

GULFPORT ENERGY CORP
Form SC 13G
March 08, 2012

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO.)

GULFPORT ENERGY CORPORATION

(Name of Issuer)

Common Shares

(Title of Class of Securities)

402635304

(CUSIP Number)

March 5, 2012
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

| | |
|--------------------------|---------------|
| <input type="checkbox"/> | Rule 13d-1(b) |
| <input type="checkbox"/> | Rule 13d-1(c) |
| <input type="checkbox"/> | Rule 13d-1(d) |

*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 the disclosures provided in a prior cover page.

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

| | | |
|---------------------|--|--|
| CUSIP NO. 402635304 | 13G | |
| 1 | NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON | CD Holding Company, LLC |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) <input type="radio"/> (b) <input type="radio"/> |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | Delaware |
| NUMBER 5 | SOLE VOTING POWER | 0 |
| OF | | |
| SHARES 6 | SHARED VOTING POWER | 6,431,618 |
| BENEFICIALLY | | |
| OWNED 7 | SOLE DISPOSITIVE POWER | 0 |
| BY | | |
| EACH 8 | SHARED DISPOSITIVE POWER | 6,431,618 |
| REPORTING | | |
| PERSON | | |
| WITH | | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 6,431,618 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAINSHARES | <input type="radio"/> |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW | 11.56% |
| 12 | TYPE OF REPORTING PERSON | OO |

| | | |
|-----------------------|--|--|
| CUSIP NO. 402635304 | 13G | |
| 1 | NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON | Charles E. Davidson |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) <input type="radio"/> (b) <input type="radio"/> |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | United States |
| NUMBER 5 | SOLE VOTING POWER | 0 |
| OF SHARES 6 | SHARED VOTING POWER | 6,431,618 |
| BENEFICIALLY OWNED 7 | SOLE DISPOSITIVE POWER | 0 |
| BY EACH 8 | SHARED DISPOSITIVE POWER | 6,431,618 |
| REPORTING PERSON WITH | | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 6,431,618 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAINSHARES | <input type="radio"/> |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW | 11.56% |
| 12 | TYPE OF REPORTING PERSON | IN |

The Reporting Persons (as defined below) previously filed their ownership positions on Schedule 13D, and amendments thereto. Pursuant to Rule 13d-1(h), the Reporting Persons have determined that they are eligible to report on Schedule 13G. The Reporting Persons named in Item 2 below are hereby jointly filing this Schedule 13G (this "Statement") because due to certain affiliates and relationships among the Reporting Persons, such Reporting Persons may be deemed to beneficially own the same securities directly acquired from the Issuer named in Item I below by one of the Reporting Persons. In accordance with Rule 13d-1(k)(1)(iii) promulgated pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Reporting Persons named in Item 2 below have executed a written agreement relating to the joint filing of this Schedule 13G (the "Joint Filing Agreement"), a copy of which is annexed hereto as Exhibit I.

Item 1.

(a) Name of Issuer:

GULFPORT ENERGY CORPORATION

(b) Address of Issuer's Principal Executive Offices:

14313 North May Avenue, Suite 100
Oklahoma City, Oklahoma

Item 2.

(a) Name of Persons Filing (collectively, the "Reporting Persons"):

(i) CD Holding Company, LLC
(ii) Charles E. Davidson

(b) Address of Principal Business Office, or, if none, Residence of Reporting Persons:

411 West Putnam Avenue, Suite 125
Greenwich, Connecticut 06830

(c) Citizenship:

(i) CD Holding Company, LLC – Delaware
(ii) Charles E. Davidson - United States

(d) Title of Class of Securities:

common stock, par value \$0.01 per share

(e) CUSIP Number:

402635304

Item 3.

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If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: N/A

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1. [Information set forth below is on the basis of 55,621,371 shares of common stock issued and outstanding, as reported in the Company's Form 10K filed February 27, 2012.]

- (i) CD Holding Company, LLC
 - (a) Amount beneficially owned: 6,431,618
 - (b) Percent of class: 11.56%
 - (c) Number of shares 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: 6,431,618
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 6,431,618

- (ii) Charles E. Davidson
 - (a) Amount beneficially owned: 6,431,618
 - (b) Percent of class: 11.56%
 - (c) Number of shares 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: 6,431,618
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 6,431,618

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

Item 6. Ownership of More than Five Percent on Behalf of Another Person N/A.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company N/A

Item 8. Identification and Classification of Members of the Group N/A

Item 9.

Notice of Dissolution of Group N/A

Item 10.

Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 7, 2012

By: CD Holding Company, LLC
/s/Charles E. Davidson
Name: Charles E. Davidson
Title: Manager

/s/ Charles E. Davidson
Charles E. Davidson

EXHIBIT I

JOINT FILING AGREEMENT

Pursuant to Rule 13d-1(k)(1)(iii) of the Securities Exchange Act of 1934, each of the undersigned agrees that a single joint Schedule 13G and any amendments thereto may be filed on behalf of each of the undersigned with respect to the securities held by each of them in Gulfport Energy Corporation.

Date: March 7, 2012

By: CD Holding Company, LLC
/s/Charles E. Davidson
Name: Charles E. Davidson
Title: Manager

/s/ Charles E. Davidson
Charles E. Davidson