

SANDRIDGE ENERGY INC
Form SC 13D
November 22, 2017
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment ___)*

Sandridge Energy, Inc.
(Name of Issuer)

common stock, par value \$0.001 per share
(Title of Class of Securities)

80007P869
(CUSIP Number)

Jesse Lynn, Esq.
Icahn Capital LP
767 Fifth Avenue, 47th Floor
New York, New York 10153
(212) 702-4300

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

November 15, 2017
(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 Section 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box //.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*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).

SCHEDULE 13D

CUSIP No. 80007P869

1. NAME OF REPORTING PERSON

High River Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) //

(b) //

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or

2(e) //

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

963,767

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

963,767

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

963,767

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES//

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

2.70%

14 TYPE OF REPORTING PERSON

PN

SCHEDULE 13D

CUSIP No. 80007P869

1. NAME OF REPORTING PERSON

Hopper Investments LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) //

(b) //

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or

2(e) /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

963,767

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

963,767

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

963,767

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES//

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

2.70%

14 TYPE OF REPORTING PERSON

OO

SCHEDULE 13D

CUSIP No. 80007P869

1. NAME OF REPORTING PERSON

Barberry Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) //

(b) //

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or

2(e) /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

963,767

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

963,767

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

963,767

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES//

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

2.70%

14 TYPE OF REPORTING PERSON

CO

SCHEDULE 13D

CUSIP No. 80007P869

1. NAME OF REPORTING PERSON

Icahn Partners Master Fund LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) //

(b) //

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or

2(e) //

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

1,567,970

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

1,567,970

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,567,970

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES//

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

4.40%

14 TYPE OF REPORTING PERSON

PN

SCHEDULE 13D

CUSIP No. 80007P869

1. NAME OF REPORTING PERSON

Icahn Offshore LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) //

(b) //

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or

2(e) /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

1,567,970

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

1,567,970

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,567,970

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES/ /

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

4.40%

14 TYPE OF REPORTING PERSON

PN

SCHEDULE 13D

CUSIP No. 80007P869

1. NAME OF REPORTING PERSON

Icahn Partners LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) //

(b) //

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or

2(e) //

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

2,287,095

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

2,287,095

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,287,095

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES//

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

6.41%

14 TYPE OF REPORTING PERSON

PN

SCHEDULE 13D

CUSIP No. 80007P869

1. NAME OF REPORTING PERSON

Icahn Onshore LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) //

(b) //

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or

2(e) /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

2,287,095

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

2,287,095

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,287,095

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES/ /

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

6.41%

14 TYPE OF REPORTING PERSON

PN

SCHEDULE 13D

CUSIP No. 80007P869

1. NAME OF REPORTING PERSON

Icahn Capital LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) //

(b) //

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or

2(e) /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

3,855,065

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

3,855,065

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,855,065

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES//

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

10.81%

14 TYPE OF REPORTING PERSON

PN

SCHEDULE 13D

CUSIP No. 80007P869

1. NAME OF REPORTING PERSON

IPH GP LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) //

(b) //

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or

2(e) /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

3,855,065

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

3,855,065

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,855,065

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES/ /

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

10.81%

14 TYPE OF REPORTING PERSON

OO

SCHEDULE 13D

CUSIP No. 80007P869

1. NAME OF REPORTING PERSON

Icahn Enterprises Holdings L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) //

(b) //

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or

2(e) /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

3,855,065

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

3,855,065

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,855,065

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

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

10.81%

14 TYPE OF REPORTING PERSON

PN

SCHEDULE 13D

CUSIP No. 80007P869

1. NAME OF REPORTING PERSON

Icahn Enterprises G.P. Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) //

(b) //

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or

2(e) /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

3,855,065

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

3,855,065

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,855,065

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

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

10.81%

14 TYPE OF REPORTING PERSON

CO

SCHEDULE 13D

CUSIP No. 80007P869

1. NAME OF REPORTING PERSON

Beckton Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) //

(b) //

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or

2(e) /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

3,855,065

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

3,855,065

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,855,065

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES/ /

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

10.81%

14 TYPE OF REPORTING PERSON

CO

SCHEDULE 13D

CUSIP No. 80007P869

1 NAME OF REPORTING PERSON

Carl C. Icahn

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) //

(b) //

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or

2(e) /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

4,818,832

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

4,818,832

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,818,832

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES//

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

13.51%

14 TYPE OF REPORTING PERSON

IN

SCHEDULE 13D

Item 1. Security and Issuer

This statement relates to the shares of common stock, par value \$0.001 per share ("Shares"), issued by Sandridge Energy, Inc. (the "Issuer"). The address of the principal executive offices of the Issuer is 123 Robert S. Kerr Avenue, Oklahoma City, Oklahoma 73102.

