

PostRock Energy Corp
 Form 4
 October 02, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Edelman & Guill Energy L.P.

(Last) (First) (Middle)

700 LOUISIANA STREET, SUITE 4770

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 PostRock Energy Corp [PSTR]

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/30/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		
					Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number of Shares
				Code	V				
Common Stock Warrants (right to buy)	\$ 1.13	09/30/2014	<u>J⁽¹⁾</u>	2,327,994		09/30/2014	03/31/2022	Common Stock	2,327,994
Common Stock Warrants (right to buy)	\$ 1.13	09/30/2014	<u>J⁽¹⁾</u>	77,573		09/30/2014	03/31/2022	Common Stock	77,573
Common Stock Warrants (right to buy)	\$ 1.13	09/30/2014	<u>J⁽¹⁾</u>	83,380		09/30/2014	03/31/2022	Common Stock	83,380
Common Stock Warrants (right to buy)	\$ 1.95	09/30/2014	<u>J⁽³⁾</u>	108,323		09/30/2014	03/31/2022	Common Stock	108,323
Common Stock Warrants (right to buy)	\$ 1.95	09/30/2014	<u>J⁽³⁾</u>	3,600		09/30/2014	03/31/2022	Common Stock	3,600
Common Stock Warrants (right to buy)	\$ 1.95	09/30/2014	<u>J⁽³⁾</u>	3,875		09/30/2014	03/31/2022	Common Stock	3,875
Common Stock Warrants (right to buy)	\$ 1.42	09/30/2014	<u>J⁽⁴⁾</u>	153,952		09/30/2014	03/31/2022	Common Stock	153,952
Common Stock Warrants (right to buy)	\$ 1.42	09/30/2014	<u>J⁽⁴⁾</u>	5,115		09/30/2014	03/31/2022	Common Stock	5,115
	\$ 1.42	09/30/2014	<u>J⁽⁴⁾</u>	5,507		09/30/2014	03/31/2022		5,507

Common
Stock
Warrants
(right to
buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Edelman & Guill Energy L.P. 700 LOUISIANA STREET SUITE 4770 HOUSTON, TX 77002	X	X		
Edelman & Guill Energy Ltd. 700 LOUISIANA STREET SUITE 4770 HOUSTON, TX 77002		X		
White Deer Energy L.P. 700 LOUISIANA STREET HOUSTON, TX 77002		X		
White Deer Energy TE L.P. 700 LOUISIANA STREET HOUSTON, TX 77002		X		
White Deer Energy FI, L.P. 700 LOUISIANA STREET SUITE 4770 HOUSTON, TX 77002		X		
EDELMAN THOMAS J 777 MAIN STREET SUITE 2500 FORT WORTH, TX 76102		X		
GUILL BEN A 600 TRAVIS SUITE 6000 HOUSTON, TX 77002		X		

Signatures

/s/ Thomas Edelman, director of Edelman & Guill Energy Ltd., general partner of Edelman & Guill Energy L.P., general partner of White Deer Energy L.P.

10/02/2014

__Signature of Reporting Person

Date

/s/ Thomas Edelman, director of Edelman & Guill Energy Ltd., general partner of Edelman & Guill Energy L.P., general partner of White Deer Energy TE L.P.

10/02/2014

__Signature of Reporting Person

Date

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/s/ Thomas Edelman, director of Edelman & Guill Energy Ltd., general partner of Edelman & Guill Energy L.P., general partner of White DeerEnergy FI L.P.	10/02/2014
__Signature of Reporting Person	Date
/s/ Thomas Edelman, director of Edelman & Guill Energy Ltd., general partner of Edelman & Guill Energy L.P.	10/02/2014
__Signature of Reporting Person	Date
/s/ Thomas Edelman, director of Edelman & Guill Energy, Ltd.	10/02/2014
__Signature of Reporting Person	Date
/s/ Thomas Edelman	10/02/2014
__Signature of Reporting Person	Date
/s/ Thomas J. Edelman, as attorney in fact for Ben A. Guill	10/02/2014
__Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Pursuant to a Securities Purchase Agreement dated September 2, 2010 between the Reporting Persons and the Issuer, the Reporting Persons acquired, among other securities of the Issuer, warrants to purchase an aggregate 19,047,619 shares of the Issuer's common stock.

- (1) The Reporting Persons also acquired the right to receive additional warrants on each quarterly dividend payment date of the Issuer's Series A Preferred Stock on which dividends are not paid in cash but instead accrue. On September 30, 2014, one such date passed, and thus the Reporting Persons acquired an aggregate of 2,488,947 warrants on September 30, 2014.

Mr. Edelman has been appointed as a director of the Issuer. Edelman & Guill Energy L.P. is the general partner of each of White Deer Energy L.P., White Deer Energy TE L.P. and White Deer Energy FI L.P. (collectively, the "Funds"), Edelman & Guill Energy Ltd. is the general partner of Edelman & Guill Energy L.P., and Messrs. Edelman and Guill are the directors of Edelman & Guill Energy Ltd.

- (2) Accordingly, each of Edelman & Guill Energy Ltd., Edelman & Guill Energy L.P. and Messrs. Edelman and Guill may be deemed to control the decisions of the Funds. The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein, and this report shall not be deemed an admission that the reporting persons are the beneficial owners of these securities for purposes of Section 16 or for any other purpose.

Pursuant to a Securities Purchase Agreement dated August 1, 2012 between the Reporting Persons and the Issuer, the Reporting Persons acquired, among other securities of the Issuer, warrants to purchase an aggregate 3,076,923 shares of the Issuer's common stock. The

- (3) Reporting Persons also acquired the right to receive additional warrants on each quarterly dividend payment date of the Issuer's Series A Preferred Stock on which dividends are not paid in cash but instead accrue. On September 30, 2014, one such date passed, and thus the Reporting Persons acquired an aggregate of 115,798 warrants on September 30, 2014.

Pursuant to a Securities Purchase Agreement dated December 17, 2012 between the Reporting Persons and the Issuer, the Reporting Persons acquired, among other securities of the Issuer, warrants to purchase an aggregate 4,577,464 shares of the Issuer's common stock.

- (4) The Reporting Persons also acquired the right to receive additional warrants on each quarterly dividend payment date of the Issuer's Series A Preferred Stock on which dividends are not paid in cash but instead accrue. On September 30, 2014, one such date passed, and thus the Reporting Persons acquired an aggregate of 164,574 warrants on September 30, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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