

ARENA RESOURCES INC  
Form 425  
April 06, 2010

Filed by SandRidge Energy, Inc.  
pursuant to Rule 425 under the Securities  
Act of 1933, as amended, and deemed filed  
pursuant to Rule 14a-12 under the Securities  
Exchange Act of 1934, as amended  
Subject Company: Arena Resources, Inc.  
Commission File No.: 001-31657

**IMPORTANT ADDITIONAL INFORMATION WILL BE FILED WITH THE SEC**

This communication is being made in respect of the proposed business combination involving SandRidge Energy, Inc. and Arena Resources, Inc. In connection with the proposed transaction, SandRidge Energy, Inc. plans to file with the Securities and Exchange Commission (the SEC) a Registration Statement on Form S-4 containing a Joint Proxy Statement/Prospectus, and each of SandRidge Energy, Inc. and Arena Resources, Inc. may file with the SEC other documents regarding the proposed transaction. The definitive Joint Proxy Statement/Prospectus will be mailed to stockholders of SandRidge Energy, Inc. and Arena Resources, Inc. **Investors and security holders of SandRidge Energy, Inc. and Arena Resources, Inc. are urged to read the Joint Proxy Statement/Prospectus and other documents filed with the SEC carefully in their entirety when they become available because they will contain important information about the proposed transaction.** Investors and security holders will be able to obtain free copies of the Registration Statement and the Joint Proxy Statement/Prospectus (when available) and other documents filed with the SEC by SandRidge Energy, Inc. and Arena Resources, Inc. through the web site maintained by the SEC at [www.sec.gov](http://www.sec.gov). Free copies of the Registration Statement and the Joint Proxy Statement/Prospectus (when available) and other documents filed with the SEC can also be obtained by directing a request to SandRidge Energy, Inc., 123 Robert S. Kerr Avenue, Oklahoma City, Oklahoma 73102, Attention: Investor Relations, or by directing a request to Arena Resources, Inc., 6555 South Lewis Avenue, Tulsa, Oklahoma 74136, Attention: Investor Relations.

SandRidge Energy, Inc., Arena Resources, Inc and their respective directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding SandRidge Energy, Inc.'s directors and executive officers is available in its Annual Report on Form 10-K for the year ended December 31, 2009, which was filed with the SEC on March 1, 2010, and its proxy statement for its 2009 annual meeting of stockholders, which was filed with the SEC on April 22, 2009, and information regarding Arena Resources, Inc.'s directors and executive officers is available in its Annual Report on Form 10-K for the year ended December 31, 2009, which was filed with the SEC on March 1, 2010 and its proxy statement for its 2009 annual meeting of stockholders, which was filed with the SEC on October 29, 2009. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the Joint Proxy Statement/Prospectus and other relevant materials to be filed with the SEC when they become available.

Safe Harbor Language on Forward Looking Statements:

This communication includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements express a belief, expectation or intention and are generally accompanied by words that convey projected future events or outcomes. The forward-looking statements include statements relating to the impact SandRidge Energy, Inc. expects the proposed merger with Arena Resources, Inc. to have on the combined entity's operations, financial condition, and financial results, and SandRidge Energy, Inc.'s expectations about its ability to successfully integrate the combined businesses and the amount of cost savings and overall operational efficiencies SandRidge Energy, Inc. expects to realize as a result of the proposed merger. The forward-looking statements also include statements about SandRidge Energy, Inc.'s future operations, estimates of reserve and resource volumes, reserve values, future drilling locations, costs, cash flow, hedging transactions, and anticipated timing for filings with regulatory agencies, shareholder meetings and closing of the proposed merger. We have based these forward-looking statements on our current expectations and assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate under the circumstances. However, whether actual results and developments will conform with our expectations and predictions is subject to a number of risks and uncertainties, including the ability to obtain governmental approvals of the merger on the proposed terms and schedule, the failure of SandRidge Energy, Inc. or Arena Resources, Inc. stockholders to approve the merger, the risk that the businesses will not be integrated successfully, the risk that the cost savings and any synergies from the merger may not be fully realized or may take longer to realize than expected, disruption from the merger making it more difficult to maintain relationships with customers, employees or suppliers, the volatility of natural gas and oil prices, our success in discovering, estimating, and developing natural gas and oil reserves, the availability and terms of capital, our timely execution of hedge transactions, credit conditions of global capital markets, changes in economic conditions, regulatory changes, including those related to carbon dioxide and greenhouse gas emissions, and other factors, many of which are beyond our control. We refer you to the discussion of risk factors in Part I, Item 1A - Risk Factors of our Annual Report on Form 10-K for the year ended December 31, 2009 and the Annual Report on Form 10-K filed by Arena Resources, Inc. and in comparable risk factors sections of our and Arena Resources, Inc.'s Quarterly Reports on Form 10-Q filed after the date of this communication. All of the forward-looking statements made in this communication are qualified by these cautionary statements. The actual results or developments anticipated may not be realized or, even if substantially realized, they may not have the expected consequences to or effects on our company or our business or operations. Such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. We undertake no obligation to update or revise any forward-looking statements.

The following is a slide presentation that will be made available to certain shareholders of SandRidge Energy, Inc. and Arena Resources, Inc. beginning April 6, 2010.



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Disclaimer  
(Page  
1  
of  
2)

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Transaction

Summary

Strategy: Why Arena?

Increases exposure to oil (8,500 Boepd

86% Oil)

Single asset focus in the Central Basin Platform



Low risk drilling (2,700 locations)

Shallow vertical wells (less than 6,000 feet)

Proven production history (discovered in 1930)  
Seamless integration by SandRidge

Extensive existing operations in Permian Basin

Close proximity to Ft. Stockton service base (33 rigs)

Long term cost control with rig ownership  
SandRidge  
post acquisition plans to have over \$3.0 billion of hedges

Hedges for 2H10 -  
2013

Natural Gas upside for 2011 and beyond  
Transaction:  
\$1.6 billion acquisition yields post acquisition SandRidge  
value of \$6.2 billion  
191 MM new SandRidge  
shares issued, no assumed debt  
Post acquisition 58% of SandRidge  
will be owned by current shareholders  
Relative PV-10 (debt adjusted) supports ownership percentage  
Accretive to cash flow per share in 2011  
Expected closing June/July 2010

5  
Transaction  
Arena Key Attributes  
Production/Reserves  
86%  
Oil  
Concentrated, operated oil-weighted Permian Basin position  
March  
2

disclosed  
net  
production  
8,500  
Boepd  
with  
significant  
growth  
potential  
69.3 Mmboe  
proven reserves YE 2009  
Permian Basin Oil  
Approximately 67,600 Net Acres (85% Permian Basin)

High  
Working  
Interests  
(  
95%  
WI)  
Predictable Production Growth (from 200 to 8,500 Boepd  
in 5 years)  
Value  
Generation  
Driven  
by  
developing  
low  
risk  
San  
Andres  
wells  
@  
4,300

Large, multi-year inventory with over 2,700 San Andres locations  
Clear  
Fork  
potential  
@  
6,000  
Future Secondary and Tertiary Potential

6  
San Andres  
(4,300 )  
Clear Fork  
(6,000 )  
Concentrated West Texas Asset Base  
SandRidge  
Arena  
Delaware Basin

Midland Basin

MIDLAND

Ft. Stockton

Service Base

(33 drilling rigs)

ODESSA

WTO

CENTRAL BASIN

PLATFORM

San Andres / Clear Fork

Formations

Combined

West Texas

Net Acreage

Position

770,000 acres

PIÑON FIELD











7

Permian Basin (Fuhrman  
Mascho  
Field)  
Fuhrman-Mascho  
/ San Andres

2,700 low risk, 10 acre locations

35 Mboe  
gross per primary location

94.5 Mmboe  
EUR gross

950 Producing Wells

700 Wells Drilled Since 2005

Well Costs \$500,000

Average Well Depth  
4,300 feet  
SandRidge  
Arena  
CENTRAL BASIN PLATFORM  
San Andres / Clear Fork  
Formations