Item 2. Identity and Background

The persons filing this statement are High River Limited Partnership ("High River"), Hopper Investments LLC ("Hopper"), Barberry Corp. ("Barberry"), Icahn Partners Master Fund LP ("Icahn Master"), Icahn Offshore LP ("Icahn Offshore"), Icahn Partners LP ("Icahn Partners"), Icahn Onshore LP ("Icahn Onshore"), Icahn Capital LP ("Icahn Capital"), IPH GP LLC ("IPH"), Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"), Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), Beckton Corp. ("Beckton"), and Carl C. Icahn, a citizen of the United States of America (collectively, the "Reporting Persons").

The principal business address of each of (i) High River, Hopper, Barberry, Icahn Offshore, Icahn Partners, Icahn Master, Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP and Beckton is White Plains Plaza, 445 Hamilton Avenue - Suite 1210, White Plains, NY 10601, and (ii) Mr. Icahn is c/o Icahn Associates Holding LLC, 767 Fifth Avenue, 47th Floor, New York, NY 10153.

Barberry is the sole member of Hopper, which is the general partner of High River. Icahn Offshore is the general partner of Icahn Master. Icahn Onshore is the general partner of Icahn Partners. Icahn Capital is the general partner of each of Icahn Offshore and Icahn Onshore. Icahn Enterprises Holdings is the sole member of IPH, which is the general partner of Icahn Capital. Beckton is the sole stockholder of Icahn Enterprises GP, which is the general partner of Icahn Enterprises Holdings. Carl C. Icahn is the sole stockholder of each of Barberry and Beckton. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of the Reporting Persons. In addition, Mr. Icahn is the indirect holder of approximately 90.8% of the outstanding depositary units representing limited partnership interests in Icahn Enterprises L.P. ("Icahn Enterprises"). Icahn Enterprises GP is the general partner of Icahn Enterprises, which is the sole limited partner of Icahn Enterprises Holdings.

Each of High River and Barberry is primarily engaged in the business of investing in securities. Hopper is primarily engaged in the business of serving as the general partner of High River. Each of Icahn Master and Icahn Partners is primarily engaged in the business of investing in securities. Icahn Offshore is primarily engaged in the business of serving as the general partner of Icahn Master. Icahn Onshore is primarily engaged in the business of serving as the general partner of Icahn Partners. Icahn Capital is primarily engaged in the business of serving as the general partner of each of Icahn Offshore and Icahn Onshore. IPH is primarily engaged in the business of serving as the general partner of Icahn Capital. Icahn Enterprises Holdings is primarily engaged in the business of holding direct or indirect interests in various operating businesses. Icahn Enterprises GP is primarily engaged in the business of serving as the general partner of each of Icahn Enterprises and Icahn Enterprises Holdings. Beckton is primarily engaged in the business of holding the capital stock of Icahn Enterprises GP.

Carl C. Icahn's present principal occupation or employment is serving as (i) Chief Executive Officer of Icahn Capital LP, a wholly owned subsidiary of Icahn Enterprises, through which Mr. Icahn manages various private investment funds, including Icahn Partners and Icahn Master, (ii) Chairman of the Board of Icahn Enterprises GP, the general partner of Icahn Enterprises, a Nasdaq listed diversified holding company engaged in a variety of businesses, including investment management, metals, mining, energy, automotive, real estate, railcar, food packaging, gaming, and home fashion, and (iii) Chairman of the Board and a director of Starfire Holding Corporation ("Starfire"), a holding company engaged in the business of investing in and/or holding securities of various entities, and as Chairman

of the Board and a director of various of Starfire's subsidiaries.

The name, citizenship, present principal occupation or employment and business address of each director and executive officer of the Reporting Persons are set forth in Schedule A attached hereto.

