

SANDRIDGE ENERGY INC  
Form SC 13D/A  
March 06, 2013

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 4)\*

SandRidge Energy, Inc.  
(Name of Issuer)

Common Stock, par value \$0.001 per share  
(Title of Class of Securities)

8007T101  
(CUSIP Number)

Dinakar Singh

TPG-Axon Management LP

888 Seventh Avenue, 38<sup>th</sup> Floor

New York, New York 10019

(212) 479-2000

With a copy to:

Marc Weingarten and David E. Rosewater

Schulte Roth & Zabel LLP

919 Third Avenue

New York, New York 10022

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and  
Communications)

March 5, 2013

(Date of Event Which Requires Filing of This  
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. [ ]

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

	NAME OF REPORTING PERSON
1	TPG-Axon Management LP
	CHECK THE APPROPRIATE <input checked="" type="checkbox"/> x
2	BOX IF A MEMBER OF (b) " A GROUP
3	SEC USE ONLY SOURCE OF FUNDS
4	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING
5	IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
6	Delaware
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	SOLE VOTING POWER
	0 SHARED VOTING POWER
8	36,216,000 shares of Common Stock
	SOLE DISPOSITIVE POWER
9	
	0 SHARED DISPOSITIVE
10	

POWER

36,216,000  
shares of  
Common Stock

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

36,216,000 shares of  
Common Stock

12 CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..

13 EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 7.3%  
TYPE OF REPORTING  
PERSON

PN

	NAME OF REPORTING PERSON
1	TPG-Axon Partners GP, L.P.
	CHECK THE APPROPRIATE <input checked="" type="checkbox"/> x
2	BOX IF A MEMBER OF (b) " A GROUP
3	SEC USE ONLY SOURCE OF FUNDS
4	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING
5	IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
6	Delaware
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	SOLE VOTING POWER
	0 SHARED VOTING POWER
8	13,460,641 shares of Common Stock
	SOLE DISPOSITIVE POWER
9	0 SHARED DISPOSITIVE
10	0 SHARED DISPOSITIVE

POWER

13,460,641  
shares of  
Common Stock

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

13,460,641 shares of  
Common Stock

12 CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..

13 EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 2.7%  
TYPE OF REPORTING  
PERSON

PN

1	NAME OF REPORTING PERSON
	TPG-Axon GP, LLC
2	CHECK THE APPROPRIATE <input checked="" type="checkbox"/> BOX IF A MEMBER OF (b) A GROUP
3	SEC USE ONLY SOURCE OF FUNDS
4	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
5	CITIZENSHIP OR PLACE OF ORGANIZATION
6	Delaware
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	SOLE VOTING POWER
8	0
9	SHARED VOTING POWER
	36,216,000 shares of Common Stock
10	SOLE DISPOSITIVE POWER
	0
10	SHARED DISPOSITIVE POWER

36,216,000  
shares of  
Common Stock

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

36,216,000 shares of  
Common Stock  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
12 ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES  
13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

7.3%  
14 TYPE OF REPORTING  
PERSON

OO

1	NAME OF REPORTING PERSON
	TPG-Axon Partners, LP
2	CHECK THE APPROPRIATE <input checked="" type="checkbox"/> x BOX IF A MEMBER OF (b) A GROUP
3	SEC USE ONLY SOURCE OF FUNDS
4	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
5	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
6	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	SOLE VOTING POWER
7	0 SHARED VOTING POWER
8	13,460,641 shares of Common Stock
9	SOLE DISPOSITIVE POWER
10	0 SHARED DISPOSITIVE POWER

	13,460,641 shares of Common Stock
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
12	13,460,641 shares of Common Stock CHECK IF THE AGGREGATE AMOUNT IN ROW (11) ..
13	EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	2.7% TYPE OF REPORTING PERSON
	PN

	NAME OF REPORTING PERSON
1	TPG-Axon International, L.P.
	CHECK THE APPROPRIATE <input checked="" type="checkbox"/> x
2	BOX IF A MEMBER OF (b) " A GROUP
3	SEC USE ONLY SOURCE OF FUNDS
4	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING
5	IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
6	Cayman Islands
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	SOLE VOTING POWER
	0 SHARED VOTING POWER
8	18,784,229 shares of Common Stock
	SOLE DISPOSITIVE POWER
9	
	0 SHARED DISPOSITIVE
10	

POWER

18,784,229  
shares of  
Common Stock

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

12 18,784,229 shares of  
Common Stock  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..

13 EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 3.8%  
TYPE OF REPORTING  
PERSON

PN

	NAME OF REPORTING PERSON
1	TPG-Axon International GP, LLC
	CHECK THE APPROPRIATE <input checked="" type="checkbox"/> x
2	BOX IF A MEMBER OF (b) " A GROUP
3	SEC USE ONLY SOURCE OF FUNDS
4	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING
5	IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
6	Delaware
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	SOLE VOTING POWER
	0 SHARED VOTING POWER
8	18,784,229 shares of Common Stock
	SOLE DISPOSITIVE POWER
9	0 SHARED DISPOSITIVE
10	0 SHARED DISPOSITIVE

POWER

18,784,229  
shares of  
Common Stock

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

18,784,229 shares of  
Common Stock

12 CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..

13 EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 3.8%  
TYPE OF REPORTING  
PERSON

OO

1	NAME OF REPORTING PERSON
	Dinakar Singh LLC
2	CHECK THE APPROPRIATE <input checked="" type="checkbox"/> BOX IF A MEMBER OF (b) A GROUP
3	SEC USE ONLY SOURCE OF FUNDS
4	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
5	CITIZENSHIP OR PLACE OF ORGANIZATION
6	Delaware
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	SOLE VOTING POWER
	0
8	SHARED VOTING POWER
	36,216,000 shares of Common Stock
9	SOLE DISPOSITIVE POWER
	0
10	SHARED DISPOSITIVE POWER

