

RAM ENERGY RESOURCES INC  
Form 8-K  
June 15, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): June 10, 2011

RAM ENERGY RESOURCES, INC.  
(Exact Name of Registrant as Specified in Charter)

|   |  |  |
|---|--|--|
| Delaware<br>(State or Other Jurisdiction<br>of Incorporation) | 000-50682<br>(Commission<br>File Number) | 20-0700684<br>(IRS Employer<br>Identification No.) |
|---|--|--|

|  |                     |
|--|---------------------|
| 5100 E. Skelly Drive, Suite 650, Tulsa, Oklahoma<br>(Address of Principal Executive Offices) | 74135<br>(Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: (918) 663-2800

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(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement

On June 10 2011, RAM Energy Resources, Inc. (“RAM”) and the lenders under the Revolving Credit Agreement dated March 14, 2011, by and among RAM, as Borrower, SunTrust Bank, as the Administrative Agent, Capital One, N.A., as Syndication Agent, and the financial institutions named therein as the Lenders (as amended, the “Revolving Credit Agreement”), entered into a First Amendment to the Revolving Credit Agreement (the “Amendment”). Capitalized terms not otherwise defined herein have the meanings as set forth in the Revolving Credit Agreement.

Under the terms of the Amendment, the definition of “Consolidated EBITDA” was amended to provide that, for any period ending on or before June 30, 2012, to the extent deducted in determining Consolidated Net Income for such period, expenses totaling \$1,387,149 incurred by RAM during such period to comply with the hedging requirements contained in the Revolving Credit Agreement would be added to the total when calculating Consolidated EBITDA for such period.

The Amendment also amended the Revolving Credit Facility to permit (i) the contractual rights of set-off in favor of Shell Energy North America (US), L.P. or any of its affiliates and (ii) liens on cash posted with Shell Energy North America (US), L.P. or any of its affiliates, with respect to Hedging Transactions in respect of commodities under the Shell Master Agreement to the extent such Hedging Transactions were entered into prior to the Closing Date.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

10.14.1 First Amendment to Revolving Credit Agreement dated March 14, 2011, by and between RAM Energy Resources, Inc., as Borrower, and SunTrust Bank, as the Administrative Agent, Capital One, N.A., as Syndication Agent, and the financial institutions named therein as the Lenders

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RAM ENERGY RESOURCES, INC.  
(Registrant)

June 14, 2011

By: /s/ G. Les Austin  
Name: G. Les Austin  
Title: Senior Vice President and CFO

EXHIBIT INDEX

| Exhibit No. | Description of Exhibit  | Method of Filing              |
|-------------|---|-------------------------------|
| 10.14.1     | First Amendment to Revolving Credit Agreement dated March 14, | Filed herewith electronically |

2011