

Edgar Filing: Gastar Exploration Inc. - Form 8-K

Gastar Exploration Inc.  
Form 8-K  
February 23, 2017

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): February 22, 2017 (February 22, 2017)

GASTAR EXPLORATION INC.

(Exact Name of Registrant as Specified in its Charter)

|                                                   |                          |                                      |
|---------------------------------------------------|--------------------------|--------------------------------------|
| DELAWARE                                          | 001-35211                | 38-3531640                           |
| (State or other jurisdiction<br>of incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |

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1331 LAMAR STREET, SUITE 650  
HOUSTON, TEXAS 77010  
(Address of principal executive offices)

(713) 739-1800

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



## SECTION 7 - REGULATION FD

### Item 7.01 Regulation FD Disclosure.

On February 22, 2017, Gastar Exploration Inc. (the “Company”) announced that it has conditionally called for redemption all \$325 million outstanding principal of its 8-5/8% Senior Secured Notes Due 2018 (CUSIP No. 36729W AA1) (the “Notes”) for redemption on March 24, 2017 (the “Redemption Date”) at a redemption price of 102.156% of the principal amount of the Notes (the “Redemption Price”), plus accrued and unpaid interest to but not including the Redemption Date. The redemption of the Notes is conditioned upon the completion, on or before March 21, 2017, of the financings contemplated in the previously announced Securities Purchase Agreement dated as of February 16, 2017, by and among Gastar and certain purchasers affiliated with Ares Management, L.P. Gastar expects the financings will be completed by the end of this month. Gastar will publicly announce and notify the holders and the indenture trustee for the Notes if the foregoing condition is not satisfied, whereupon the redemption will be revoked. A copy of the Company's press release, dated February 22, 2017, is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information presented herein under Item 7.01 and set forth in the attached press release included as Exhibit 99.1 to this report is deemed to be “furnished” solely pursuant to Item 7.01 of this report and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall such information or the exhibit be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended or the Exchange Act.

## SECTION 9 – FINANCIAL STATEMENTS AND EXHIBITS

### Item 9.01 Financial Statements and Exhibits.

#### (d) Exhibits

The following is a list of exhibits furnished as part of this Form 8-K:

| Exhibit No. | Description of Document |
|-------------|-------------------------|
|-------------|-------------------------|

|      |                                        |
|------|----------------------------------------|
| 99.1 | Press release dated February 22, 2017. |
|------|----------------------------------------|

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.

GASTAR  
EXPLORATION

Date: February 22, 2017 INC.

/s/ J. Russell  
By: Porter  
J. Russell Porter  
President and  
Chief Executive  
Officer

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EXHIBIT INDEX

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|-------------|-------------------------|
|-------------|-------------------------|

|      |                                        |
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|------|----------------------------------------|