Boland Gregory A. Form 4 May 24, 2013

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

2005

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires:

> Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person * WEST FACE CAPITAL INC.			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)			Bonanza Creek Energy, Inc. [BCEI]	(Check all applicable)				
		(Middle)	3. Date of Earliest Transaction					
			(Month/Day/Year)	DirectorX 10% Owner				
2 BLOOR STREET EAST, SUITE 3000		T, SUITE	02/01/2013	Officer (give title Other (specify below)				
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
TORONTO, A6 M4W 1A8			Filed(Month/Day/Year)	Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person				

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative Sec	urities	s Acquire	ed, Disposed of, o	or Beneficiall	y 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 A orDisposed of (E) (Instr. 3, 4 and)	d (A) or	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, par value \$0.001	02/01/2013		S	13,000,000	D	\$ 28.32	8,166,134 (1) (2)	I (1) (2)	See footnotes 1 and 2

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. :	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
FB	Director	10% Owner	Officer	Other			
WEST FACE CAPITAL INC. 2 BLOOR STREET EAST SUITE 3000 TORONTO, A6 M4W 1A8		X					
Boland Gregory A. 2 BLOOR STREET EAST, SUITE 3000 TORONTO, A6 M4W 1A8		X					

Signatures

WEST FACE CAPITAL INC., By: /s/ Alexander Singh, Attorney-in-fact for Gregory A.

Boland, President and Chief Executive Officer of West Face Capital Inc.

**Signature of Reporting Person

Date

GREGORY A. BOLAND, By: /s / Alexander Singh, Attorney-in-fact for Gregory A. Boland

**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).
 - These shares of the Issuer's Common Stock, \$.001 par value (the "Shares") were sold for the account of Project Black Bear LP ("Black Bear"), which is an entity managed by West Face Capital Inc. ("West Face"). The general partner of Black Bear, Project Black Bear GP LLC, a Delaware limited liability company, has delegated voting and investment power over the Shares held by Black Bear to West
- Face, pursuant to an advisory agreement. Gregory A. Boland ("Mr. Boland") is the President and Chief Executive Officer of West Face. Each of Mr. Boland and West Face disclaims beneficial ownership of any Shares held by Black Bear except to the extent of any pecuniary interest therein.
- (2) These Shares are held as follows: 578,275 Shares held directly by Black Bear, and 7,587,859 Shares held by Her Majesty the Queen in Right of the Province of Alberta ("Her Majesty"), in her own capacity and as trustee/nominee for certain Alberta pension clients, for which Alberta Investment Management Corporation, a Canadian corporation ("AIMCo"), serves as investment manager. West Face may exercise voting power over the Shares held by Her Majesty pursuant to an investment management agreement between West Face and AIMCo, on behalf of its clients. This investment management agreement may be terminated upon 90 days prior written notice or immediately in certain circumstances, at which time West Face would no longer be deemed to exercise control over these Shares. Mr.

Reporting Owners 2

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Boland is the President and Chief Executive Officer of West Face. Each of Mr. Boland and West Face disclaims beneficial ownership of any Shares held by Her Majesty, except to the extent of any pecuniary interest therein.

Remarks:

Exhibit List: The Joint Filing Agreement filed as Exhibit A, and the Power of Attorney filed as Exhibit B, to the Schedule 13C Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.