

Bonanza Creek Energy, Inc.
Form 4
April 26, 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 *
Fenoglio Scott A

(Last) (First) (Middle)
410 17TH STREET,, SUITE 1400
(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Bonanza Creek Energy, Inc. [BCEI]

3. Date of Earliest Transaction
(Month/Day/Year)
04/24/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SVP, Finance & Planning

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/24/2017		M		26,739 A <u>(1)</u>	37,347	D
Common Stock	04/24/2017		F		9,968 <u>(2)</u> D \$ 0.87	27,379	D
Common Stock	04/24/2017		F		858 <u>(3)</u> D \$ 1.13	26,521	D
Common Stock	04/24/2017		F		693 <u>(3)</u> D \$ 1.13	25,828	D

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
LTIP Units	(1)	04/24/2017		M	26,739	(1)	(1)	Common Stock	26,739

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fenoglio Scott A 410 17TH STREET, SUITE 1400 DENVER, CO 80202			SVP, Finance & Planning	

Signatures

/s/ Roberta L. Louis, Attorney-in-fact for Scott A. Fenoglio 04/26/2017

__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).

Each LTIP unit represents a contingent right to receive one share based on the level of attainment of the applicable performance goal.

(1) One-third of the award was settled in shares on April 24, 2017. The remaining two-thirds of the award is scheduled to vest in equal installments on March 15, 2018 and March 15, 2019.

(2) Represents shares withheld to satisfy tax withholding obligations arising on settlement of the LTIP units referenced in footnote 1.

(3) Represents shares withheld to satisfy tax withholding obligations arising on vesting of restricted stock on March 15, 2017.

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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