

SANDRIDGE ENERGY INC

Form 4

December 20, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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. Issuer Name **and** Ticker or Trading
Symbol

SANDRIDGE ENERGY INC [SD]

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

12/16/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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 Beneficial Ownership (Instr. 4)
Common Stock	12/16/2016		C	69,300 A (4)	1,588,065	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.

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(9-02)

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
0.00% Convertible Senior Subordinated Notes due 2020	(4)	12/16/2016		C	\$ 1,299,983	10/04/2016(4)	10/04/2020	Common Stock
0.00% Convertible Senior Subordinated Notes due 2020	(4)					10/04/2016(4)	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	12/16/2016
_____ Signature of Reporting Person	Date
/s/ Tony Chedraoui	12/16/2016
_____ 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)

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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 and Convertible Notes, 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, 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.

- (4) The Convertible Notes are convertible at a conversion rate of 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 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.

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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