

SANDRIDGE ENERGY INC  
Form SC 13G  
November 14, 2016

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. )\***

**SandRidge Energy, Inc.**

(Name of Issuer)

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

**80007P869**  
(CUSIP Number)

October 31, 2016  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)

o Rule 13d-1(d)

\*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 in 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).



CUSIP No. 80007P869

**SCHEDULE 13G**

Page 2 of 13 Pages

NAME OF REPORTING PERSONS

1

Guggenheim Capital, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a)  (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

SHARED VOTING POWER

6

4,256,088

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

4,256,088

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,256,088

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

19.58%

12

TYPE OF REPORTING PERSON (See Instructions)

HC



CUSIP No. 80007P869

**SCHEDULE 13G**

Page 3 of 13 Pages

NAME OF REPORTING PERSONS

1

Guggenheim Partners, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a)  (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

SHARED VOTING POWER

6

4,256,088

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

4,256,088

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,256,088

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

19.58%

12

TYPE OF REPORTING PERSON (See Instructions)

HC



CUSIP No. 80007P869

**SCHEDULE 13G**

Page 4 of 13 Pages

NAME OF REPORTING PERSONS

1

GI Holdco II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a)  (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

SHARED VOTING POWER

6

4,256,088

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

4,256,088

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,256,088

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

19.58%

12

TYPE OF REPORTING PERSON (See Instructions)

HC





CUSIP No. 80007P869

**SCHEDULE 13G**

Page 5 of 13 Pages

NAME OF REPORTING PERSONS

1

GI Holdco LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a)  (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

SHARED VOTING POWER

6

4,256,088

SOLE DISPOSITIVE POWER

7

0

WITH

SHARED DISPOSITIVE POWER

8

4,256,088

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,256,088

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

19.58%

12

TYPE OF REPORTING PERSON (See Instructions)

HC



CUSIP No. 80007P869

**SCHEDULE 13G**

Page 6 of 13 Pages

NAME OF REPORTING PERSONS

1

Guggenheim Partners Investment Management Holdings, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a)  (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

SHARED VOTING POWER

6

4,256,088

SOLE DISPOSITIVE POWER

7

WITH

0

SHARED DISPOSITIVE POWER

8

4,256,088

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,256,088

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

19.58%

12

TYPE OF REPORTING PERSON (See Instructions)

HC



CUSIP No. 80007P869

**SCHEDULE 13G**

Page 7 of 13 Pages

NAME OF REPORTING PERSONS

1

Guggenheim Partners Investment Management, LLC

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)  (b)

3

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

SHARED VOTING POWER

6

4,188,881

SOLE DISPOSITIVE POWER

7

WITH

0

SHARED DISPOSITIVE POWER

8

4,188,881

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,188,881

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

19.30%

12

TYPE OF REPORTING PERSON (See Instructions)

IA



CUSIP No. 80007P869

**SCHEDULE 13G**

Page 8 of 13 Pages

**Item 1. (a) Name of Issuer:**

SandRidge Energy, Inc.

**(b) Address of Issuer's Principal Executive Offices:**

123 Robert S. Kerr Avenue, Oklahoma City, OK 73102-6406

**Item 2.**

**(a) Name of Person Filing:**

This Statement is jointly filed by Guggenheim Capital, LLC ("Guggenheim Capital"), Guggenheim Partners, LLC ("Guggenheim Partners"), GI Holdco II LLC ("GI Holdco II"), GI Holdco LLC ("GI Holdco"), Guggenheim Partners Investment Management Holdings, LLC ("GPIMH") and Guggenheim Partners Investment Management, LLC ("GPIM"). This Statement relates to the shares of Common Stock, par value \$0.001 per share (the "Shares"), of the Issuer, beneficially owned directly by GPIM, a Delaware limited liability company, and by another subsidiary of Guggenheim Capital, LLC (the "Subsidiary"). Guggenheim Capital, LLC is the majority owner of Guggenheim Partners, LLC, GI Holdco II LLC, GI Holdco LLC, Guggenheim Partners Investment Management Holdings, LLC and GPIM. GPIM is a registered investment adviser under Section 203 of the Investment Advisers Act of 1940. As a result of its role as investment adviser, GPIM may be deemed to be the beneficial owner of certain of the Shares of the Issuer reported herein for purposes of §13(d) and 13(g) of the Securities Exchange Act of 1934.

**(b) Address of Principal Business Office, or, if none, Residence:**

Guggenheim Capital: 227 West Monroe Street, Chicago, IL 60606

Guggenheim Partners: 227 West Monroe Street, Chicago, IL 60606

GI Holdco II: 330 Madison Avenue, New York, NY 10017

GI Holdco: 330 Madison Avenue, New York, NY 10017

GPIMH: 330 Madison Avenue, New York, NY 10017

GPIM: 100 Wilshire Boulevard, 5<sup>th</sup> Floor, Santa Monica, CA 90401

**(c) Citizenship:**

Guggenheim Capital is a Delaware limited liability company.

Guggenheim Partners is a Delaware limited liability company.

GI Holdco II is a Delaware limited liability company.

GI Holdco is a Delaware limited liability company.

GPIMH is a Delaware limited liability company.

GPIM is a Delaware limited liability company.