None of the Reporting Persons nor any manager or executive officer of the Reporting Persons, has, during the past five years, (a) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (b) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting, or mandating activities subject to, Federal or State securities laws or a finding of any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

The Reporting Persons may be deemed to be the beneficial owner of, in the aggregate, 4,818,832 Shares, which were purchased by the Reporting Persons collectively for an aggregate purchase price of approximately \$82.7 million.

The source of funding for the Shares held by the Reporting Persons was the general working capital of the respective purchasers. The Shares held by the Reporting Persons are held in margin accounts together with other securities. Such margin accounts may from time to time have debit balances. Part of the purchase price of such Shares was obtained through margin borrowing.

Item 4. Purpose of Transaction

The Reporting Persons acquired their positions in the Shares in the belief that the Shares were undervalued.

The Reporting Persons have read Fir Tree Partners' statement setting forth their criticisms of the proposed acquisition of Bonanza Creek Energy and their reasons for intending to vote against it. While the Reporting Persons have not spoken with Fir Tree, they could not be more in agreement with the views expressed in the statement – especially with the assertion that the transaction "reminds us of SandRidge's prior history when this same management team acquired disparate assets and added leverage with reckless abandon."

The Reporting Persons obviously also intend to vote against the nonsensical Bonanza transaction. While the Reporting Persons have not spoken with any stockholders of the Issuer, including Fir Tree, they note that news reports indicate other large holders, including Susquehanna Advisors and Cannell Capital, are similarly opposed to the transaction and intend to vote against it.

Representatives of the Reporting Persons attempted today to reach James Bennett, the Chief Executive Officer of the Issuer, and intend to continue to seek to meet with him and his management team soon. The Reporting Persons look forward to hearing what possible justifications management could have for entering into such a seemingly ill-advised, dilutive and value-destructive acquisition and why they believe the transaction is anything more than an entrenchment technique.

The Reporting Persons also intend to have discussions with the Issuer's board of directors, other stockholders of the Issuer, and other relevant parties as they continue to evaluate the situation. The Reporting Persons are considering all their options and, while they have no present plan to do so, they reserve the right and are considering whether to propose other transactions which relate to or would result in one or more of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D, including, without limitation, calling a special meeting of stockholders to seek to remove the Issuer's board of directors.

The Reporting Persons may, from time to time and at any time: (i) acquire additional Shares and/or other equity, debt, notes, instruments or other securities of the Issuer and/or its affiliates (collectively, "Securities") in the open market or otherwise; (ii) dispose of any or all of their Securities in the open market or otherwise; or (iii) engage in any hedging or similar transactions with respect to the Securities.

Item 5. Interest in Securities of the Issuer

(a) The Reporting Persons may be deemed to beneficially own, in the aggregate, 4,818,832 Shares, representing approximately 13.51% of the Issuer's outstanding Shares (based upon the 35,665,907 Shares outstanding as of November 14, 2017 as disclosed in that certain Agreement and Plan of Merger by and among the Issuer, Brook Merger Sub, Inc. and Bonanza Creek Energy, Inc., dated as of November 14, 2017, attached as Exhibit 2.1 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 15, 2017).

(b) High River has sole voting power and sole dispositive power with regard to 963,767 Shares. Each of Hopper, Barberry and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Master has sole voting power and sole dispositive power with regard to 1,567,970 Shares. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Partners has sole voting power and sole dispositive power with regard to 2,287,095 Shares. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares.

Each of Hopper, Barberry and Mr. Icahn, by virtue of their relationships to High River (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934, as amended, the "Act") the Shares which High River directly beneficially owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to Icahn Master (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Master directly beneficially owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to Icahn Partners (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners directly beneficially owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes.

