

SANDRIDGE ENERGY INC
Form 425
November 15, 2017

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

November 15, 2017

Date of Report (Date of earliest event reported)

Bonanza Creek Energy, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-35371
(Commission File No.)

61-1630631
(I.R.S. employer identification number)

410 17th Street, Suite 1400

Denver, Colorado 80202

(Address of principal executive offices, including zip code)

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(720) 440-6100

(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 obligations 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 (§230.405 of this chapter) 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 7.01 Regulation FD Disclosure.

On November 14, 2017, Bonanza Creek Energy, Inc., a Delaware corporation (*Bonanza*), entered into an Agreement and Plan of Merger (the *Merger Agreement*) with SandRidge Energy, Inc., a Delaware corporation (*SandRidge*), and Brook Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of SandRidge (*Merger Sub*), pursuant to which Merger Sub will be merged with and into Bonanza, with Bonanza continuing as the surviving entity and wholly owned subsidiary of SandRidge (the *Merger*). The material terms of the Merger Agreement, including the conditions to the proposed Merger, will be described in a Current Report on Form 8-K to be subsequently filed by Bonanza.

On November 15, 2017, Bonanza and SandRidge issued a joint news release announcing their entry into the Merger Agreement. A copy of the news release containing the announcement is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Item 8.01 Other Events.

Item 7.01 above is incorporated by reference in this Item 8.01.

Forward-Looking Statements

This communication includes forward-looking statements. Use of the words *may*, *will*, *would*, *could*, *should*, *believes*, *estimates*, *pro*, *potential*, *expects*, *plans*, *seeks*, *intends*, *evaluates*, *pursues*, *anticipates*, *continues*, *designs*, *impacts*, *affects*, *forecasts*, *objective*, *designed*, *priorities*, *goal*, or the negative of those words or other similar expressions is intended to identify forward-looking statements that represent our current judgment about possible future events. These forward-looking statements may include statements with respect to, among other things, the proposed Merger with SandRidge, including the expected timing of completion of the Merger; the benefits of the Merger; the combined company's plans, objectives and expectations; future financial and operating results; and other statements that are not historical facts.

These forward-looking statements are based on numerous assumptions (some of which may prove to be incorrect) and are subject to risks, uncertainties and other factors that could cause actual results and events to differ materially from those expressed or implied by these forward-looking statements, including the following risks, uncertainties and other factors:

- the risk that the Merger may not be completed in a timely manner or at all due to the failure to obtain the necessary approvals of Bonanza's or SandRidge's stockholders or the failure to satisfy other conditions to completion of the Merger;
- the occurrence of any event, change or other circumstance that could give rise to the termination of the Merger Agreement;

- the outcome of any legal proceeding that may be instituted against Bonanza and others following the announcement of the Merger;
 - the amount of the costs, fees, expenses and charges related to the Merger;
 - the risk that the benefits of the Merger, including synergies, may not be fully realized or may take longer to realize than expected;
 - the risk that the Merger may not advance the combined company's business strategy;
 - the risk that the combined company may experience difficulty integrating all employees or operations;
 - the potential diversion of Bonanza's management's attention resulting from the proposed Merger;
 - further declines or volatility in the prices Bonanza receives for its oil, natural gas liquids and natural gas;
 - general economic conditions, whether internationally, nationally or in the regional and local market areas in which Bonanza does business;
 - ability of Bonanza's customers to meet their obligations to Bonanza;
 - Bonanza's access to capital;
 - Bonanza's ability to generate sufficient cash flow from operations, borrowings or other sources to enable us to fully develop Bonanza's undeveloped acreage positions;
 - the presence or recoverability of estimated oil and natural gas reserves and the actual future sales volume rates and associated costs;
 - uncertainties associated with estimates of proved oil and gas reserves;
 - the possibility that the industry may be subject to future local, state, and federal regulatory or legislative actions (including additional taxes and changes in environmental regulation);
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- environmental risks;
- seasonal weather conditions;
- lease stipulations;
- drilling and operating risks, including the risks associated with the employment of horizontal drilling techniques;
- Bonanza's ability to acquire adequate supplies of water for drilling and completion operations;
- availability of oilfield equipment, services and personnel;
- exploration and development risks;
- competition in the oil and natural gas industry;
- management's ability to execute Bonanza's plans to meet its goals;
- Bonanza's ability to attract and retain key members of Bonanza's senior management and key technical employees;
- Bonanza's ability to maintain effective internal controls;
- access to adequate gathering systems and pipeline take-away capacity to provide adequate infrastructure for the products of Bonanza's drilling program;
- Bonanza's ability to secure firm transportation for oil and natural gas Bonanza produces and to sell the oil and natural gas at market prices;
- costs and other risks associated with perfecting title for mineral rights in some of Bonanza's properties;
- continued hostilities in the Middle East and other sustained military campaigns or acts of terrorism or sabotage;
- other economic, competitive, governmental, legislative, regulatory, geopolitical and technological factors that may negatively impact our businesses, operations or pricing; and
- other factors identified in Bonanza's and SandRidge's filings with the Securities and Exchange Commission.

Actual results may differ materially from those projected in the forward-looking statements. Bonanza does not undertake to update any forward-looking statements.

Additional Information and Where to Find It

This communication relates to the proposed business combination between Bonanza and SandRidge. The proposed combination will be submitted to Bonanza's and SandRidge's stockholders for their consideration and approval. In connection with the proposed combination, Bonanza and SandRidge will prepare and file with the SEC a registration statement on Form S-4 containing a joint proxy statement/prospectus and other documents with respect to the proposed Merger. This communication is not a substitute for the registration statement, proxy statement/prospectus or other document(s) that Bonanza and/or SandRidge may file with the SEC in connection with the proposed transaction. INVESTORS AND SECURITY HOLDERS OF BONANZA AND SANDRIDGE ARE URGED TO READ CAREFULLY THE REGISTRATION STATEMENT, PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT BONANZA, SANDRIDGE AND THE PROPOSED TRANSACTION. Investors and security holders may obtain free copies of these documents (when they are available) and other related documents filed with the SEC at the SEC's web site at www.sec.gov. Investors may also request copies of the documents filed with the SEC by Bonanza by contacting Bonanza's Investor Relations. Investors may also request copies of the documents filed with the SEC by SandRidge by contacting SandRidge's Investor Relations.

Certain Information Regarding Participants

Bonanza, SandRidge and their respective directors and executive officers may be deemed participants in the solicitation of proxies in connection with the proposed transaction. You can find information about Bonanza's directors and executive officers in its Current Reports on Form 8-K which were filed with the SEC on April 28, 2017, June 12, 2017 and August 4, 2017 and its Quarterly Report on Form 10-Q for the period ending September 30, 2017, filed with the SEC on November 9, 2017. You can find information about SandRidge's directors and executive officers in its Definitive Proxy Statement, which was filed with the SEC on April 28, 2017 and its Current Reports on Form 8-K filed with the SEC on June 28, 2017 and August 1, 2017. Additional information regarding the special interests of these directors and executive officers in the proposed transaction will be included in the registration statement, proxy statement/prospectus or other documents filed with the SEC if any when they become available. You may obtain these documents (when they become available) free of charge at the SEC's web site at www.sec.gov and from Investor Relations at Bonanza or SandRidge as described above.

No Offer or Solicitations

This document shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

Item 9.01 Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	<u>News Release. Issued November 15, 2017.</u>

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.

Bonanza Creek Energy, Inc.

Date: November 15, 2017

By: /s/ Cyrus D. Marter IV
Cyrus D. Marter IV
Senior Vice President, General Counsel and
Secretary