8  
SandRidge  
Combined Asset Analysis  
(1)  
(1)  
(1)  
(4)  
(1)  
(2)

(3)  
(1)  
2009 SEC 12 month average; \$3.87/Mcf, \$57.65/Bbl  
(2)  
Dec. 31, 2009 spot prices; \$5.79/Mcf, \$79.34/Bbl  
(3)  
Average 10 year NYMEX strip; \$6.94/Mcf, \$92.24/Bbl  
(4)  
Dec. 2009 average for SD, Mar. 2, 2010 for ARD  
Post-Acquisition  
Total Proven Reserves  
(MMBoe)  
219  
69  
288  
Proved Developed  
%  
63%  
37%  
57%  
Proven Oil Value  
%  
69%  
99%  
82%  
Current Production  
(MBoepd)  
49.3  
8.5  
57.8  
PV10 PROVEN (SEC)  
\$MM  
1,561  
\$  
1,121  
\$  
2,682  
\$  
PV10 PROVEN (12/31 SPOT)  
\$MM  
3,590  
\$  
1,820  
\$  
5,410  
\$  
PV10 PROVEN (NYMEX 10 yr avg)  
\$MM  
5,240  
\$

2,234

\$

7,474

\$





9  
Permian Production  
(MBoepd)  
4.3  
13.0  
21.5  
Net Acres  
(M Acres)  
56  
148  
205  
Total Proven Reserves  
(MMBoe)  
43  
117  
183  
Drilling Locations  
(#)



740  
2,694  
5,700  
PV10 PROVEN (SEC)  
\$MM  
424  
\$  
990  
\$  
2,053  
\$

PV10 PROVEN (12/31 SPOT)  
\$MM  
778  
\$  
1,823  
\$  
3,557  
\$

PV10 PROVEN (NYMEX 10 yr avg)  
\$MM  
1,025  
\$  
2,414  
\$  
4,546  
\$

Permian Metrics  
as of YE 2009

SandRidge

Permian Progression

(1)

SandRidge: February 2010 Permian average; Arena: March 2, 2010

(2)

2009 SEC 12 month average; \$3.87/Mcf, \$57.65/Bbl

(3)

Dec 31, 2009 spot prices; \$5.79/Mcf, \$79.34/Bbl

(4)

Average 10 year NYMEX strip; \$6.94/Mcf, \$92.24/Bbl

12/09

Permian

Acquisition

12/09

Permian

Acquisition

(2)

(2)

(1)

(3)

(4)

10

Acquisition Financial Review

Goals of Transaction

Increase exposure to oil

Hedge significant amount of production through 2013

Cash flow per share accretion

Balance sheet improvement

Major Steps to Complete

File S-4

File HSR

Shareholder Vote (both SD and ARD)

Expected Closing: June/July

11  
Transaction  
Hedge Review  
Q3 & Q4  
2H10 -2013  
2010  
TOTAL  
Current  
SandRidge

Crude Oil (Mmbo)

2.3

14.8

Price

\$82.08

\$85.88

Natural Gas (Bcf)

40.0

40.0

Price

\$7.76

\$7.76

Total Revenue Hedged

\$499

\$1,578

Arena

Crude Oil (Mmbo)

0.6

0.6

Price (Floor)

\$66.67

\$66.67

Natural Gas (Bcf)

0.9

0.9

Price (Floor)

\$4.00

\$4.00

Total Revenue Hedged

\$40

\$40

Revenue Hedged

\$540

\$1,619

Revenue To Be Hedged

\$59

\$1,416

Total Revenue Hedged

\$599

\$3,034



12  
Transaction  
Share Analysis  
SandRidge  
SandRidge  
Pre-Acquisition  
Arena  
Post-Acquisition  
SD Shares Outstanding -  
March 26, 2010  
210,797,254  
SD 8.5% Preferred Stock  
33,083,645  
SD 6.0% Preferred Stock  
18,416,206  
Total SD Fully Diluted  
262,297,105  
262,297,105  
ARD Shares Outstanding -  
March 15, 2010