(c) The following table sets forth all transactions with respect to Shares effected during the past sixty (60) days by any of the Reporting Persons. Except as otherwise noted below, all such transactions were purchases of Shares effected in the open market, and the table includes commissions paid in per share prices.

| Name of Reporting Person | Date of Transaction | Amount of Securities | Price Per Share |
|--------------------------------|---------------------|----------------------|-----------------|
| High River Limited Partnership | 10/18/2017 | 97,859.00 | \$ 19.02 |
| High River Limited Partnership | 10/19/2017 | 99,000.00 | 19.01 |
| High River Limited Partnership | 11/06/2017 | 33,883.00 | 19.26 |
| High River Limited Partnership | 11/14/2017 | 120,000.00 | 18.60 |
| High River Limited Partnership | 11/15/2017 | 144,699.00 | 15.59 |
| High River Limited Partnership | 11/16/2017 | 131,477.00 | 16.30 |
| High River Limited Partnership | 11/17/2017 | 85,400.00 | 16.39 |

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| | | | |
|--------------------------------|------------|------------|----------|
| High River Limited Partnership | 11/20/2017 | 173,837.00 | 16.11 |
| High River Limited Partnership | 11/21/2017 | 36,739.00 | 16.31 |
| High River Limited Partnership | 11/22/2017 | 4,067.00 | 17.07 |
| High River Limited Partnership | 11/22/2017 | 36,806.00 | 17.40 |
| Icahn Partners LP | 10/18/2017 | 232,199.00 | \$ 19.02 |
| Icahn Partners LP | 10/19/2017 | 234,908.00 | 19.01 |
| Icahn Partners LP | 11/06/2017 | 80,463.00 | 19.26 |
| Icahn Partners LP | 11/14/2017 | 284,770.00 | 18.60 |
| Icahn Partners LP | 11/15/2017 | 343,381.00 | 15.59 |
| Icahn Partners LP | 11/16/2017 | 312,006.00 | 16.30 |
| Icahn Partners LP | 11/17/2017 | 202,661.00 | 16.39 |
| Icahn Partners LP | 11/20/2017 | 412,529.00 | 16.11 |
| Icahn Partners LP | 11/21/2017 | 87,183.00 | 16.31 |
| Icahn Partners LP | 11/22/2017 | 9,650.00 | 17.07 |
| Icahn Partners LP | 11/22/2017 | 87,345.00 | 17.40 |
| Icahn Partners Master Fund LP | 10/18/2017 | 159,236.00 | \$ 19.02 |
| Icahn Partners Master Fund LP | 10/19/2017 | 161,092.00 | 19.01 |
| Icahn Partners Master Fund LP | 11/06/2017 | 55,071.00 | 19.26 |
| Icahn Partners Master Fund LP | 11/14/2017 | 195,230.00 | 18.60 |
| Icahn Partners Master Fund LP | 11/15/2017 | 235,414.00 | 15.59 |
| Icahn Partners Master Fund LP | 11/16/2017 | 213,902.00 | 16.30 |
| Icahn Partners Master Fund LP | 11/17/2017 | 138,939.00 | 16.39 |
| Icahn Partners Master Fund LP | 11/20/2017 | 282,818.00 | 16.11 |
| Icahn Partners Master Fund LP | 11/21/2017 | 59,772.00 | 16.31 |
| Icahn Partners Master Fund LP | 11/22/2017 | 6,616.00 | 17.07 |
| Icahn Partners Master Fund LP | 11/22/2017 | 59,880.00 | 17.40 |

Item 6. Contracts, Arrangements, Understandings or Relationship with Respect to Securities of the Issuer

Except as otherwise described herein, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities of the Issuer, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits

1 Joint Filing Agreement of the Reporting Persons.

SIGNATURE

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

Dated: November 22, 2017

ICAHN PARTNERS MASTER FUND LP

ICAHN OFFSHORE LP

ICAHN PARTNERS LP

ICAHN ONSHORE LP

BECKTON CORP.

HOPPER INVESTMENTS LLC

BARBERRY CORP.

HIGH RIVER LIMITED PARTNERSHIP

By: Hopper Investments LLC, general partner

By: Barberry Corp.

By: /s/ Edward E. Mattner

Name: Edward E. Mattner

Title: Authorized Signatory

ICAHN CAPITAL LP

By: IPH GP LLC, its general partner

By: Icahn Enterprises Holdings L.P., its sole member

By: Icahn Enterprises G.P. Inc., its general partner

IPH GP LLC

By: Icahn Enterprises Holdings L.P., its sole member

By: Icahn Enterprises G.P. Inc., its general partner

ICAHN ENTERPRISES HOLDINGS L.P.

By: Icahn Enterprises G.P. Inc., its general partner

ICAHN ENTERPRISES G.P. INC.