**(d) Title of Class of Securities:**

Common Stock, \$0.001 par value

**(e) CUSIP Number:**

80007P869

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CUSIP No. 80007P869

**SCHEDULE 13G**

Page 9 of 13 Pages

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
  - (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
  - (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
  - (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
  - (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
  - (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
  - (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
  - (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
  - (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
  - (j)  A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J).
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CUSIP No. 80007P869

**SCHEDULE 13G**

Page 10 of 13 Pages

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

**(a) Amount beneficially owned:**

As of October 31, 2016, each of Guggenheim Capital, LLC, Guggenheim Partners, GI Holdco II, GI Holdco, and GPIMH may be deemed the indirect beneficial owner of 4,256,088 Shares of Common Stock, \$0.001 par value ("Common Stock"), which amount includes : (i) 1,886,219 shares of Common Stock, 1,856,429 of which are directly beneficially owned by GPIM; (ii) 2,357,008 additional shares of Common Stock obtainable upon conversion of 44,221,531 0.00% Convertible Senior Subordinated Notes due 2020 of the Issuer (the "Convertible Notes"), based on an initial conversion rate of 0.0533, 2,320,284 of which are directly beneficially owned by GPIM; (iii) 9,052 additional shares of Common Stock obtainable upon exercise of Series A Warrants, 8,564 of which are directly beneficially owned by GPIM ; and (iv) 3,809 additional shares of Common Stock obtainable upon exercise of Series B Warrants, 3,604 of which are directly beneficially owned by GPIM.

**(b) Percent of class:**

Each of Guggenheim Capital, LLC, Guggenheim Partners, GI Holdco II, GI Holdco, and GPIMH may be deemed to beneficially own approximately 19.58% of the outstanding shares of Common Stock, and GPIM may be deemed to beneficially own approximately 19.30% of the outstanding shares of Common Stock. Calculations of the percentage of Common Stock beneficially owned is based on the sum of (i) a total of 19,371,229 shares of Common Stock outstanding as of October 31, 2016 as reported in the Company's Form 8-K filed with the Securities and Exchange Commission on October 7, 2016, and (ii) the number of shares of Common Stock underlying Convertible Notes and Warrants that may be deemed to be beneficially owned by the Reporting Persons, as applicable.

**(c) Number of shares as to which the person has:****Guggenheim Capital, Guggenheim Partners, GI Holdco II, GI Holdco , and GPIMH**

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 4,256,088

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 4,256,088

**GPIM**

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 4,188,881

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 4,188,881



CUSIP No. 80007P869

**SCHEDULE 13G**

Page 11 of 13 Pages

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following o.

**Item 6. Ownership of More Than Five Percent on Behalf of Another Person**

See disclosure in Item 2 hereof.

**Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person**

See disclosure in Item 2 hereof.

**Item 8. Identification and Classification of Members of the Group**

Not Applicable.

**Item 9. Notice of Dissolution of Group**

Not Applicable.

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.



CUSIP No. 80007P869

**SCHEDULE 13G**

Page 12 of 13 Pages

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 10, 2016

Guggenheim  
Capital, LLC

Guggenheim Partners, LLC  
By: Guggenheim Capital, LLC, parent company

By: /s/ Robert Saperstein  
Name: Robert Saperstein  
Title: Senior Managing Director, Authorized Signatory

GI Holdco II LLC  
By: Guggenheim Capital, LLC, parent company

By: /s/ Robert Saperstein  
Name: Robert Saperstein  
Title: Senior Managing Director, Authorized Signatory

GI Holdco LLC  
By: Guggenheim Capital, LLC, parent company

By: /s/ Robert Saperstein  
Name: Robert Saperstein  
Title: Senior Managing Director, Authorized Signatory

Guggenheim Partners Investment Management Holdings,  
LLC

By: Guggenheim Capital, LLC, parent company

By: /s/ Robert Saperstein

Name: Robert Saperstein

Title: Senior Managing Director, Authorized Signatory

Guggenheim Partners Investment Management , LLC

By: Guggenheim Capital, LLC, parent company

By: /s/ Robert Saperstein

Name: Robert Saperstein

Title: Senior Managing Director, Authorized Signatory

CUSIP No. 80007P869

**SCHEDULE 13G**

Page 13 of 13 Pages

**JOINT FILING AGREEMENT**

The undersigned hereby agree that the statement on Schedule 13G with respect to the Common Stock of SandRidge Energy, Inc., dated as of October 31, 2016 is, and any amendments thereto (including amendments on Schedule 13D) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Dated: November 10, 2016

Guggenheim  
Capital, LLC

Guggenheim Partners, LLC  
By: Guggenheim Capital, LLC, parent company

By: /s/ Robert Saperstein  
Name: Robert Saperstein  
Title: Senior Managing Director, Authorized Signatory

GI Holdco II LLC  
By: Guggenheim Capital, LLC, parent company

By: /s/ Robert Saperstein  
Name: Robert Saperstein  
Title: Senior Managing Director, Authorized Signatory

GI Holdco LLC  
By: Guggenheim Capital, LLC, parent company

By: /s/ Robert Saperstein  
Name: Robert Saperstein  
Title: Senior Managing Director, Authorized Signatory



Guggenheim Partners Investment Management Holdings,  
LLC

By: Guggenheim Capital, LLC, parent company

By: /s/ Robert Saperstein

Name: Robert Saperstein

Title: Senior Managing Director, Authorized Signatory

Guggenheim Partners Investment Management , LLC

By: Guggenheim Capital, LLC, parent company

By: /s/ Robert Saperstein

Name: Robert Saperstein

Title: Senior Managing Director, Authorized Signatory