

SANDRIDGE ENERGY INC
Form 4
December 20, 2016

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Tyrus Capital S.A.M.

2. Issuer Name and Ticker or Trading Symbol
SANDRIDGE ENERGY INC [SD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4 AVENUE ROQUEVILLE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/16/2016

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

MONACO, O9 MC 98000
(City) (State) (Zip)

4. 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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| 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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SEC 1474 (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 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
| | | | | 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. 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.