

SANDRIDGE ENERGY INC

Form 3

October 14, 2016

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
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burden hours per
response... 0.5**INITIAL STATEMENT OF 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.
(Last) (First) (Middle)4 AVENUE ROQUEVILLE
(Street)MONACO, 09 MC 98000
(City) (State) (Zip)2. Date of Event Requiring
Statement(Month/Day/Year)
10/04/20163. Issuer Name **and** Ticker or Trading Symbol
SANDRIDGE ENERGY INC [SD]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)5. 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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

1,518,765

I (1) (3)

See footnotes (1) (3)

Common Stock

416,619

I (2) (3)

See footnotes (2) (3)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
0.00% Convertible Senior Subordinated Notes due 2020	10/04/2016 ⁽⁴⁾	10/04/2020	Common Stock	1,162,707	\$ ⁽⁴⁾	I ⁽¹⁾ ⁽³⁾	See footnotes ⁽¹⁾ ⁽³⁾
0.00% Convertible Senior Subordinated Notes due 2020	10/04/2016 ⁽⁴⁾	10/04/2020	Common Stock	502,174	\$ ⁽⁴⁾	I ⁽²⁾ ⁽³⁾	See footnotes ⁽²⁾ ⁽³⁾
Series A Warrants (right to buy)	10/04/2016 ⁽⁵⁾	10/04/2022	Common Stock	14,753	\$ 41.34	I ⁽²⁾ ⁽³⁾	See footnotes ⁽²⁾ ⁽³⁾
Series B Warrants (right to buy)	10/04/2016 ⁽⁵⁾	10/04/2022	Common Stock	6,211	\$ 42.03	I ⁽²⁾ ⁽³⁾	See footnotes ⁽²⁾ ⁽³⁾

Reporting Owners

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

Signatures

Tyrus Capital S.A.M., By: Mark Madden, Director /s/ Mark Madden	10/14/2016
__Signature of Reporting Person	Date
/s/ Tony Chedraoui	10/14/2016
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 held 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, Convertible Notes, Series A Warrants or Series B Warrants (together with the Series A Warrants, "Warrants"), as applicable, are held for the account of TC Five Limited. Tyrus Capital S.A.M. serves as investment manager to TC Five Limited.
 - (3) Each Reporting Person disclaims beneficial ownership of the Shares, including Shares obtainable upon conversion of Convertible Notes and 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.

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- The Convertible Notes are initially convertible at a conversion rate of 0.05330841 Shares per \$1.00 principal amount of Convertible
- (4) Notes, subject to adjustment pursuant to the terms of the Convertible Notes. The Convertible Notes are immediately convertible and are convertible at any time to, and including, the business day immediately preceding the maturity date of October 4, 2020. On the maturity date, the Convertible Notes will mandatorily convert into Shares unless earlier repurchased, redeemed or converted.
- (5) The Warrants are immediately exercisable and are exercisable at any time until they expire on October 4, 2022.

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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