

SANDRIDGE ENERGY INC
Form 4
February 15, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Tyrus Capital S.A.M.

2. Issuer Name and Ticker or Trading Symbol
SANDRIDGE ENERGY INC [SD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4 AVENUE ROQUEVILLE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2017

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

MONACO, O9 MC 98000

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	02/13/2017 ⁽⁵⁾		C		1,093,407	A	\$ 21,70,361	I <u>(1)</u> <u>(4)</u> See Footnotes <u>(1)</u> <u>(4)</u>
Common Stock	02/13/2017 ⁽⁵⁾		C		502,174	A	\$ 918,793	I <u>(2)</u> <u>(4)</u> See Footnotes <u>(2)</u> <u>(4)</u>
Common Stock	02/14/2017		S		16,200	D	\$ 20.5218	I <u>(1)</u> <u>(4)</u> See Footnotes <u>(1)</u> <u>(4)</u>
Common Stock							493,046	I <u>(3)</u> <u>(4)</u> See Footnotes <u>(3)</u> <u>(4)</u>

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
0.00% Convertible Senior Subordinated Notes due 2020	(5)	02/13/2017(5)		C(5)	\$ 20,511,010	10/04/2016(5) 10/04/2020	Common Stock
0.00% Convertible Senior Subordinated Notes due 2020	(5)	02/13/2017(5)		C(5)	\$ 9,420,180	10/04/2016(5) 10/04/2020	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tyrus Capital S.A.M. 4 AVENUE ROQUEVILLE MONACO, 09 MC 98000				
Chedraoui Tony 4 AVENUE ROQUEVILLE MONACO, 09 MC 98000				

Signatures

Tyrus Capital S.A.M., By: Mark Madden, Director /s/ Mark Madden 02/15/2017

_____*Signature of Reporting Person Date

/s/ Tony Chedraoui 02/15/2017

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These Shares of the Issuer's Common Stock, \$0.001 par value per share (the "Shares") or 0.00% Convertible Senior Subordinated Notes due 2020 ("Convertible Notes"), as applicable, are or were held, as applicable, for the account of Tyrus Capital Event Master Fund Limited. Tyrus Capital S.A.M serves as investment manager to Tyrus Capital Event Master Fund Limited. Mr. Chedraoui is the Chief Investment Officer and control person of Tyrus Capital S.A.M.

(2) These Shares or Convertible Notes, as applicable, are or were held, as applicable, for the account of TC Five Limited. Tyrus Capital S.A.M. serves as investment manager to TC Five Limited.

(3) These Shares are held for the account of Tyrus Capital Event S.a r.l. Tyrus Capital S.A.M. serves as investment manager and adviser to Tyrus Capital Event S.a r.l.

(4) Each Reporting Person disclaims beneficial ownership of the Shares, including Shares obtained upon conversion of Convertible Notes and Shares obtainable upon exercise of Warrants, except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the Shares for purposes of Section 16 of the Securities Exchange Act of 1934, or for any other purpose.

(5) The Convertible Notes had a conversion rate of approximately 0.05330841 Shares per \$1.00 principal amount of Convertible Notes, subject to adjustment pursuant to the terms of the Convertible Notes. The Convertible Notes were convertible at any time to, and including, the business day immediately preceding the maturity date of October 4, 2020. On February 13, 2017, the Issuer notified all holders of Convertible Notes that a mandatory conversion event had occurred and that all outstanding Convertible Notes would mandatorily convert pursuant to the terms of the indenture governing the Convertible Notes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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