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GeoPark Holdings Ltd 20090520 6-K 1 dp223949_6k.htm FORM 6-K Â Â UNITED STATESÂ SECURITIES AND
EXCHANGE COMMISSION Washington, D.C. 20549 Â FORM 6-K REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934 Â For the month of
January 2025 Commission File Number: 001-36298 Â GeoPark Limited (Exact name of registrant as specified in its
charter) Â Calle 94 NÂ° 11-30 8Â° piso Bogota, Colombia (Address of principal executive office) Â Indicate by check
mark whether the registrant files or will file annual reports under cover of FormÂ 20-F or Form 40-F: Â Form 20-F X Â
Form 40-F Â Â Â Â Â Â Â Â Â GEOPARK LIMITED Â TABLE OF CONTENTS Â ITEM Â 1. Press Release
dated January 29, 2025 titled â€œGeoPark Limited Prices Offering of U.S.\$550,000,000 8.750% Senior Notes due
2030â€ Â Â Â Item 1 Â Â Â FOR IMMEDIATE DISTRIBUTION Â GEOPARK LIMITED PRICES OFFERING OF
U.S.\$550,000,000 8.750% SENIOR NOTES DUE 2030 Â BogotÃ¡, Colombia, January 29, 2025 â€“ GeoPark Limited
(â€œGeoParkâ€ or the â€œCompanyâ€) (NYSE: GPRK), an exempted company incorporated under the laws of
Bermuda, today announced the pricing of U.S.\$550,000,000 aggregate principal amount of 8.750% senior notes due
2030 (the â€œNotesâ€). The Notes were offered in a private placement to qualified institutional buyers in accordance
with Rule 144A under the Securities Act of 1933, as amended (the â€œSecurities Actâ€), and outside the United States
to non-U.S. persons in accordance with Regulation S under the Securities Act. The Notes will be fully and
unconditionally guaranteed jointly and severally by GeoPark Colombia S.L.U., GeoPark Colombia S.A.S., and GeoPark
Argentina S.A. The settlement of the Notes offering is expected to take place on January 31, 2025, subject to customary
closing conditions. Â The net proceeds from the Notes offering will be used by the Company to repurchase the
Companyâ€™s outstanding 5.500% senior notes due 2027 (the â€œ2027 Notesâ€) through a concurrent tender offer, to
repay up to US\$152.0 million of outstanding prepayments due under an offtake and prepayment agreement and the
remainder, if any, for general corporate purposes, including capital expenditures. Â This press release does not
constitute an offer to sell or a solicitation of an offer to buy these securities, nor will there be any sale of these
securities, in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or
qualification under the securities laws of any state or jurisdiction. The Notes have not been registered under the
Securities Act, or any applicable state securities laws, and will be offered only to qualified institutional buyers pursuant
to Rule 144A promulgated under the Securities Act and outside the United States to non-U.S. persons in accordance
with Regulation S under the Securities Act. Unless so registered, the Notes may not be offered or sold in the United
States except pursuant to an exemption from the registration requirements of the Securities Act and any applicable
state securities laws. Â For further information, please contact: Â INVESTORS: Â Maria Catalina Escobar Shareholder
Value and Capital Markets Director mescobar@geo-park.com Â Â Miguel Bello Investor Relations Officer mbello@geo-
park.com Â Â Maria Alejandra Velez Investor Relations Leader mvelez@geo-park.com Â Â MEDIA: Â
Communications Department communications@geo-park.com Â ***** Â Â Â CAUTIONARY STATEMENT ON
FORWARD-LOOKING STATEMENTS Â This press release contains forward-looking statements within the meaning of
the Private Securities Litigation Reform Act of 1995. Forward-looking statements often are preceded by words such as
â€œbelieves,â€ â€œexpects,â€ â€œmay,â€ â€œanticipates,â€ â€œplans,â€ â€œintends,â€ â€œassumes,â€ â€œwillâ€ or similar expressions. The forward-looking statements contained herein include statements about the tender offer for
the 2027 Notes, the Companyâ€™s Notes offering and its intended use of proceeds therefrom. These expectations may
or may not be realized. Some of these expectations may be based upon assumptions or judgments that prove to be
incorrect. In addition, GeoParkâ€™s business and operations involve numerous risks and uncertainties, many of which
are beyond the control of GeoPark, which could result in GeoParkâ€™s expectations not being realized or otherwise
materially affect the financial condition, results of operations and cash flows of GeoPark. Some of the factors that could
cause future results to materially differ from recent results or those projected in forward-looking statements are
described in GeoParkâ€™s filings with the United States Securities and Exchange Commission. Â The forward-looking
statements are made only as of the date hereof, and GeoPark does not undertake any obligation to (and expressly
disclaims any obligation to) update any forward-looking statements to reflect events or circumstances after the date
such statements were made, or to reflect the occurrence of unanticipated events. In light of the risks and uncertainties
described above, and the potential for variation of actual results from the assumptions on which certain of such
forward-looking statements are based, investors should keep in mind that the results, events or developments disclosed
in any forward-looking statement made in this document may not occur, and that actual results may vary materially
from those described herein, including those described as anticipated, expected, targeted, projected or otherwise. Â Â
Â Â SIGNATURE Â 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, thereunto duly authorized. Â Â GeoPark Limited Â Â
Â Â Â By: /s/ Jaime Caballero Uribe Â Â Name: Jaime Caballero Uribe Â Â Title: Chief Financial Officer Â Date:
January 29, 2025 Â Â GRAPHIC 2 image_001.jpg GRAPHIC begin 644 image_001.jpg M_JC_X 02D9)1@ ! 0\$ 8 !@
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