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

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**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): April 27, 2006

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**GULFPORT ENERGY CORPORATION**

(Exact Name of Registrant as Specified in Charter)

**Delaware**

(State or other jurisdiction of incorporation)

**000-19514**

(Commission File Number)

**73-1521290**

(I.R.S. Employer Identification Number)

**14313 North May Avenue, Suite 100**

**Oklahoma City, OK**

(Address of principal executive offices)

**73134**

(Zip code)

**(405) 848-8807**

(Registrant's telephone number, including area code)

**Not Applicable**

(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
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## ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On April 27, 2006, Gulfport Energy Corporation, a Delaware corporation (the “*Company*”), entered into an underwriting agreement (the “*Underwriting Agreement*”) with Wexford Special Situations 1996, L.P., Wexford Special Situations 1996 Institutional, L.P., Wexford Special Situations 1996, Limited, Wexford-Euris Special Situations 1996, L.P., Wexford Spectrum Investors LLC, Wexford Capital Partners II, L.P., Wexford Overseas Partners I, L.P. (the “*Wexford Funds*”), Liddell Investments, L.L.C., (“*Liddell Investments*”), and together with the Wexford Funds, the “*Selling Stockholders*”) and Johnson Rice & Company L.L.C., as representative of the underwriters identified therein (the “*Underwriters*”). The Underwriting Agreement relates to the offer and sale by the Selling Stockholders of 6,050,000 shares (the “*Shares*”) of the Company’s common stock, par value \$0.01 per share (“*Common Stock*”), 5,631,011 of which are being offered and sold by the Wexford Funds and 418,989 of which are being offered and sold by Liddell Investments. The Company has granted the Underwriters an option, exercisable for 30 days from the date of the Underwriting Agreement, to purchase up to an aggregate of 907,500 additional shares of Common Stock at the offering price per Share. The Underwriters may exercise this option solely to cover overallocments, if any, made in connection with the offering. The price per Share to the Underwriters is \$13.23, and the Underwriters will initially offer the Shares to the public at \$14.00 per Share. The offering of the Shares was made under a Registration Statement on Form S-3 (File No. 333-133109) filed on April 7, 2006, as amended by Amendment No. 1 to the Registration Statement, filed on April 21, 2006, and Amendment No. 2 to the Registration Statement, filed on April 27, 2006 (collectively, the “*Registration Statement*”), including a prospectus dated April 28, 2006 (the “*Prospectus*”). The Shares are expected to be delivered to the Underwriters on May 3, 2006.

The Underwriting Agreement provides that the Underwriters’ obligations to purchase the Shares depend on the satisfaction of the conditions contained in the Underwriting Agreement. The conditions contained in the Underwriting Agreement include the condition that the representations and warranties made by the Company to the Underwriters are true, that there has been no material adverse change to the Company’s condition or in the financial markets and that the Company delivers to the Underwriters customary closing documents. The Underwriters are obligated to purchase all of the Shares (other than those covered by the over-allotment option described above) if they purchase any of the Shares.

The Company, the Company’s officers and directors, and the Selling Stockholders and certain of their affiliates have agreed that, for a period of 90 days from the date of the Prospectus, they will not, without the prior written consent of Johnson Rice & Company L.L.C., directly or indirectly, offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of any share of Common Stock or any securities convertible into or exercisable or exchangeable for Common Stock, or file any registration statement under the Securities Act of 1933 with respect to any of the foregoing or enter into any swap or any other agreement or transaction that transfers, in whole or in part, directly or indirectly, the economic consequence of ownership of Common Stock, except for the sale to the underwriters in the offering, the issuance by the Company of any securities or options to purchase Common Stock under existing, amended or new employee benefit plans maintained by the Company and the filing of or amendment to any registration statement related to the foregoing, the issuance by the Company of securities in exchange for or upon conversion of the Company’s outstanding securities described herein, the filing of or an amendment to any registration statement pursuant to registration rights held by third parties not subject to a lock-up agreement or certain transfers in the case of officers, directors or other stockholders in the form of bona fide gifts, intra family transfers and transfers related to estate planning matters. Notwithstanding the foregoing, if (1) during the last 17 days of such 90-day restricted period the Company issues an earnings release or (2) prior to the expiration of such 90-day restricted period the Company announces that the Company will release earnings results during the 16-day period beginning on the last day of the 90-day restricted period, the foregoing restrictions shall continue to apply until the expiration of the 18-day period beginning on the issuance of the earnings release; provided, however, that the restrictions will not apply if, as of the expiration of the restricted period, shares of Common Stock are “actively-traded securities” as defined in Regulation M. The Underwriters have advised the Company that they do not have any present intent to release the lock-up agreements prior to the expiration of the applicable restricted period.

