

Gulf Coast Ultra Deep Royalty Trust  
Form SC 13G/A  
November 13, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 3)\***

**GULF COAST ULTRA DEEP ROYALTY TRUST**

(Name of Issuer)

**Royalty Trust Units**

(Title of Class of Securities)

**40222T104**

(CUSIP Number)

**November 10, 2015**

(Date of Event Which Requires Filing of this 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 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).

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**1** NAME OF REPORTING PERSONS LEON G. COOPERMAN  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
 (ENTITIES ONLY)

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
 (b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>5</b> SOLE VOTING POWER	5,000,000
	<b>6</b> SHARED VOTING POWER	-0-
	<b>7</b> SOLE DISPOSITIVE POWER	5,000,000
	<b>8</b> SHARED DISPOSITIVE POWER	-0-

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,000,000

**10** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

**11** PERCENT OF CLASS REPRESENTED 2.1%  
BY AMOUNT IN ROW 9

**12** TYPE OF REPORTING PERSON IN

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

**GULF COAST  
ULTRA DEEP  
ROYALTY  
TRUST (the  
“Company”)**

**Item  
1(b). Address of  
Issuer’s Principal  
Executive  
Offices:**

c/o The Bank of  
New York  
Mellon Trust  
Company, N.A.,  
as trustee  
Institutional Trust  
Services 919  
Congress  
Avenue, Suite  
500 Austin, Texas  
78701

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

Leon G.  
Cooperman (“Mr.  
Cooperman”). Mr.  
Cooperman is,  
among other  
activities, an  
investor engaged  
in investing for  
his own account.  
Mr. Cooperman is  
the Managing  
Member of  
Omega  
Associates,  
L.L.C.  
 (“Associates”), a

limited liability  
company  
organized under  
the laws of the  
State of  
Delaware.  
Associates is a  
private  
investment firm  
formed to invest  
in and act as  
general partner of  
investment  
partnerships or  
similar  
investment  
vehicles.  
Associates is the  
general partner of  
Omega Charitable  
Partnership L.P.  
("Charitable LP"),  
an exempted  
limited  
partnership  
registered in the  
Cayman Islands.  
These entities are  
private  
investment firms  
engaged in the  
purchase and sale  
of securities for  
investment for  
their own  
accounts.

Mr. Cooperman is  
the ultimate  
controlling person  
of Associates.  
The principal  
business office of  
Associates and  
Charitable LP is  
810 Seventh  
Avenue, 33rd  
floor, New York,  
New York 10019.

**Item 2(b). Address of Principal Business Office or, if None, Residence:**

The principal business office of Mr. Cooperman is 11431 W. Palmetto Park Road, Boca Raton FL 33428.

**Item 2(c). Citizenship:**

Mr. Cooperman is a United States citizen.

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

**Royalty Trust Units** (the "Shares").

**Item 2(e). CUSIP Number:**

**40222T104**

**Item 3. If This Statement is Filed Pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c):**

This Item 3 is inapplicable.

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**Item 4. Ownership.**

(a) (b) Amount beneficially owned and Percent of Class:

Mr. Cooperman may be deemed the beneficial owner of 5,000,000 Shares, which constitutes approximately 2.1 % of the total number of Shares outstanding. This consists of 5,000,000 Shares owned by Charitable LP.

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

(i) Sole power to vote or to direct the vote

5,000,000

(ii) Shared power to vote or to direct the vote

0

(iii) Sole power to dispose or to direct the disposition of

5,000,000

(iv) Shared power to dispose or to direct the disposition of

0

**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 person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

This Item 6 is not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

This Item 7 is not applicable.

**Item 8. Identification and Classification of Members of the Group.**



This Item 8 is not applicable.

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**Item 9. Notice of Dissolution of Group.**

This Item 9 is not applicable.

**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above 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.

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.

DATED: November 13, 2015

LEON G. COOPERMAN

By: /s/ ALAN M. STARK

Alan M. Stark

Attorney-in-Fact

Duly authorized under POA effective as of March 1, 2013 and filed on May 20, 2013.