
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 (Date of earliest event reported): **May 18, 2018**

GulfSlope Energy, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

000-51638
(Commission File Number)

16-1689008
(IRS Employer Identification No.)

2500 City West, Suite 760
Houston, Texas 77042
(Address of principal executive offices and Zip Code)

Registrant's telephone number, including area code: **(281) 918 4100**

N/A
(Former name or former address, if changed since last report)

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.

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.03 Material Modification to Rights of Security Holders.

The information in Item 5.03 hereof is hereby incorporated herein by reference.

Item 5.02 Departure of Directors or Certain Officers, Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

At the GulfSlope Energy, Inc. (the “Company”) 2018 Annual Meeting of Stockholders (the “2018 Annual Meeting”), the Company’s stockholders approved and adopted the Company’s 2018 Omnibus Incentive Plan (the “2018 Plan”). The terms and conditions of the 2018 Plan are described in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 27, 2018 (the “Proxy Statement”). A copy of the 2018 Plan is attached to our DEF 14A, definitive proxy statement, filed on April 27, 2018 and incorporated by reference herein. The Company’s 2018 Omnibus Incentive Plan is effective as of May 18, 2018.

On May 21, 2018, Dr. Ronald A. Bain, 72, informed the Board of Directors of the Company (the “Board of Directors”) of his intention to retire as the Chief Operating Officer and President of the Company effective immediately. His resignation did not result from any disagreement with the Company. John N. Seitz, GulfSlope’s current Chief Executive Officer and Chairman of the Board of Directors, will assume the role of Chief Operating Officer and President on an interim basis. Dr. Bain will enter into a consulting agreement to provide geotechnical services to the Company as needed.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

At the 2018 Annual Meeting, the Company’s stockholders approved an amended and restated certificate of incorporation incorporating an amendment to increase the number of authorized shares of the Company’s common stock from to 975,000,000 to 1,500,000,000 (the “Amended and Restated Certificate of Incorporation”). The Amended and Restated Certificate of Incorporation was previously approved by the Board of Directors, subject to stockholder approval. Accordingly, on May 24, 2018, the Company filed the Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware.

The foregoing description of the Amended and Restated Certificate of Incorporation is qualified in its entirety by reference to Exhibit 3.1 filed herewith and incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 18, 2018, the Company held its 2018 Annual Meeting in Houston, Texas. The proposals voted upon at the Annual Meeting and the final voting results are indicated below. For additional information on these proposals, please see the Company's Proxy Statement.

Proposal One. To Elect Directors. Each of the three nominees listed below was elected a director of the Company to hold office until the next annual meeting of the stockholders and until his successor has been duly elected and qualified, based upon the following votes:

Nominee	Number of Shares Voted For	Number of Shares Voted Against	Number of Shares Abstaining	Number of Broker Non-Votes
John N. Seitz	468,351,951	-0-	-0-	127,036,737
Paul L. Morris	467,479,918	-0-	872,033	127,036,737
Richard S. Langdon	468,351,951	-0-	-0-	127,036,737

Proposal Two. To Adopt the Company's 2018 Omnibus Incentive Plan. The Company's stockholders approved and adopted the 2018 Plan, by the following votes:

Number of Shares Voted For	Number of Shares Voted Against	Number of Shares Abstaining	Number of Broker Non-Votes
364,343,495	103,549,397	459,059	127,036,737

Proposal Three. To Increase the Number of Authorized Shares of Common Stock from 975,000,000 to 1,500,000,000. The Company's stockholders approved the amendment to the Company's certificate of incorporation increasing the authorized shares of common stock from 975,000,000 to 1,500,000,000, by the following votes:

Number of Shares Voted For	Number of Shares Voted Against	Number of Shares Abstaining	Number of Broker Non-Votes
561,683,451	32,627,726	1,077,511	-0-

Proposal Four. To Approve a Reverse Split. The Company's stockholders approved an amendment to the Company's certificate of incorporation to effect one or a series of reverse splits of the Company's common stock at a ratio of not less than 1-for-2 and not greater than 1-for-100, with the exact ratio to be set within such range in the discretion of the Board of Directors, without further approval or authorization of the Company's stockholders, by the following votes:

Number of Shares Voted For	Number of Shares Voted Against	Number of Shares Abstaining	Number of Broker Non-Votes
477,320,079	117,768,321	300,288	-0-

Item 9.01 Financial Statements and Exhibits.

(d) **Exhibits.** The information in the Exhibit Index hereto is hereby incorporated herein by reference.

Exhibit	
No.	Description
3.1	Amended and Restated Articles of Incorporation of GulfSlope Energy, Inc., dated effective May 18, 2018 (filed herewith)

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 thereunto duly authorized.

Date: May 24, 2018.

GULFSLOPE ENERGY, INC.

By: /s/ John N. Seitz
John N. Seitz, Chief Executive Officer

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF GULFSLOPE ENERGY, INC**

GulfSlope Energy, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY AS FOLLOWS:

1. The name of the corporation is GulfSlope Energy, Inc. The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on April 5, 2012.

