Jaques Wade E Form 4 December 19, 2011

FORM 4

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

OMB 3235-0287 Number:

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

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

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response... 0.5

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Form 5

(Print or Type Responses)

| 1. Name and A Jaques Wad | Symbol | 2. Issuer Name and Ticker or Trading Symbol Bonanza Creek Energy, Inc. [BCEI] | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
|--------------------------------------|--|---|--|--------------------------------|--------------|---|--|--|----------|--|
| (Last) | (First) (N | | 3. Date of Earliest Transaction (Month/Day/Year) | | | | (Check all applicable) Director 10% Owner | | | |
| 410 17TH, | 12/15/2 | 12/15/2011 | | | | _X_ Officer (give title Other (specify below) Controller | | | | |
| | | If Amendment, Date Original led(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | | |
| DENVER, | CO 80202 | | | | | | Form filed by ! Person | More than One Re | eporting | |
| (City) | (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | e 2A. Deemed Execution Date, if any (Month/Day/Year) | Code | 4. Secur on(A) or D (Instr. 3, | 4 and (A) or | ed of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | |
| Class B Common Stock (1) | 12/15/2011 | | A | 150 | A | (1) | 150 | D | | |
| Common Stock | 12/15/2011 | | P | 1,000 | A | \$ 13.61 | 1,150 | D | | |

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

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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 | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exerc | | 7. Tit | | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|-------------|-------------------|---------------------|-----------------|---------|------------|-------------|---------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | onNumber | Expiration D | ate | Amou | int of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Unde | rlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Secur | rities | (Instr. 5) | Bene |
| | Derivative | | • | | Securities | | | (Instr | . 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | , | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | (221012 |
| | | | | | 4, and 5) | | | | | | |
| | | | | | +, and <i>∃</i>) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | . | . | | or | | |
| | | | | | | Date Exercisable | Expiration Date | Title N | Number | | |
| | | | | | | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Jaques Wade E

410 17TH, SUITE 1500 Controller

DENVER, CO 80202

Signatures

Chris Humber as 12/19/2011 Attorney-in-Fact

**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).

Shares of Class B common stock have been issued in the form of restricted stock subject the following vesting schedule: 1/3 per year for three years following the initial public offering of the Issuer's common stock. Pursuant to the amended and restated certificate of

incorporation of the Issuer, immediately prior to the closing of an initial public offering of the Issuer's common stock, all shares of Class B common stock automatically will convert into shares of Class A common stock, at which time each share of Class A common stock will be reclassified as one share of common stock of the Issuer. Shares of common stock previously held as Class B Common Stock will remain subject to vesting.

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.

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