

SANDRIDGE ENERGY INC
 Form 3
 October 14, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â Tyrus Capital S.A.M. (Last) (First) (Middle) 4 AVENUE ROQUEVILLE (Street) MONACO,Â O9Â MC 98000 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 10/04/2016 | 3. Issuer Name and Ticker or Trading Symbol SANDRIDGE ENERGY INC [SD] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 1,518,765 | I <u>(1)</u> <u>(3)</u> | See footnotes <u>(1)</u> <u>(3)</u> |
| Common Stock | 416,619 | I <u>(2)</u> <u>(3)</u> | See footnotes <u>(2)</u> <u>(3)</u> |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--|---------------------------|-----------------|--------------|----------------------------|-------------------|---------------------------------------|---|
| 0.00% Convertible Senior Subordinated Notes due 2020 | 10/04/2016 ⁽⁴⁾ | 10/04/2020 | Common Stock | 1,162,707 | \$ ⁽⁴⁾ | I ⁽¹⁾ ⁽³⁾ | See footnotes ⁽¹⁾ ⁽³⁾ |
| 0.00% Convertible Senior Subordinated Notes due 2020 | 10/04/2016 ⁽⁴⁾ | 10/04/2020 | Common Stock | 502,174 | \$ ⁽⁴⁾ | I ⁽²⁾ ⁽³⁾ | See footnotes ⁽²⁾ ⁽³⁾ |
| Series A Warrants (right to buy) | 10/04/2016 ⁽⁵⁾ | 10/04/2022 | Common Stock | 14,753 | \$ 41.34 | I ⁽²⁾ ⁽³⁾ | See footnotes ⁽²⁾ ⁽³⁾ |
| Series B Warrants (right to buy) | 10/04/2016 ⁽⁵⁾ | 10/04/2022 | Common Stock | 6,211 | \$ 42.03 | I ⁽²⁾ ⁽³⁾ | See footnotes ⁽²⁾ ⁽³⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Tyrus Capital S.A.M. 4 AVENUE ROQUEVILLE MONACO, 09 MC 98000 | Â | Â | Â | Â |
| Chedraoui Tony 4 AVENUE ROQUEVILLE MONACO, 09 MC 98000 | Â | Â | Â | Â |

Signatures

| | |
|---|------------|
| Tyrus Capital S.A.M., By: Mark Madden, Director /s/ Mark Madden | 10/14/2016 |
| __Signature of Reporting Person | Date |
| /s/ Tony Chedraoui | 10/14/2016 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 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, Convertible Notes, Series A Warrants or Series B Warrants (together with the Series A Warrants, "Warrants"), 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 and upon exercise of Warrants, 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.

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- The Convertible Notes are initially convertible at a conversion rate of 0.05330841 Shares per \$1.00 principal amount of Convertible
- (4) Notes, subject to adjustment pursuant to the terms of the Convertible Notes. The Convertible Notes are immediately convertible and 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.
- (5) The Warrants are immediately exercisable and are exercisable at any time until they expire on October 4, 2022.

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.