39,018,737

ARD Options/Restricted Grants

(1)

954,224

Total ARD Fully Diluted

39,972,961

Merger Conversion Ratio

(2)

4.7771x

Total ARD Merger Fully Diluted

190,953,633

190,953,633

New SandRidge

Fully Diluted

453,250,738

(1) Assumes options settled cashless

(2) Merger Conversion Ratio:  $\$37.50/\$7.85 = 4.7771x$





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Transaction  
Balance Sheet  
(as of December 31, 2009)  
SandRidge  
Estimated  
SandRidge  
Pre-Acquisition  
Arena  
Adjustments  
Post-Acquisition  
Cash  
\$7.9  
\$63.6  
-\$15.0  
\$56.5  
Debt  
Bank Debt  
\$0.0  
\$0.0  
\$100.0  
\$100.0

|                       |  |
|-----------------------|--|
| Other Senior Debt     |  |
| 35.3                  |  |
| 35.3                  |  |
| Floating Senior Notes |  |
| 350.0                 |  |
| 350.0                 |  |
| 8.625% Senior Notes   |  |
| 650.0                 |  |
| 650.0                 |  |
| 9.875% Senior Notes   |  |
| 351.0                 |  |
| 351.0                 |  |
| 8.0% Senior Notes     |  |
| 750.0                 |  |
| 750.0                 |  |
| 8.75% Senior Notes    |  |
| 442.6                 |  |
| 442.6                 |  |
| Total Debt            |  |
| \$2,578.9             |  |
| \$0.0                 |  |
| \$100.0               |  |
| \$2,678.9             |  |
| Equity                |  |
| -\$195.9              |  |
| \$522.7               |  |
| \$976.3               |  |
| \$1,303.1             |  |
| Total Capitalization  |  |
| \$2,390.9             |  |
| \$586.3               |  |
| \$1,061.3             |  |
| \$4,038.5             |  |

14  
SandRidge

Who We Are  
(1)  
Using December 31, 2009 Pricing

15  
Vertical / Fracturing  
Horizontal  
Drilling  
Horizontal  
w/ Fracing  
Is There Risk?

16

US Natural Gas Drilling Activity Will Challenge Natural Gas Price

Assumes 22% US decline

900

950 Current Gas Rigs

Horizontal Drilling 60%

efficiency increase

Rig count continues to increase

17  
Simple Macro Oil Theory on Why?

BG

BP

Devon



Exxon-Mobil

Mitsui

StatOil

Total

Oil is difficult to find.

Companies Focusing on North American Gas:





18

Oil Delivers 10X More Value

Oil wells are significantly VALUE

advantaged in today's pricing environment

Oil Well

.77 Bcfe

Reserves

\$950M Capex

Gas Well

.77 Bcfe

Reserves

\$950M Capex

19  
(a)  
Includes WAHA and HSC Basis Swaps in 2011 and 2012  
Natural  
Gas  
Swaps  
assume  
a  
ratio

of  
1:1  
for  
Mcf  
to  
MMBtu  
Hedging  
Quarter Ending  
Ending  
3/31/2010  
6/30/2010  
9/30/2010  
12/31/2010  
12/31/2010  
12/31/2011  
12/31/2012  
12/31/2013  
Natural Gas Swaps:  
Volume (Bcf)  
20.48  
19.79  
20.01  
20.01  
80.29  
0.00  
0.00  
0.00  
Swap  
\$7.95  
\$7.32  
\$7.55  
\$7.97  
\$7.70  
NM  
NM  
NM  
Natural Gas Basis Swaps:  
(a)  
Volume (Bcf)  
20.25  
20.48  
20.70  
20.70  
82.13  
104.03  
113.46  
14.60  
Swap  
\$0.74  
\$0.74

