SANDRIDGE ENERGY INC

Form SC 13D/A September 30, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934 (Amendment No. 7)*

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, 38th 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)

September 26, 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. []

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).

(Page 1 of 12 Pages)

^{*} 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.

CISIP No. 8007T101 SCHEDULE 13D/A Page 2 of 12 Pages

	NAME OF REPORTING PERSON		
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REPORTING PERSON WITH:		SHARED VOTING	
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		36,216,000	
		shares of	
		Common Stock	
		SOLE	
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		DISPOSITIVE	

POWER

36,216,000 shares of Common Stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

11 OWNED PERSON

12

13

36,216,000 shares of Common Stock CHECK IF THE AGGREGATE AMOUNT IN ROW (11) " EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.4%

TYPE OF REPORTING

14 PERSON

PN

CISIP No. 8007T101 SCHEDULE 13D/A Page 3 of 12 Pages

1	NAME (PERSON	OF REPORTING N
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NUMBER OF		SOLE
SHARES BENEFICIALLY	7	VOTING POWER
OWNED BY	,	FOWER
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REPORTING		SHARED
PERSON WITH:		VOTING
	8	POWER
	O	12,682,843
		shares of
		Common Stock
		SOLE
	9	DISPOSITIVE POWER
		TOWER
		0
	10	SHARED
		DISPOSITIVE

POWER

12,682,843 shares of Common Stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

11 OWNED PERSON

12

13

12,682,843 shares of Common Stock CHECK IF THE AGGREGATE AMOUNT IN ROW (11) " EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.6%

TYPE OF REPORTING

14 PERSON

PN

CISIP No. 8007T101 SCHEDULE 13D/A Page 4 of 12 Pages

1	NAME C	OF REPORTING
	TPG-Axo	on GP, LLC
	CHECK	
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NUMBER OF		SOLE
SHARES	_	VOTING
BENEFICIALLY OWNED BY	7	POWER
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	8	36,216,000
		shares of
		Common Stock
		SOLE
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	10	SHARED
		DISPOSITIVE
		POWER

36,216,000 shares of

Common Stock

AGGREGATE

AMOUNT

BENEFICIALLY OWNED BY EACH

11 **PERSON**

> 36,216,000 shares of Common Stock CHECK IF THE **AGGREGATE**

AMOUNT IN

12 ROW (11)

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.4%

TYPE OF REPORTING

PERSON 14

13

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CISIP No. 8007T101 SCHEDULE 13D/A Page 5 of 12 Pages

1	NAME C PERSON	OF REPORTING
	TPG-Axo	on Partners, LP
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PERSON WITH:		VOTING POWER
	8	FOWER
		12,682,843
		shares of
		Common Stock
		SOLE
	9	DISPOSITIVE POWER
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	10	SHARED
		DISPOSITIVE POWER

12,682,843 shares of

Common Stock

AGGREGATE

AMOUNT

BENEFICIALLY OWNED BY EACH

11 **PERSON**

> 12,682,843 shares of Common Stock CHECK IF THE **AGGREGATE**

AMOUNT IN

12 ROW (11)

> **EXCLUDES CERTAIN SHARES**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.6%

TYPE OF REPORTING

PERSON 14

13

PN

CISIP No. 8007T101 SCHEDULE 13D/A Page 6 of 12 Pages

1	NAME OF REPORTING PERSON	
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	L.P.	o.,,
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SHARES		VOTING
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OWNED BY		
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REPORTING PERSON WITH:		SHARED VOTING
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	8	
		19,581,991
		shares of
		Common Stock
		SOLE DISPOSITIVE
	9	POWER
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	10	SHARED
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POWER

19,581,991 shares of Common Stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

11 OWNED PERSON

12

13

19,581,991 shares of Common Stock CHECK IF THE AGGREGATE AMOUNT IN ROW (11) " EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.0%

TYPE OF REPORTING

14 PERSON

PN

CISIP No. 8007T101 SCHEDULE 13D/A Page 7 of 12 Pages

1	NAME O	OF REPORTING N
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		19,581,991
		shares of
		Common Stock
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POWER

19,581,991 shares of Common Stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

11 OWNED PERSON

12

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19,581,991 shares of Common Stock CHECK IF THE AGGREGATE AMOUNT IN ROW (11) " EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.0%

TYPE OF REPORTING

14 PERSON

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CISIP No. 8007T101 SCHEDULE 13D/A Page 8 of 12 Pages

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SHARES		VOTING
BENEFICIALLY	7	POWER
OWNED BY		0
EACH REPORTING		0 SHARED
PERSON WITH:		VOTING
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		36,216,000
		shares of Common Stock
		SOLE
		DISPOSITIVE
	9	POWER
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	10	0 SHARED
	10	DISPOSITIVE
		POWER

36,216,000 shares of

Common Stock

AGGREGATE

AMOUNT

BENEFICIALLY OWNED BY EACH

11 OWNED PERSON

36,216,000 shares of Common Stock CHECK IF THE AGGREGATE

AMOUNT IN

12 ROW (11)

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.4%

TYPE OF REPORTING

14 PERSON

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00

CISIP No. 8007T101 SCHEDULE 13D/A Page 9 of 12 Pages

1	NAME O	OF REPORTING	
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REPORTING		SHARED	
PERSON WITH:		VOTING	
	0	POWER	
	8	36,216,000	
		shares of	
		Common Stock	
		SOLE	
		DISPOSITIVE	
	9	POWER	
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	10	SHARED	
		DISPOSITIVE	
		POWER	

36,216,000 shares of

Common Stock

AGGREGATE

AMOUNT

BENEFICIALLY OWNED BY EACH

11 OWNED PERSON

36,216,000 shares of Common Stock CHECK IF THE AGGREGATE AMOUNT IN

12 ROW (11)

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.4%

TYPE OF REPORTING

14 PERSON

13

IN

CISIP No. 8007T101 SCHEDULE 13D/A Page 10 of 12 Pages

This Amendment No. 7 ("Amendment No. 7") 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"), 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"), Amendment No. 4 to the Original Schedule 13D, filed on March 6, 2013 ("Amendment No. 4"), Amendment No. 5 to the Original Schedule 13D, filed on March 15, 2013 ("Amendment No. 5") and Amendment No. 6 to the Original Schedule 13D, filed on August 14, 2013 ("Amendment No. 6", and together with the Original Schedule 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5 and this Amendment No. 7, 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. 7 have the meanings set forth in the Schedule 13D. This Amendment No. 7 amends Item 6 as set forth below.

Item CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO 6. SECURITIES OF THE ISSUER.

Item 6 of the Schedule 13D is hereby amended and supplemented as follows:

On September 26, 2013, certain of the Reporting Persons entered into option contracts on an aggregate of 10,000,000 shares of Common Stock giving the counterparties to such contracts the right to sell such shares of Common Stock at a price of \$6.00 with an expiration date of March 22, 2014.

If such option contacts are exercised by the counterparties, such Reporting Persons will purchase 10,000,000 shares of Common Stock at a price of \$6.00 per share, increasing the Reporting Persons' beneficial ownership to 9.4% of the outstanding Common Stock.

CISIP No. 8007T101 SCHEDULE 13D/A Page 11 of 12 Pages

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: September 30, 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

CISIP No. 8007T101 SCHEDULE 13D/A Page 12 of 12 Pages

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**