

GULFPORT ENERGY CORP
Form SC 13G/A
February 16, 2016

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

SCHEDULE 13G
(Rule 13d-102)

**Information Statement Pursuant to Rules 13d-1 and 13d-2
Under the Securities Exchange Act of 1934
(Amendment No. 3)***

Gulfport Energy Corporation
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

402635304
(CUSIP Number)

December 31, 2015
Date of Event Which Requires Filing of the Statement

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

- Rule 13d-1(b)
- Rule 13d-1(c)
- 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 disclosures provided in a prior cover page.

The information required on 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).

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1.

Citadel Advisors LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2.(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware

NUMBER OF

SHARES SOLE VOTING POWER

BENEFICIALLY 5.

OWNED BY **0**

EACH

REPORTING SHARED VOTING POWER

PERSON 6.

4,328,333 shares

WITH

SOLE DISPOSITIVE POWER

7.

0

8. SHARED DISPOSITIVE POWER

See Row 6 above

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

See Row 6 above

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10.

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

4.0%¹

TYPE OF REPORTING PERSON

12.

IA; OO; HC

The percentages reported in this Schedule 13G/A are based upon 108,244,331 shares of common stock outstanding as of November 2, 2015 (according to the Form 10-Q filed by the issuer with the Securities and Exchange Commission on November 5, 2015).

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1.

Citadel Advisors Holdings II LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2.(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware

NUMBER OF

SHARES SOLE VOTING POWER

BENEFICIALLY 5.

OWNED BY **0**

EACH

REPORTING SHARED VOTING POWER

PERSON 6.

4,328,333 shares

WITH

SOLE DISPOSITIVE POWER

7.

0

8. SHARED DISPOSITIVE POWER

See Row 6 above

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

See Row 6 above

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10.
..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

4.0%

TYPE OF REPORTING PERSON

12.

PN; HC

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1.

Citadel GP LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2.(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware

NUMBER OF SOLE VOTING POWER

5. SHARES

0
BENEFICIALLY

OWNED BY SHARED VOTING POWER

6. EACH

REPORTING **4,372,201 shares**

PERSON

WITH

7. SOLE DISPOSITIVE POWER

0

SHARED DISPOSITIVE POWER

8.

See Row 6 above

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

See Row 6 above.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

4.0%

TYPE OF REPORTING PERSON

12.

OO; HC

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1.

Kenneth Griffin

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2.(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

U.S. Citizen

NUMBER OF

SHARES SOLE VOTING POWER

BENEFICIALLY 5.

OWNED BY **0**

EACH

REPORTING SHARED VOTING POWER

PERSON 6.

4,372,201 shares

WITH

SOLE DISPOSITIVE POWER

7.

0

8. SHARED DISPOSITIVE POWER

See Row 6 above

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

See Row 6 above

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10.
..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

4.0%

TYPE OF REPORTING PERSON

12.

IN; HC

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**Item
1(a) Name of Issuer**

Gulfport Energy Corporation

**Item
1(b) Address of Issuer's Principal Executive Offices**

14313 North May Avenue, Suite 100, Oklahoma City, Oklahoma 73134

**Item
2(a) Name of Person Filing**

This Schedule 13G/A is being jointly filed by Citadel Advisors LLC ("Citadel Advisors"), Citadel Advisors Holdings II LP ("CAH2"), Citadel GP LLC ("CGP") and Mr. Kenneth Griffin (collectively with Citadel Advisors, CAH2 and CGP, the "Reporting Persons") with respect to shares of common stock (and options to purchase common stock) of the above-named issuer owned by Surveyor Capital Ltd., a Cayman Islands limited company ("SC"), Citadel Global Equities Master Fund Ltd., a Cayman Islands limited company ("CG"), and Citadel Securities LLC, a Delaware limited liability company ("Citadel Securities").

Citadel Advisors is the portfolio manager for SC and CG. CAH2 is the managing member of Citadel Advisors. CALC III LP, a Delaware limited partnership ("CALC3"), is the non-member manager of Citadel Securities. CGP is the general partner of CALC3 and CAH2. Mr. Griffin is the President and Chief Executive Officer of, and owns a controlling interest in, CGP.

The filing of this statement shall not be construed as an admission that any of the Reporting Persons is the beneficial owner of any securities covered by the statement other than the securities actually owned by such person (if any).

**Item
2(b) Address of Principal Business Office**

The address of the principal business office of each of the Reporting Persons is c/o Citadel LLC, 131 S. Dearborn Street, 32nd Floor, Chicago, Illinois 60603.

**Item
2(c) Citizenship**

Each of Citadel Advisors and CGP is organized as a limited liability company under the laws of the State of Delaware. CAH2 is organized as a limited partnership under the laws of the State of Delaware. Mr. Griffin is a U.S. citizen.

**Item
2(d) Title of Class of Securities**

Common stock, \$0.01 par value

**Item
2(e) CUSIP Number**

402635304

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Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is
a:

- (a) " Broker or dealer registered under Section 15 of the Exchange Act;
- (b) " Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) " Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

_____.

Item 4 Ownership

A. Citadel Advisors LLC

(a) Citadel Advisors may be deemed to beneficially own 4,328,333 shares of Common Stock.

(b) The number of shares Citadel Advisors may be deemed to beneficially own constitutes approximately 4.0% of the Common Stock outstanding.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 4,328,333

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 4,328,333

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B. Citadel Advisors Holdings II LP

(a) CAH2 may be deemed to beneficially own 4,328,333 shares of Common Stock.

(b) The number of shares CAH2 may be deemed to beneficially own constitutes approximately 4.0% of the Common Stock outstanding.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 4,328,333

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 4,328,333

C. Citadel GP LC and Kenneth Griffin

(a) CGP and Griffin may be deemed to beneficially own 4,372,201 shares of Common Stock.

(b) The number of shares CGP and Griffin may be deemed to beneficially own constitutes approximately 4.0% of the Common Stock outstanding.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 4,372,201

(iii) sole power to dispose or to direct the disposition of: 0