. Morgan Securities LLC to serve as the exclusive Dealer Manager for the Tender Offer. Questions regarding the terms of the Tender Offer may be directed to J.P. Morgan Securities LLC, Liability Management Group, U.S. toll free at (866) 834-4666 or collect at (212) 834-4045.

This press release is neither an offer to purchase nor a solicitation of an offer to sell any Notes in the Tender Offer and does not constitute a notice of redemption for the Notes.

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