2. This Amended and Restated Certificate of Incorporation, having been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware (the "DGCL") and by the approval of the stockholders of the Corporation in accordance with Section 211 of the DGCL, restates and integrates and further amends the provisions of the Certificate of Incorporation as amended or supplemented heretofore. As so restated and integrated and further amended, the Amended and Restated Certificate of Incorporation (hereinafter, this "Certificate of Incorporation") reads as follows:

ARTICLE 1

The name of the corporation is GulfSlope Energy, Inc. (the "Corporation").

ARTICLE 2

The address of the registered office of the Corporation in the State of Delaware is 919 North Market St., Suite 950, Wilmington, Delaware 19801. The name of its registered agent at such address is InCorp Services, Inc in New Castle County.

ARTICLE 3

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may now or hereafter be organized under the DGCL.

ARTICLE 4

The total number of shares of capital stock that the Corporation shall have authority to issue is 1,550,000,000, consisting of 1,500,000,000 shares of common stock, par value \$0.001 per share (the "Common Stock"), and 50,000,000 shares of preferred stock, par value \$0.001 per share (the "Preferred Stock").

Except as otherwise required by law or as otherwise provided in this certificate of incorporation or in any designation of any series of Preferred Stock pursuant to a resolution of the Board of Directors, each share of Common Stock shall be entitled to one vote and the holders of the Common Stock shall exclusively possess all voting power, shall be entitled to participate equally and on the same basis as to any dividends if, as and when declared by the Board of Directors and as to the distributions in the event of any dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary.

The Board of Directors is expressly authorized from time to time to designate one or more series of the Preferred Stock, to issue the Preferred Stock as Preferred Stock of any such series, and in connection with the designation of each such series to fix by resolution or resolutions providing for the issue of shares thereof the voting and other powers, if any, and the designations, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof to the fullest extent now or hereafter permitted by the DGCL. All series of Preferred Stock shall rank equally and be identical in all respects except as set forth in the resolutions of the Board of Directors of the Corporation providing for the issue of such stock.

ARTICLE 5

Except as otherwise provided in this certificate of incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

ARTICLE 6

The affairs of the Corporation shall be governed by a Board of Directors. The number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation. Commencing with the 2015 annual meeting of stockholders, directors shall be divided into three classes as determined by action of the Board of Directors, apportioned as nearly as equal as possible. The three classes shall be designated as Class I, Class II and Class III. The initial term of office of the Class I directors shall expire on the date of the 2016 annual meeting of stockholders, the initial term of office of the Class II directors shall expire on the date of the 2017 annual meeting of stockholders, and the initial term of office of the Class III directors shall expire on the date of the 2018 annual meeting of stockholders. Commencing with the 2016 annual meeting and at each annual meeting of stockholders thereafter, directors elected to succeed those directors whose terms expire shall be elected for a term of office to expire at the third succeeding annual meeting of stockholders after their election, so that the term of office of one class of directors shall expire each year. Each director shall hold office until the expiration of such director's term of office and until such director's successor shall have been elected and qualified, or until such director's earlier resignation, removal or death. In case of any increase or decrease, from time to time, in the number of authorized directors constituting the whole Board of Directors, the number of directors in each class shall be apportioned as nearly as equal as possible as determined by action of the Board of Directors. A director elected by the remainder of the Board of Directors to fill a vacancy shall hold office for the remainder of the term of the predecessor director and until such director's successor has been elected and qualified, or until such director's successor has been elected and qualified, or until such director's earlier resignation, removal or death.

ARTICLE 7

Elections of directors need not be by written ballot unless the Bylaws shall so provide.

ARTICLE 8

Meetings of stockholders of the Corporation may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision of applicable law) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation. Subject to the rights of the holders of any series of Preferred Stock, any action required or permitted to be taken by stockholders of the Corporation must be effected at a duly called annual or special meeting of stockholders of the Corporation and may not be effected by any consent in writing by such stockholders.

ARTICLE 9

A director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit. If the DGCL is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided in this Article, shall be eliminated or limited to the fullest extent permitted by the DGCL as so amended.

Any repeal or modification of the foregoing provisions of this Article 9 by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

ARTICLE 10

To the fullest extent permitted by applicable law, the Corporation is also authorized to provide indemnification of (and advancement of expenses to) its agents (and any other persons to which the DGCL permits this Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors, or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the DGCL, subject only to limits created by the DGCL (statutory or non-statutory), with respect to actions for breach of duty to this Corporation, its stockholders, and others.

Any repeal, amendment or modification of any of the foregoing provisions of this Article 10 shall not adversely affect any right or protection of a director, officer, agent, or other person existing at the time of, or increase the liability of any director of this Corporation with respect to any acts or omissions of such director, officer, or agent occurring prior to, such repeal, amendment or modification.

ARTICLE 11

The Corporation reserves the right to amend, alter, change or repeal in any respect any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by applicable laws, and all rights conferred upon stockholders in this certificate of incorporation are granted subject to this reservation.

ARTICLE 12

The Corporation hereby expressly elects not to be governed by Section 203 of the DGCL.

THIS AMENDED AND RESTATED CERTIFICATE OF INCORPORATION is executed as of this 18th day of May, 2018.

GULFSLOPE ENERGY, INC.

By: /s/ John N. Seitz
John N. Seitz, Chief Executive Officer
