

SANDRIDGE ENERGY INC

Form 10-K/A

March 18, 2008

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

Form 10-K/A
Amendment No. 1

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2007

OR

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number: 1-33784

SANDRIDGE ENERGY, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

20-8084793

(I.R.S. Employer Identification No.)

1601 N.W. Expressway, Suite 1600, Oklahoma City, Oklahoma

(Address of principal executive offices)

73118

(Zip Code)

(405) 753-5500

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

| <u>Title of Each Class</u> | <u>Name of Each Exchange on Which Registered</u> |
|---|--|
| Common Stock, \$0.001 par value | New York Stock Exchange |
| Securities registered pursuant to Section 12(g) of the Act: | |
| None | |

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2). Yes
No

The initial public offering of SandRidge Energy, Inc.'s common stock, par value of \$0.001, commenced trading on November 6, 2007. Prior to that date, there was no public market for the registrant's common stock. At February 28, 2008 there were 142,718,362 shares of our common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

(To The Extent Indicated Herein)

Portions of the proxy statement for the 2008 Annual Meeting of Shareholders are incorporated by reference in Part III.

EXPLANATORY NOTE

SandRidge Energy, Inc. is filing this Amendment No. 1 on Form 10-K/A to its Annual Report on Form 10-K for the fiscal year ended December 31, 2007 to include a corrected signature page reflecting conformed signatures for all officers and directors who signed the Company's Form 10-K filed with the Securities and Exchange Commission on March 7, 2007 (the Original Form 10-K). Each such person manually signed the Original Form 10-K on March 7, 2008, but the Original Form 10-K incorrectly indicated that they signed through an attorney-in-fact. In addition, the Exhibit Index included in this amendment omits from the list Exhibit 24.1 Power of Attorney (included on signature page), which appeared in the Original Form 10-K Exhibit Index. We are also furnishing with this amendment current certifications required by Rule 12b-15 of the Securities Exchange Act of 1934.

Except as described above, there are no other changes to the Original Form 10-K, and this amendment does not speak to, or reflect, events occurring after the filing of the Original Form 10-K.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on March 7, 2008.

SANDRIDGE ENERGY, INC.

By /s/ Tom L. Ward
 Tom L. Ward, Chairman of the Board
 and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on March 7, 2008.

| Signature | Title | Date |
|--|--|---------------|
| /s/ Tom L. Ward Tom L. Ward | President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer) | March 7, 2008 |
| /s/ Dirk M. Van Doren Dirk M. Van Doren | Chief Financial Officer and Executive Vice President (Principal Financial Officer) | March 7, 2008 |
| /s/ Randall D. Cooley Randall D. Cooley | Senior Vice President - Accounting (Principal Accounting Officer) | March 7, 2008 |
| /s/ Dan Jordan Dan Jordan | Director | March 7, 2008 |
| /s/ Bill Gilliland Bill Gilliland | Director | March 7, 2008 |
| /s/ Roy T. Oliver, Jr. Roy T. Oliver, Jr. | Director | March 7, 2008 |
| /s/ Stuart W. Ray Stuart W. Ray | Director | March 7, 2008 |
| /s/ D. Dwight Scott D. Dwight Scott | Director | March 7, 2008 |
| /s/ Jeff Serota Jeff Serota | Director | March 7, 2008 |

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on March 18, 2008.

SANDRIDGE ENERGY, INC.

By /s/ Tom L. Ward
Tom L. Ward,
Chairman of the Board and Chief
Executive Officer

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EXHIBIT INDEX

| Exhibit Number | Description | Filed Herewith (*) or Incorporated by Reference to Exhibit No. | File Number |
|-----------------------|---|---|--------------------|
| 3.1 | Certificate of Incorporation | 3.1 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 3.2 | Certificate of Designation of convertible preferred stock | 3.2 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 3.3 | Bylaws | 3.3 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 4.1 | Specimen Stock Certificate representing common stock | 4.1 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 4.2 | Resale Registration Rights Agreement, dated December 21, 2005, by and between SandRidge Energy, Inc. (as successor by merger to Riata Energy, Inc.) and Banc of America Securities, LLC | 4.2 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 4.2.1 | Form of Consent to Amend December 21, 2005 Resale Registration Rights Agreement, dated June 13, 2006 | 4.11 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 4.2.2 | Form of Consent to Amend December 21, 2005 Resale Registration Rights Agreement, dated April 23, 2007 | 4.12 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 4.2.3 | Form of Consent to Amend December 21, 2005 Resale Registration Rights Agreement, dated October 4, 2007 | 4.13 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 4.3 | Registration Rights Agreement, dated November 21, 2006, by and among SandRidge Energy, Inc. (as successor by merger to Riata Energy, Inc.) and the Purchasers party thereto | 4.3 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 4.3.1 | Form of Consent to Amend November 21, 2006 Registration Rights Agreement, dated October 4, 2007 | 4.14 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 4.4 | Securities Purchase Agreement, dated November 21, 2006, by and among SandRidge Energy, Inc. (as successor by merger to Riata Energy, Inc.) and the Purchasers party thereto | 4.4 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 4.5 | Specimen Stock Certificate representing convertible preferred stock | 4.5 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 4.6 | Form of Warrant to Purchase Convertible Preferred Stock | 4.6 to Registration Statement on Form S-1 filed on | 333-148956 |

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| 4.7 | Amended and Restated Shareholders Agreement, dated April 4, 2007, among SandRidge Energy, Inc. (as successor by merger to Riata Energy, Inc.) and certain shareholders | January 30, 2008 4.7 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 4.8 | Registration Rights Agreement, dated March 20, 2007, by and among SandRidge Energy, Inc. and the several purchasers party thereto | 4.8 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 4.8.1 | Form of Consent to Amend March 20, 2007 Registration Rights Agreement, dated October 4, 2007 | 4.15 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |

