Bonanza Creek Energy, Inc.

Form 4

October 17, 2016

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

> 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

1(b).

(Last)

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obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * MARTER IV CYRUS D

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Bonanza Creek Energy, Inc. [BCEI]

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(First) 410 - 17TH STREET, SUITE 1400

(Month/Day/Year)

10/17/2016

Director 10% Owner X_ Officer (give title Other (specify

below) SVP, General Counsel & Secy.

(Street)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

DENVER, CO 80202

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

(A)

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 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)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

(9-02)

8.

D

S

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or Derivative Disposed of (D) Security (Instr. 3, 4, and Code V (D) Date **Expiration Title** (A) Amount or Exercisable Date Number of Shares LTIP 150,000 Common (2) (2) 150,000 (1) 10/17/2016 A Units (1) Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MARTER IV CYRUS D 410 - 17TH STREET, SUITE 1400 DENVER, CO 80202

SVP, General Counsel & Secy.

(I

Signatures

By: Erin L. Gleaton, attorney-in-fact For: Cyrus D.

Marter IV

10/17/2016

**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) Each LTIP unit represents a contingent right to receive one share of BCEI common stock, subject to adjustment as described in Footnote 3.
- (2) This award will vest in three equal installments on November 15, 2017, November 15, 2018, and November 15, 2019.
- (3) The distribution at each vesting date will be adjusted downward if the BCEI stock price exceeds \$26.00, so that the distribution represents a value equivalent to \$26.00 per share.

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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