

SANDRIDGE ENERGY INC

Form 10-K/A

March 18, 2008

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

**Form 10-K/A**  
**Amendment No. 1**

(Mark One)

- ☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2007**

**OR**

- ☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from to**

**Commission File Number: 1-33784**

**SANDRIDGE ENERGY, INC.**

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

**Delaware**

*(State or other jurisdiction of  
incorporation or organization)*

**20-8084793**

*(I.R.S. Employer  
Identification No.)*

**1601 N.W. Expressway, Suite 1600, Oklahoma  
City, Oklahoma**

*(Address of principal executive offices)*

**73118**

*(Zip Code)*

**(405) 753-5500**

*(Registrant's telephone number, including area code)*

**Securities registered pursuant to Section 12(b) of the Act:**

**Title of Each Class**

**Common Stock, \$0.001 par value**

**Name of Each Exchange on Which Registered**

**New York Stock Exchange**

**Securities registered pursuant to Section 12(g) of the Act:**

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☒ Smaller reporting company ☐  
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2). Yes ☐ No ☒

The initial public offering of SandRidge Energy, Inc.'s common stock, par value of \$0.001, commenced trading on November 6, 2007. Prior to that date, there was no public market for the registrant's common stock. At February 28, 2008 there were 142,718,362 shares of our common stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

**(To The Extent Indicated Herein)**

Portions of the proxy statement for the 2008 Annual Meeting of Shareholders are incorporated by reference in Part III.

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**EXPLANATORY NOTE**

SandRidge Energy, Inc. is filing this Amendment No. 1 on Form 10-K/A to its Annual Report on Form 10-K for the fiscal year ended December 31, 2007 to include a corrected signature page reflecting conformed signatures for all officers and directors who signed the Company's Form 10-K filed with the Securities and Exchange Commission on March 7, 2007 (the "Original Form 10-K"). Each such person manually signed the Original Form 10-K on March 7, 2008, but the Original Form 10-K incorrectly indicated that they signed through an attorney-in-fact. In addition, the Exhibit Index included in this amendment omits from the list Exhibit 24.1 Power of Attorney (included on signature page), which appeared in the Original Form 10-K Exhibit Index. We are also furnishing with this amendment current certifications required by Rule 12b-15 of the Securities Exchange Act of 1934.

Except as described above, there are no other changes to the Original Form 10-K, and this amendment does not speak to, or reflect, events occurring after the filing of the Original Form 10-K.

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# SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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, on March 7, 2008.

## SANDRIDGE ENERGY, INC.

By /s/ Tom L. Ward  
Tom L. Ward, Chairman of the Board  
and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on March 7, 2008.

Signature	Title	Date
/s/ Tom L. Ward	President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	March 7, 2008
Tom L. Ward		
/s/ Dirk M. Van Doren	Chief Financial Officer and Executive Vice President (Principal Financial Officer)	March 7, 2008
Dirk M. Van Doren		
/s/ Randall D. Cooley	Senior Vice President Accounting (Principal Accounting Officer)	March 7, 2008
Randall D. Cooley		
/s/ Dan Jordan	Director	March 7, 2008
Dan Jordan		
/s/ Bill Gilliland	Director	March 7, 2008
Bill Gilliland		
/s/ Roy T. Oliver, Jr.	Director	March 7, 2008
Roy T. Oliver, Jr.		
/s/ Stuart W. Ray	Director	March 7, 2008
Stuart W. Ray		
/s/ D. Dwight Scott	Director	March 7, 2008
D. Dwight Scott		
/s/ Jeff Serota	Director	March 7, 2008
Jeff Serota		

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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, on March 18, 2008.

**SANDRIDGE ENERGY, INC.**

By /s/ Tom L. Ward  
Tom L. Ward,  
Chairman of the Board and Chief  
Executive Officer

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>	<b>Filed Herewith (*) or Incorporated by Reference to Exhibit No.</b>	<b>File Number</b>
3.1	Certificate of Incorporation	3.1 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
3.2	Certificate of Designation of convertible preferred stock	3.2 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
3.3	Bylaws	3.3 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
4.1	Specimen Stock Certificate representing common stock	4.1 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
4.2	Resale Registration Rights Agreement, dated December 21, 2005, by and between SandRidge Energy, Inc. (as successor by merger to Riata Energy, Inc.) and Banc of America Securities, LLC	4.2 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
4.2.1	Form of Consent to Amend December 21, 2005 Resale Registration Rights Agreement, dated June 13, 2006	4.11 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
4.2.2	Form of Consent to Amend December 21, 2005 Resale Registration Rights Agreement, dated April 23, 2007	4.12 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
4.2.3	Form of Consent to Amend December 21, 2005 Resale Registration Rights Agreement, dated October 4, 2007	4.13 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
4.3	Registration Rights Agreement, dated November 21, 2006, by and among SandRidge Energy, Inc. (as successor by merger to Riata Energy, Inc.) and the Purchasers party thereto	4.3 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
4.3.1	Form of Consent to Amend November 21, 2006 Registration Rights Agreement, dated October 4, 2007	4.14 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
4.4	Securities Purchase Agreement, dated November 21, 2006, by and among SandRidge Energy, Inc. (as successor by merger to Riata Energy, Inc.) and the Purchasers party thereto	4.4 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
4.5	Specimen Stock Certificate representing convertible preferred stock	4.5 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
4.6	Form of Warrant to Purchase Convertible Preferred Stock	4.6 to Registration Statement on Form S-1 filed on	333-148956