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| Exhibit Number | Description | Filed Herewith (*) or Incorporated by Reference to Exhibit No. | File Number |
|-----------------------|---|---|--------------------|
| 4.9 | Stock Purchase Agreement, dated February 12, 2007, by and among SandRidge Energy, Inc. and each of the investors signatory thereto | 4.9 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 4.10 | Shareholders Agreement, dated March 20, 2007, by and among SandRidge Energy, Inc. and certain common shareholders | 4.10 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 10.1 | Executive Nonqualified Excess Plan# | | |
| 10.2 | 2005 Stock Plan of SandRidge Energy, Inc. | 10.2 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 10.2.1 | Form of Restricted Stock Award Agreement under 2005 Stock Plan# | | |
| 10.3 | Employment Participation Plan of SandRidge Energy, Inc. | 10.3 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 10.4 | Well Participation Plan of SandRidge Energy, Inc | 10.4 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 10.5.1 | Employment Agreement of Tom L. Ward, dated June 8, 2006 | 10.11 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 10.5.2 | Employment Agreement of Larry K. Coshow, dated September 2, 2006 | 10.12 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 10.6 | Form of Indemnification Agreement for directors and officers | 10.5 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 10.7 | Senior Credit Facility, dated November 21, 2006, by and among SandRidge Energy, Inc. (as successor by merger to Riata Energy, Inc.) and Bank of America, N.A., as Administrative Agent and Banc of America Securities LLC as Lead Arranger and Book Running Manager | 10.6 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 10.7.1 | Amendment No. 1 to Senior Credit Facility, dated November 21, 2006 by and among SandRidge Energy, Inc. | 10.9 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 10.7.2 | Amendment No. 2 to Senior Credit Facility, dated November 21, 2006 | 10.10 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 10.8 | Senior Bridge Facility, dated November 21, 2006, by and among SandRidge Energy, Inc. (as successor by merger to Riata Energy, Inc.) and Banc of | 10.7 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |

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| | America Bridge LLC, as the Initial Bridge Lender and Banc of America Securities LLC, Credit Suisse Security, Goldman, Sachs Credit Partners L.P., and Lehman Brothers, Inc. as joint lead arrangers and book runners | | |
| 10.9 | Credit Agreement, dated March 22, 2007 by and among SandRidge Energy, Inc. and Bank of America, N.A., as Administrative Agent and Banc of America Securities LLC as Lead Arranger | 10.8 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 10.10 | Partnership Interest Purchase Agreement, dated November 21, 2005 by and among Riata Energy, Inc. and Matthew McCann | 10.13 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 10.11 | Purchase and Sale Agreement, dated December 4, 2005 by and between Gillco Energy, LP, as Seller and Riata Energy, Inc., Riata Piceance, LLC, MidContinent Resources, LLC, and ROC Gas Company, as Buyer | 10.14 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |

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| Exhibit Number | Description | Filed Herewith (*) or Incorporated by Reference to Exhibit No. | File Number |
|-----------------------|--|---|--------------------|
| 10.12 | Purchase and Sale Agreement, dated December 4, 2005 by and between Wallace Jordan, LLC and Daniel White Jordan, as Sellers and Riata Energy, Inc., Sierra Madera CO 2 Pipeline, LLC, Riata Piceance, LLC, and ROC Gas Company, as Buyers | 10.15 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 10.13 | Purchase and Sale Agreement, dated August 29, 2006 by and among Alsate Management and Investment Company and Longfellow Ranch Partners, LP | 10.16 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 10.14 | Purchase and Sale Agreement, dated June 7, 2007 by and between Wallace Jordan, LLC and SandRidge Energy, Inc. | 10.17 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 10.15 | Office Lease Agreement, dated March 6, 2006 by and between 1601 Tower Properties, L.L.C. and Riata Energy, Inc. | 10.18 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 10.15.1 | First Amendment, dated October 19, 2006 to Office Lease Agreement, dated March 6, 2006 | 10.19 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 10.16 | Letter Agreement for Acquisition of Properties, dated September 21, 2007 by and between SandRidge Energy, Inc., Longfellow Energy, LP, Dalea Partners, LP and N. Malone Mitchell, 3rd | 10.21 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 21.1 | Subsidiaries of SandRidge Energy, Inc. | 21.1 to Registration Statement on Form S-1 filed on January 30, 2008 | 333-148956 |
| 23.1 | Consent of PricewaterhouseCoopers LLP# | | |
| 23.2 | Consent of DeGolyer and MacNaughton# | | |
| 23.3 | Consent of Netherland, Sewell & Associates, Inc.# | | |
| 23.4 | Consent of Harper & Associates, Inc.# | | |
| 31.1 | Section 302 Certification Chief Executive Officer## | * | |
| 31.2 | Section 302 Certification Chief Financial Officer## | * | |
| 32.1 | Section 906 Certifications of Chief Executive Officer and Chief Financial Officer# | | |

Management contract or compensatory plan or

arrangement

Filed or furnished as an Exhibit to our Original Form 10-K filed March 7, 2008.

Our original Section 302 certifications pursuant to Rule 13a-14(a) are filed with our Original Form 10-K filed March 7, 2008. The certifications filed with this amendment are limited to the matters addressed herein.

Note: Debt instruments of the Company defining the rights of long-term debt holders in principal amounts not exceeding 10 percent of its consolidated assets have been omitted and will be provided to the Commission upon request.