

CALLON PETROLEUM CO  
Form 8-K  
June 01, 2016

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

Date of Report

June 1, 2016

*(Date of earliest event reported)*

**Callon Petroleum Company**

**(Exact name of registrant as specified in its charter)**

<b>Delaware</b> <b>(State or other jurisdiction</b>	<b>001-14039</b> <b>(Commission</b>	<b>64-0844345</b> <b>(I.R.S. Employer</b>
<b>of incorporation or organization)</b>	<b>File Number)</b> <b>200 North Canal St.</b>	<b>Identification Number)</b>

**Natchez, Mississippi 39120**

*(Address of principal executive offices, including zip code)*

**(601) 442-1601**

*(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))

**Section 8 Other Events**

**Item 8.01 Other Events.**

On May 26, 2016, Callon Petroleum Company ( we or our ) entered into a registration rights agreement (the Registration Rights Agreement ) pursuant to which we agreed to register under the Securities Act of 1933, as amended, 9,333,333 shares of our common stock (the Common Shares ) that were issued in connection with a previously disclosed acquisition. On the date hereof, we filed a prospectus supplement covering the Common Shares under our registration statement on Form S-3 (Registration No. 333-210612). In connection with the registration of the Common Shares, we are filing a legal opinion of Haynes and Boone, LLP as Exhibit 5.1 to this Form 8-K. A copy of the Registration Rights Agreement was filed as Exhibit 10.1 to our Form 8-K filed on May 31, 2016.

**Section 9 Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

<b>Exhibit Number</b>	<b>Title of Document</b>
5.1	Opinion of Haynes and Boone, LLP

**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.

**Callon Petroleum Company**  
(Registrant)

June 1, 2016

By: /s/ Joseph C. Gatto, Jr.  
Joseph C. Gatto, Jr.  
Chief Financial Officer, Senior Vice President and  
Treasurer

**Exhibit Index**

<b>Exhibit Number</b>	<b>Title of Document</b>
5.1	Opinion of Haynes and Boone, LLP