\$0.74

\$0.74

\$0.74

\$0.47

\$0.55

\$0.46

Crude Oil Swaps:

Volume (MMBbls)

0.99

1.09

1.10

1.20

4.38

5.48

6.99

0.00

Swap

\$81.95

\$82.05

\$82.05

\$82.11

\$82.04

\$86.07

\$86.98

NM

20  
SandRidge  
Operating Areas  
West Texas Overthrust  
Over 550,000 acres  
5,500 drilling locations  
Exploration  
Permian Basin  
Oil



Over 150,000 acres  
2,700 drilling locations  
4 Main oil plays:

Clear Fork (CBP)

San Andres (CBP)

Wolfberry

Delaware Group (Bone Springs / Bell Canyon / Cherry Canyon)  
Oklahoma / Developing Plays  
Mississippian Horizontal

Over 115,000 Acres

280 drilling locations  
Woodford Play

Over 45,000 Acres

280 drilling locations







21

Piñon

Development: Century Plant

Phase I Completion: July

August 2010

Triple Treating Capacity

Largest

Single

Industrial

Source

CO

2

Capture Facility in North America

Currently Qualifies for Tax Credits

Will Benefit from Most Cap & Trade Proposals

\*Century Plant in partnership with Occidental Petroleum as of February 2010.

22  
-  
20,000  
40,000  
60,000  
80,000  
100,000  
120,000  
1

13

25

37

49

61

73

85

97

109

121

133

145

MCFE per Month

MONTHS

SandRidge

Energy

Average for Formation vs. Type Curve

Warwick Type Curve Wells

Piñon

Compares Favorably Against ANY U.S. Gas Play

\*NYMEX 10 Year Average \$6.94/Mcf \$92.24/Bbl

Warwick/Tesnus

7.3 Bcfe

wet gas

2.46 Bcfe

net

\*53% ROR

Finding Costs

\$.99/Mcfe

Tier 1 Economics

All HBP

Mature Field

High Perm Reservoir

In-Fill Development

Daily

Production

--

MCFE

23  
Gross Thickness Map of the Warwick Caballos  
Piñon  
Field: 2009 Wells Drilled / 2010 Development Drilling







24  
Maljamar  
Vermejo  
Spraberry  
WTO  
GAU  
P.M.  
Delaware Basin  
Midland Basin  
Central Basin  
Platform  
Robertson Field  
Fullerton Field  
Goldsmith Field  
Tex-Mex Field  
Brooklaw  
Field  
MIDLAND  
ODESSA  
FT. STOCKTON

Production  
12,000  
Boe/d

Land  
150,000  
acres  
(net)

Resource  
potential  
287  
Mmboe

2,700 drilling locations

Estimated drilling costs  
\$0.5MM to \$1.2MM  
SandRidge  
Permian Basin / TX  
Areas of Operations  
San Andres

(4,300 )  
Clear Fork  
(6,000 )  
Wichita-  
Albany  
(7,200 )



25

Permian Production Forecast

-

10,000

20,000

30,000

SandRidge

PDP

Acquisition PDP

Drilling

Jan 07 to Feb 09

1.5 Rigs Drilling Program

Production Increased from

900 Boe/d

to 4100 Boe/d



26  
SandRidge  
Potential  
MISSISSIPPIAN  
HORIZONTAL  
POTENTIAL

Land 115,000 acres (net)