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**ITEM 7.01 REGULATION FD DISCLOSURE**

On April 27, 2006, the Company issued a press release announcing the pricing of the underwritten public offering of the Shares. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K, and the contents thereof are incorporated herein by reference.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS****(c) Exhibits**

| <u>Exhibit No.</u> | <u>Description</u>   |
|--------------------|--|
| 99.1               | Press Release dated April 27, 2006 announcing pricing of the underwritten public offering. |

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**SIGNATURE**

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 thereunto duly authorized.

GULFPORT ENERGY CORPORATION

Date: May 3, 2006

By: /s/ Michael G. Moore

Michael G. Moore  
Chief Financial Officer

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## EXHIBIT INDEX

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|--------------------|--|
| 99.1               | Press Release dated April 27, 2006 announcing pricing of the underwritten public offering. |

CONTACTS: Gulfport Energy Corporation  
James D. Palm  
405-242-4404  
Michael G. Moore  
405-242-4404

**Gulfport Energy Corporation Announces Pricing of  
Underwritten Public Offering of Common Stock**

OKLAHOMA CITY, April 27, 2006 (BUSINESS WIRE)—Gulfport Energy Corporation (Nasdaq/NM:GPOR) today announced the pricing of an underwritten public offering of 6,050,000 shares of common stock by certain of its stockholders at a price of \$14.00 per share.

The Company will not receive any of the net proceeds from the sale of shares by the selling stockholders. The Company has granted the underwriters a 30-day option to purchase up to an additional 907,500 shares of common stock to cover over-allotments, if any. The Company intends to use the net proceeds from the exercise of such option to repay outstanding borrowings under the Company's credit facility with Bank of America.

Johnson Rice & Company L.L.C. is lead book-running manager for the offering. Dahlman Rose & Company, First Albany Capital, Pritchard Capital Partners, LLC and Simmons & Company International are serving as co-managers. Copies of the prospectus relating to the offering may be obtained from the offices of Johnson Rice & Company L.L.C., 639 Loyola Avenue, Suite 2775, New Orleans, Louisiana 70113.

Gulfport Energy Corporation, headquartered in Oklahoma City, Oklahoma, is an independent oil and natural gas exploration and production company with properties located along the Louisiana Gulf Coast.

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

**Cautionary Note Regarding Forward-Looking Statements**

The above statements include forward-looking statements and are subject to risks and uncertainties. Forward-looking statements give the Company's current expectations and projections relating to its financial condition, results of operations, plans, objectives, future performance and business. The statements can be identified by the fact that they do not relate strictly to historical or current facts. These statements may include words such as "anticipate," "estimate," "expect," "project," "intend," "plan," "believe" and other words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events.

All statements other than statements of historical facts included in this release that address activities, events or developments that we expect, believe or anticipate will or may occur in the future are forward-looking statements.

These forward-looking statements are largely based on our expectations and beliefs concerning future events, which reflect estimates and assumptions made by the Company's management. These estimates and assumptions reflect the Company's best judgment based on currently known market conditions and other factors relating to the Company's operations and business environment, all of which are difficult to predict and many of which are beyond its control.

Although the Company believes its estimates and assumptions to be reasonable, they are inherently uncertain and involve a number of risks and uncertainties that are beyond the Company's control. In addition, management's assumptions about future events may prove to be inaccurate. Management cautions all readers that the forward-looking statements contained in this release are not guarantees of future performance, and the Company cannot assure any reader that those statements will be realized or the forward-looking events and circumstances will occur. Actual results may differ materially from those anticipated or implied in the forward-looking statements due to the factors listed in the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections contained in its filings with the Securities and Exchange Commission. All forward-looking statements speak only as of the date of this release. The Company does not intend to publicly update or revise any forward-looking statements as a result of new information, future events or otherwise, except as required by law. These cautionary statements qualify all forward-looking statements attributable to the Company or persons acting on its behalf.