

ULTRA PETROLEUM CORP
Form SC 13G
May 15, 2017

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

**SCHEDULE
13G**

Under the
Securities
Exchange Act of
1934

(Amendment No.
___)*

Ultra Petroleum
Corp.
(Name of Issuer)

Common Shares,
without par value
(Title of Class of
Securities)

903914208
(CUSIP Number)

May 5, 2017
(Date of event
which requires
filing of this
statement)

Check the
appropriate box
to designate the
rule pursuant to
which this
Schedule 13G is
filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 11
Pages)

*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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	NAMES OF REPORTING PERSONS
1	Blue Ridge Limited Partnership
	CHECK THE APPROPRIATE 2 BOX IF A MEMBER (b) x OF A 3 GROUP SEC USE ONLY CITIZENSHIP OR 4 PLACE OF ORGANIZATION
	New York SOLE VOTING 5 POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	-0- SHARED VOTING 6 POWER 6,530,464 SOLE DISPOSITIVE 7 POWER -0- SHARED DISPOSITIVE 8 POWER 6,530,464 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

PERSON

6,530,464

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

10

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

3.31%

TYPE OF

REPORTING

12

PERSON

PN

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	NAMES OF REPORTING PERSONS
1	Blue Ridge Offshore Master Limited Partnership
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
2	
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Cayman Islands, BWI
	SOLE VOTING POWER
5	
	-0- SHARED VOTING POWER
6	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	3,461,164 SOLE DISPOSITIVE POWER
7	
	-0- SHARED DISPOSITIVE POWER
8	
	3,461,164
9	AGGREGATE AMOUNT

BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

3,461,164
CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)

10

EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

11

1.76%
TYPE OF
REPORTING
PERSON

12

PN

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	NAMES OF REPORTING PERSONS
1	Blue Ridge Capital, L.L.C.
	CHECK THE APPROPRIATE 2 BOX IF A MEMBER (b) x OF A GROUP 3 SEC USE ONLY CITIZENSHIP OR PLACE OF 4 ORGANIZATION
	New York SOLE VOTING 5 POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6 -0- SHARED VOTING POWER 9,991,628 SOLE DISPOSITIVE 7 POWER -0- SHARED DISPOSITIVE 8 POWER
9	9,991,628 AGGREGATE AMOUNT BENEFICIALLY

OWNED BY EACH
REPORTING
PERSON

9,991,628
CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)

10

EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

11

5.07%
TYPE OF
REPORTING
PERSON

12

OO

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	NAMES OF REPORTING PERSONS
1	John A. Griffen
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
2	
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	
	United States SOLE VOTING POWER
5	
	-0- SHARED VOTING POWER
6	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	9,991,628 SOLE DISPOSITIVE POWER
7	
	-0- SHARED DISPOSITIVE POWER
8	
9	9,991,628 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING
PERSON

9,991,628
CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)

10

EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

11

5.07%
TYPE OF
REPORTING
PERSON

12

IN

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Item 1(a). NAME OF ISSUER.

The name of the issuer is Ultra Petroleum Corp. (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The Company's principal executive offices are located at 400 North Sam Houston Parkway East, Suite 1200, Houston, Texas

Item 2(a). NAME OF PERSON FILING:

This statement is filed by:

- (i) Blue Ridge Limited Partnership, a New York limited partnership ("BRLP"), with respect to the shares of Common Stock (as defined in Item 2(d) below) directly held by it;
- (ii) Blue Ridge Offshore Master Limited Partnership, a Cayman Islands exempted limited partnership ("BROMLP"), with respect to the shares of Common Stock directly held by it;

Blue Ridge Capital, L.L.C., a New York limited liability company ("BRC"), which serves as the Investment Manager to BRLP and BROMLP, with respect to the shares of Common Stock directly held by BRLP and BROMLP;

(iv) John A. Griffin with respect to the shares of Common Stock directly held by BRLP and BROMLP.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of the business office of each of Mr. Griffin, BRLP and BRC is 660 Madison Avenue, 20th Floor, New York, NY 10065-8405. The address of the business office of BROMLP is P.O. Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands.

Item 2(c). CITIZENSHIP:

BRLP is a limited partnership organized under the laws of the State of New York. BROMLP is an exempted limited partnership organized under the laws of the Cayman Islands. BRC is a limited liability company organized under the laws of the State of New York. Mr. Griffin is a United States citizen.

Item 2(d). TITLE OF CLASS OF SECURITIES:

Common Shares, without par value (the "Common Stock")

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Item 2(e). CUSIP NUMBER:

903914208

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO §§ 240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) " Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) " Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) " Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) " Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
Employee benefit plan or endowment fund in accordance with
- (f) " Rule 13d-1(b)(1)(ii)(F);
Parent holding company or control person in accordance with
- (g) " Rule 13d-1(b)(1)(ii)(G);
- (h) " Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) " Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) " Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

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

OWNERSHIP.

Item

4.

The percentages used herein are calculated based upon 197,099,764 shares of Common Stock issued and outstanding as of April 24, 2017, as reflected in the Company's Form 10-Q, filed on May 3, 2017.

A. BRLP

- (a) Amount beneficially owned: 6,530,464
- (b) Percent of class: 3.31%
- (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 6,530,464
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition of: 6,530,464

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B. BROMLP

- (a) Amount beneficially owned: 3,461,164
- (b) Percent of class: 1.76%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 3,461,164
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 3,461,164

C. BRC

- (a) Amount beneficially owned: 9,991,628
- (b) Percent of class: 5.07%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 9,991,628
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 9,991,628

D. John A. Griffin

- (a) Amount beneficially owned: 9,991,628
- (b) Percent of class: 5.07%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 9,991,628
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 9,991,628

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

Item 10. CERTIFICATION.

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its 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.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: May 15, 2017

BLUE RIDGE
LIMITED
PARTNERSHIP

Blue Ridge Capital,
By: L.L.C., as its
Investment
Manager

By: /s/ John A. Griffin
Name John A. Griffin
Title Managing Member

BLUE RIDGE
OFFSHORE MASTER
LIMITED
PARTNERSHIP

Blue Ridge Capital,
By: L.L.C.,
as its Investment
Manager

By: /s/ John A. Griffin
Name John A. Griffin
Title Managing Member

BLUE RIDGE
CAPITAL, L.L.C.

By: /s/ John A. Griffin
Name John A. Griffin
Title Managing Member

JOHN A. GRIFFIN

/s/ John A. Griffin

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EXHIBIT 1

**JOINT FILING AGREEMENT
PURSUANT TO RULE 13d-1(k)**

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: May 15, 2017

BLUE RIDGE
LIMITED
PARTNERSHIP

Blue Ridge Capital,
L.L.C., as its
By: Investment
Manager

By: /s/ John A. Griffin
Name John A. Griffin
Title Managing Member

BLUE RIDGE
OFFSHORE MASTER
LIMITED
PARTNERSHIP

Blue Ridge Capital,
L.L.C.,
By: as its Investment
Manager

By: /s/ John A. Griffin
Name John A. Griffin
Title Managing Member

BLUE RIDGE
CAPITAL, L.L.C.

By: /s/ John A. Griffin
Name John A. Griffin
Title Managing Member

JOHN A. GRIFFIN

/s/ John A. Griffin