280 drilling locations

> 320 acre spacing assumption

EUR/WELL 160 Mbo, .45 Bcf

NW Oklahoma

Mississippian Horizontal Play

MISSISSIPPIAN FAIRWAY

TARGETED HORIZONTAL

INTERVAL > 40

SandRidge

Operated

**WILEY 1-32H 35Bopd, 1,500 Mcfpd**

**TALON 1-6H Waiting on Completion**

Non Op / Industry Activity

12 wells producing

Avg

First Month IP -

150 Bopd, 400 Mcfpd



27  
SandRidge  
Position  
WOODFORD HORIZONTAL  
POTENTIAL

Land  
45,000  
acres

280  
drilling  
locations

5-8 Bcfe/well  
WOODFORD FAIRWAY  
DEVON ACTIVITY  
109,000 net acres  
6 Tcfe  
potential  
Western Oklahoma  
Woodford Play  
WOODFORD INTERVAL > 100  
CIMAREX ACTIVITY  
94,000 net acres  
2-3 Tcfe  
potential  
WOODFORD FAIRWAY  
Downdip  
Limit  
CLR: Brown 1-2H  
7 day test: 4,200 Mcfpd  
, 100 Bopd  
CLR: Doris 1-25H  
Currently Drilling  
Siliceous is delicious

Dirk Van Doren  
Tonkawa  
Cleveland  
Cherokee Sand  
Redfork  
Atoka  
Morrow  
Springer  
Chester  
Osage  
Woodford  
Hunton  
Meramac

28  
SD Controls > 550,000 Net Acres  
\$20MM

\$25MM  
Drilling  
Budget  
in  
2010

WTO Exploration: Prospects and Leads

Piñon

Field

65 MILES

1,300

SQUARE

MILES OF 3-D

SEISMIC

COVERAGE

Warwick Caballos

Prospects / Leads

Sub-Thrust Prospects / Leads

(Fusselman

& Ellenburger)

Leading

Edge

Note: Diagram is not to scale and is for illustration purposes only

29

6 Exploration Risks in WTO / High Reward





30  
Base  
Cretaceous  
Top Chert  
Interval  
Penn Interval  
Penn Interval  
Exploration Well #1  
Western WTO: Warwick Caballos



Prospect

Note: Diagram is not to scale and is for illustration purposes only

Warwick/Caballos

Prospect

24,000

Acres

Drill Depth

10,000 Feet

5000

Gross Thrusted

Interval

Unrisked

Potential

14 Tcfe

Top Caballos

Interval Time

Structure Map

31  
18 Miles  
Exploration Well #1  
Top of Cab 8,558  
Gross interval thickness 904  
Avg  
x-plot porosity of 2-3%  
High Resistivity in the Chert  
On the back-limb of a structural high

Down dip from the crest of the structure

Background gas to 85 units

Type

Well

(Piñon

Field)

Top of Cab 8,357

Gross interval thickness 637

Avg

x-plot porosity of 2-3%

High Resistivity in the Chert

On the back-limb of a structural high

Down dip from the crest of a structure

Background gas to 70 units

Production from the Chert

EUR 7.5B wet

Type

Well

(Piñon

Field)

Top of Cab 8,357

Gross interval thickness 637

Avg

x-plot porosity of 2-3%

High Resistivity in the Chert

On the back-limb of a structural high

Down dip from the crest of a structure

Background gas to 70 units

Production from the Chert

EUR 7.5B wet

Caballos

Chert

Reservoir Comparison: Piñon

Field to Exploration Well #1

Exploration Well #1

TD = 9654

Type Well (Piñon

Field)

TD = 9200



32

Warwick Prospect  
23,000 Acres

Drill Depth  
9,000  
11,000 Feet

5000  
of Structural Closure

Unrisked  
Potential 16 Tcfe  
W

E  
Eastern WTO: Warwick Caballos  
Prospect  
Top Caballos  
Interval

Depth Structure Map  
C. I. = 500 ft  
Thrust Fault

Top Cab Interval  
E  
W

Note: Diagram is not to  
scale and is for illustration  
purposes only

LOC  
LOC

33  
35 Miles  
Exploration Well #2  
Piñon  
Tesus  
Well  
Tesus  
Reservoir Sand Comparison: Piñon  
Field to Exploration Well #2

Exploration Well #2

419

Gross Section

177

Net Pay

10%~~Avg~~

X-Plot Porosity

1597u Max Gas

Piñon

Tesnus

Well

464

Gross Section

190

Net Pay

13%~~Avg~~

X-Plot Porosity

1222u Max Gas

IP: 2,200 MCF

EUR: 1.5 BCF