36,216,000  
shares of  
Common Stock

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

36,216,000 shares of  
Common Stock  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
12 ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES  
13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

7.3%  
14 TYPE OF REPORTING  
PERSON

OO

1	NAME OF REPORTING PERSON
	Dinakar Singh
2	CHECK THE APPROPRIATE <input checked="" type="checkbox"/> x BOX IF A MEMBER OF (b) A GROUP
3	SEC USE ONLY SOURCE OF FUNDS
4	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
5	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
6	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	SOLE VOTING POWER
7	0 SHARED VOTING POWER
8	36,216,000 shares of Common Stock
9	SOLE DISPOSITIVE POWER
10	0 SHARED DISPOSITIVE POWER

36,216,000  
shares of  
Common Stock

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

36,216,000 shares of  
Common Stock  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
12 ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES  
13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

7.3%  
14 TYPE OF REPORTING  
PERSON

IN

1	NAME OF REPORTING PERSON
	Stephen C. Beasley
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP
3	SEC USE ONLY SOURCE OF FUNDS
4	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
5	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
6	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
7	SOLE VOTING POWER
8	3,000 shares of Common Stock SHARED VOTING POWER
9	0 SOLE DISPOSITIVE POWER
10	3,000 shares of Common Stock SHARED DISPOSITIVE POWER

	0
	AGGREGATE
	AMOUNT
	BENEFICIALLY
11	OWNED BY EACH
	PERSON
	3,000 shares of Common
	Stock
	CHECK IF THE
	AGGREGATE
	AMOUNT IN
12	ROW (11) ..
	EXCLUDES
	CERTAIN
	SHARES
	PERCENT OF CLASS
13	REPRESENTED BY
	AMOUNT IN ROW (11)
	0.0%
	TYPE OF REPORTING
14	PERSON
	IN

CUSIP No. 8007T101 SCHEDULE 13D/A Page 11 of 13 Pages

This Amendment No. 4 ("Amendment No. 4") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on November 13, 2012 (the "Original Schedule 13D"), Amendment No. 1 to the Original Schedule 13D, filed on November 30, 2012 ("Amendment No. 1") and Amendment No. 2 to the Original Schedule 13D, filed on December 26, 2012 ("Amendment No. 2"), Amendment No. 3 to the Original Schedule 13D, filed on March 5, 2013 ("Amendment No. 3" and together with the Original Schedule 13D, Amendment No. 1, Amendment No. 2 and this Amendment No. 4, the "Schedule 13D"), with respect to the common stock, par value \$0.001 per share (the "Common Stock"), of SandRidge Energy, Inc., a Delaware corporation (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 4 have the meanings set forth in the Schedule 13D. This Amendment No. 4 is being filed to correct the aggregate purchase price of the Common Stock of TPG-Axon set forth in Item 3 of Amendment No. 3.

Item  
3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

TPG-Axon used approximately \$236,215,088 (including brokerage commissions) in the aggregate to purchase the Common Stock of TPG-Axon reported in this Schedule 13D. Approximately \$21,750 (including brokerage commissions) in the aggregate was used to purchase the Common Stock reported herein as beneficially owned by Mr. Beasley.

The source of the funds used to acquire the Common Stock of TPG-Axon reported herein is the working capital of TPG-Axon Domestic and TPG-Axon International and margin borrowings described in the following sentence. Such shares of Common Stock are held by TPG-Axon in commingled margin accounts, which may extend margin credit to TPG-Axon from time to time, subject to applicable federal margin regulations, stock exchange rules and credit policies. In such instances, the positions held in the margin accounts are pledged as collateral security for the repayment of debit balances in the accounts. The margin accounts bear interest at a rate based upon the broker's call rate from time to time in effect. Because other securities are held in the margin accounts, it is not possible to determine the amounts, if any, of margin used to purchase the Common Stock of TPG-Axon reported herein.

The source of the funds used to acquire the Common Stock reported herein as beneficially owned by Mr. Beasley is the funds of the family trust for which he serves as trustee and none of the funds used to purchase such Common Stock were provided through borrowings of any nature.

**SIGNATURES**

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: March 6, 2013

**TPG-AXON MANAGEMENT LP**

By: TPG-Axon GP, LLC, general partner

/s/ Dinakar Singh  
Name: Dinakar Singh  
Title: Chief Executive Officer

**TPG-AXON GP, LLC**

/s/ Dinakar Singh  
Name: Dinakar Singh  
Title: Chief Executive Officer

**TPG-AXON PARTNERS GP, L.P.**

By: TPG-Axon GP, LLC, general partner

/s/ Dinakar Singh  
Name: Dinakar Singh  
Title: Chief Executive Officer

**TPG-AXON PARTNERS, LP**

By: TPG-Axon Partners GP, L.P., general partner

By: TPG-Axon GP, LLC, general partner

/s/ Dinakar Singh

Name: Dinakar Singh

Title: Chief Executive Officer

**TPG-AXON INTERNATIONAL GP, LLC**

/s/ Dinakar Singh

Name: Dinakar Singh

Title: Chief Executive Officer

**TPG-AXON INTERNATIONAL, L.P.**

By: TPG-Axon International GP, LLC, general partner

/s/ Dinakar Singh

Name: Dinakar Singh

Title: Chief Executive Officer

**DINAKAR SINGH LLC**

/s/ Dinakar Singh

Name: Dinakar Singh

Title: Managing Member

/s/ Dinakar Singh

Dinakar Singh

/s/ Stephen C. Beasley

Stephen C. Beasley