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4.7	Amended and Restated Shareholders Agreement, dated April 4, 2007, among SandRidge Energy, Inc. (as successor by merger to Riata Energy, Inc.) and certain shareholders	January 30, 2008 4.7 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
4.8	Registration Rights Agreement, dated March 20, 2007, by and among SandRidge Energy, Inc. and the several purchasers party thereto	4.8 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
4.8.1	Form of Consent to Amend March 20, 2007 Registration Rights Agreement, dated October 4, 2007	4.15 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956

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<b>Exhibit Number</b>	<b>Description</b>	<b>Filed Herewith (*) or Incorporated by Reference to Exhibit No.</b>	<b>File Number</b>
4.9	Stock Purchase Agreement, dated February 12, 2007, by and among SandRidge Energy, Inc. and each of the investors signatory thereto	4.9 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
4.10	Shareholders Agreement, dated March 20, 2007, by and among SandRidge Energy, Inc. and certain common shareholders	4.10 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
10.1	Executive Nonqualified Excess Plan#		
10.2	2005 Stock Plan of SandRidge Energy, Inc.	10.2 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
10.2.1	Form of Restricted Stock Award Agreement under 2005 Stock Plan#		
10.3	Employment Participation Plan of SandRidge Energy, Inc.	10.3 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
10.4	Well Participation Plan of SandRidge Energy, Inc	10.4 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
10.5.1	Employment Agreement of Tom L. Ward, dated June 8, 2006	10.11 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
10.5.2	Employment Agreement of Larry K. Coshow, dated September 2, 2006	10.12 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
10.6	Form of Indemnification Agreement for directors and officers	10.5 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
10.7	Senior Credit Facility, dated November 21, 2006, by and among SandRidge Energy, Inc. (as successor by merger to Riata Energy, Inc.) and Bank of America, N.A., as Administrative Agent and Banc of America Securities LLC as Lead Arranger and Book Running Manager	10.6 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
10.7.1	Amendment No. 1 to Senior Credit Facility, dated November 21, 2006 by and among SandRidge Energy, Inc.	10.9 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
10.7.2	Amendment No. 2 to Senior Credit Facility, dated November 21, 2006	10.10 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
10.8	Senior Bridge Facility, dated November 21, 2006, by and among SandRidge Energy, Inc. (as successor by merger to Riata Energy, Inc.) and Banc of	10.7 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956

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	America Bridge LLC, as the Initial Bridge Lender and Banc of America Securities LLC, Credit Suisse Security, Goldman, Sachs Credit Partners L.P., and Lehman Brothers, Inc. as joint lead arrangers and book runners		
10.9	Credit Agreement, dated March 22, 2007 by and among SandRidge Energy, Inc. and Bank of America, N.A., as Administrative Agent and Banc of America Securities LLC as Lead Arranger	10.8 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
10.10	Partnership Interest Purchase Agreement, dated November 21, 2005 by and among Riata Energy, Inc. and Matthew McCann	10.13 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
10.11	Purchase and Sale Agreement, dated December 4, 2005 by and between Gillco Energy, LP, as Seller and Riata Energy, Inc., Riata Piceance, LLC, MidContinent Resources, LLC, and ROC Gas Company, as Buyer	10.14 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956

<b>Exhibit Number</b>	<b>Description</b>	<b>Filed Herewith (*) or Incorporated by Reference to Exhibit No.</b>	<b>File Number</b>
10.12	Purchase and Sale Agreement, dated December 4, 2005 by and between Wallace Jordan, LLC and Daniel White Jordan, as Sellers and Riata Energy, Inc., Sierra Madera CO 2 Pipeline, LLC, Riata Piceance, LLC, and ROC Gas Company, as Buyers	10.15 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
10.13	Purchase and Sale Agreement, dated August 29, 2006 by and among Alsate Management and Investment Company and Longfellow Ranch Partners, LP	10.16 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
10.14	Purchase and Sale Agreement, dated June 7, 2007 by and between Wallace Jordan, LLC and SandRidge Energy, Inc.	10.17 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
10.15	Office Lease Agreement, dated March 6, 2006 by and between 1601 Tower Properties, L.L.C. and Riata Energy, Inc.	10.18 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
10.15.1	First Amendment, dated October 19, 2006 to Office Lease Agreement, dated March 6, 2006	10.19 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
10.16	Letter Agreement for Acquisition of Properties, dated September 21, 2007 by and between SandRidge Energy, Inc., Longfellow Energy, LP, Dalea Partners, LP and N. Malone Mitchell, 3rd	10.21 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
21.1	Subsidiaries of SandRidge Energy, Inc.	21.1 to Registration Statement on Form S-1 filed on January 30, 2008	333-148956
23.1	Consent of PricewaterhouseCoopers LLP#		
23.2	Consent of DeGolyer and MacNaughton#		
23.3	Consent of Netherland, Sewell & Associates, Inc.#		
23.4	Consent of Harper & Associates, Inc.#		
31.1	Section 302 Certification Chief Executive Officer##	*	
31.2	Section 302 Certification Chief Financial Officer##	*	
32.1	Section 906 Certifications of Chief Executive Officer and Chief Financial Officer#		
Management contract or compensatory plan or			

arrangement

# Filed or  
furnished as an  
Exhibit to our  
Original Form  
10-K filed  
March 7, 2008.

## Our original  
Section 302  
certifications  
pursuant to  
Rule 13a-14(a)  
are filed with  
our Original  
Form 10-K filed  
March 7, 2008.  
The  
certifications  
filed with this  
amendment are  
limited to the  
matters  
addressed  
herein.

Note: Debt instruments of the Company defining the rights of long-term debt holders in principal amounts not exceeding 10 percent of its consolidated assets have been omitted and will be provided to the Commission upon request.

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