

# GASTAR EXPLORATION INC.

## FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 03/20/17

Address	1331 LAMAR STREET SUITE 650 HOUSTON, TX 77010
Telephone	7137391800
CIK	0001431372
Symbol	GST
SIC Code	1311 - Crude Petroleum and Natural Gas
Industry	Oil & Gas Exploration and Production
Sector	Energy
Fiscal Year	12/31

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

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): March 20, 2017**

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**GASTAR EXPLORATION INC.**

(Exact Name of Registrant as Specified in its Charter)

**DELAWARE**  
(State or other jurisdiction  
of incorporation)

**001-35211**  
(Commission  
File Number)

**38-3531640**  
(IRS Employer  
Identification No.)

**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))
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## **SECTION 8 – OTHER EVENTS**

### **Item 8.01 Other Events.**

On March 20, 2017, Gastar Exploration Inc. (“Gastar” or the “Company”) issued the press release attached hereto as Exhibit 99.1 and incorporated by reference herein.

#### **Forward-Looking Statements**

This news release includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements give our current expectations, opinion, belief or forecasts of future events and performance. A statement identified by the use of forward-looking words including “may,” “expects,” “projects,” “anticipates,” “plans,” “believes,” “estimate,” “will,” “should,” and certain of the other foregoing statements may be deemed forward-looking statements. Although Gastar believes that the expectations reflected in such forward-looking statements are reasonable, these statements involve risks and uncertainties that may cause actual future activities and results to be materially different from those suggested or described in this news release. These include risks inherent in oil and natural gas drilling and production activities, including risks with respect to continued low or further declining prices for oil and natural gas that could result in further downward revisions to the value of proved reserves or otherwise cause Gastar to further delay or suspend planned drilling and completion operations or reduce production levels, which would adversely impact cash flow; risks relating to the availability of capital to fund drilling operations that can be adversely affected by adverse drilling results, production declines and continued low or further declining prices for oil and natural gas; risks of fire, explosion, blowouts, pipe failure, casing collapse, unusual or unexpected formation pressures, environmental hazards, and other operating and production risks, which may temporarily or permanently reduce production or cause initial production or test results to not be indicative of future well performance or delay the timing of sales or completion of drilling operations; delays in receipt of drilling permits; risks relating to unexpected adverse developments in the status of properties; risks relating to the absence or delay in receipt of government approvals or third-party consents; risks relating to Gastar’s ability to realize the anticipated benefits from acquired assets; and other risks described in Gastar’s Annual Report on Form 10-K and other filings with the U.S. Securities and Exchange Commission (“SEC”), available at the SEC’s website at [www.sec.gov](http://www.sec.gov). By issuing forward-looking statements based on current expectations, opinions, views or beliefs, Gastar has no obligation and, except as required by law, is not undertaking any obligation, to update or revise these statements or provide any other information relating to such statements.

#### **Important Stockholder Information**

The Company has agreed to use its reasonable best efforts to obtain on or before July 3, 2017 any and all stockholder approvals that would be required under the listing standards of The NYSE MKT to permit all of the Company’s recently issued Convertible Notes due 2022 (the “Notes”) to be converted into shares of common stock (the “Common Stock”), par value \$0.001 per share of the Company (the “Stockholder Approval”). In connection with the special meeting described in the press release, the Company expects to file a Preliminary Proxy Statement followed by a Definitive Proxy Statement with the SEC regarding the special meeting of stockholders and the proposal for Stockholder Approval. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE PRELIMINARY PROXY STATEMENT AND THE DEFINITIVE PROXY STATEMENT AND OTHER RELEVANT MATERIALS CAREFULLY AND IN THEIR ENTIRETY WHEN THEY ARE FILED WITH THE SEC BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE SPECIAL MEETING OF STOCKHOLDERS AND THE PROPOSAL FOR STOCKHOLDER APPROVAL. The Preliminary Proxy Statement and the Definitive Proxy Statement, and any amendments or supplements and other relevant documents, will be available upon their filing free of charge through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov) or by calling the SEC at telephone number 1-800-SEC-0330. Free copies of these documents will also be made available after filing with the SEC from the Company’s website at [www.gastar.com](http://www.gastar.com) or by writing to Secretary, Gastar Exploration Inc., 1331 Lamar Street, Suite 650, Houston, Texas 77010.

#### **Participants in the Solicitation**

The Company and its directors and executive officers are deemed to be participants in the solicitation of proxies from the stockholders of the Company in connection with the Stockholder Approval. Information regarding the

Company's directors and executive officers is included, or incorporated by reference in, the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2016, filed with the SEC. Other information regarding the participants in such proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be included in the Preliminary Proxy Statement and the Definitive Proxy Statement.

**SECTION 9 – FINANCIAL STATEMENTS AND EXHIBITS**

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

<b>Exhibit No.</b>	<b>Description of Document</b>
99.1	Press Release dated March 20, 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.

Date: March 20, 2017

**GASTAR EXPLORATION INC.**

By: /s/ J. Russell Porter

J. Russell Porter  
President and Chief Executive Officer

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**EXHIBIT INDEX**

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For Immediate Release



## NEWS RELEASE

Contacts:  
Gastar Exploration Inc.  
J. Russell Porter, Chief Executive Officer  
713-739-1800 / rporter@gastar.com

Investor Relations Counsel:  
Lisa Elliott / lelliott@DennardLascar.com  
Dennard-Lascar Associates: 713-529-6600

### **Gastar Exploration Inc. Announces Record Date and Meeting Date for Special Meeting of Stockholders**

HOUSTON, March 20, 2017 - Gastar Exploration Inc. (NYSE MKT: GST) ( "Gastar " or the "Company") announced today that it will hold a special meeting of stockholders on May 2, 2017 at which the Company's stockholders will consider and vote upon a proposal to approve the conversion rights of its Convertible Notes due 2022 issued to Ares Management, L.P. (the "Notes"), which such Notes will be convertible into common stock, par value \$0.001 per share of the Company (the "Common Stock") or, in certain circumstances, cash in lieu of Common Stock or a combination of cash and shares of Common Stock. The proposal is being voted upon pursuant to the listing standards of the NYSE MKT stock exchange.

Company common stockholders of record as of the close of business on March 30, 2017, will be entitled to notice of, and to vote at, the special meeting, except, in accordance with NYSE MKT policy, holders of common stock issued to funds managed by affiliates of Ares Management, L.P. on March 3, 2017 will not be entitled to vote on the proposal.

#### **About Gastar**

Gastar Exploration Inc. is a pure play Mid-Continent independent energy company engaged in the exploration, development and production of oil, condensate, natural gas and natural gas liquids. Gastar's principal business activities include the identification, acquisition, and subsequent exploration and development of oil and natural gas properties with an emphasis on unconventional reserves, such as shale resource plays. Gastar holds a concentrated acreage position in what is believed to be the core of the STACK Play, an area of central Oklahoma which is home to multiple oil and natural gas-rich reservoirs including the Meramec, Oswego, Osage,

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Woodford and Hunton formations. For more information, visit Gastar's website at [www.gastar.com](http://www.gastar.com).

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