By: /s/ SungHwan Cho

Name: SungHwan Cho

Title: Chief Financial Officer

/s/ Carl C. Icahn

CARL C. ICAHN

[Signature Page of Schedule 13D – Sandridge Energy, Inc.]

EXHIBIT 1
JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the Shares of Sandridge Energy, Inc. and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned, being duly authorized, have executed this Joint Filing Agreement this 22nd day of November, 2017.

ICAHN PARTNERS MASTER FUND LP
ICAHN OFFSHORE LP
ICAHN PARTNERS LP
ICAHN ONSHORE LP
BECKTON CORP.
HOPPER INVESTMENTS LLC
BARBERRY CORP.
HIGH RIVER LIMITED PARTNERSHIP
By: Hopper Investments LLC, general partner
By: Barberry Corp.

By: /s/ Edward E. Mattner
Name: Edward E. Mattner
Title: Authorized Signatory

ICAHN CAPITAL LP
By: IPH GP LLC, its general partner
By: Icahn Enterprises Holdings L.P., its sole member
By: Icahn Enterprises G.P. Inc., its general partner
IPH GP LLC
By: Icahn Enterprises Holdings L.P., its sole member
By: Icahn Enterprises G.P. Inc., its general partner
ICAHN ENTERPRISES HOLDINGS L.P.
By: Icahn Enterprises G.P. Inc., its general partner
ICAHN ENTERPRISES G.P. INC.

By: /s/ SungHwan Cho
Name: SungHwan Cho
Title: Chief Financial Officer

/s/ Carl C. Icahn
CARL C. ICAHN

[Signature Page of Joint Filing Agreement to Schedule 13D – Sandridge Energy, Inc.]

SCHEDULE A

DIRECTORS AND EXECUTIVE OFFICERS OF THE REPORTING PERSONS

The following sets forth the name, position, and principal occupation of each director and executive officer of each of the Reporting Persons. Each such person is a citizen of the United States of America. Except as otherwise indicated, the business address of each director and officer is c/o Icahn Associates Holding LLC, 767 Fifth Avenue, 47th Floor, New York, New York 10153. To the best of the Reporting Persons' knowledge, except as set forth in this statement on Schedule 13D, none of the directors or executive officers of the Reporting Persons own any Shares.

ICAHN PARTNERS MASTER FUND LP

| Name | Position |
|-------------------|--|
| Icahn Offshore LP | General Partner |
| Carl C. Icahn | Chief Executive Officer |
| Keith Cozza | Chief Operating Officer |
| Anthony Canova | Chief Financial Officer |
| Irene March | Executive Vice President; Chief Compliance Officer |
| Edward E. Mattner | Authorized Signatory |
| Gail Golden | Authorized Signatory |

ICAHN PARTNERS LP

| Name | Position |
|-------------------|--|
| Icahn Onshore LP | General Partner |
| Carl C. Icahn | Chief Executive Officer |
| Keith Cozza | Chief Operating Officer |
| Anthony Canova | Chief Financial Officer |
| Irene March | Executive Vice President; Chief Compliance Officer |
| Edward E. Mattner | Authorized Signatory |
| Gail Golden | Authorized Signatory |

ICAHN ONSHORE LP
ICAHN OFFSHORE LP

| Name | Position |
|-------------------|--|
| Icahn Capital LP | General Partner |
| Carl C. Icahn | Chief Executive Officer |
| Keith Cozza | Chief Operating Officer |
| Anthony Canova | Chief Financial Officer |
| Irene March | Executive Vice President; Chief Compliance Officer |
| Edward E. Mattner | Authorized Signatory |
| Gail Golden | Authorized Signatory |

ICAHN CAPITAL LP

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| Name | Position |
|-------------------|--|
| IPH GP LLC | General Partner |
| Carl C. Icahn | Chief Executive Officer |
| Keith Cozza | Chief Operating Officer |
| Anthony Canova | Chief Financial Officer |
| Irene March | Executive Vice President; Chief Compliance Officer |
| Edward E. Mattner | Authorized Signatory |
| Gail Golden | Authorized Signatory |

IPH GP LLC

| Name | Position |
|---------------------------------|--|
| Icahn Enterprises Holdings L.P. | Sole Member |
| Carl C. Icahn | Chief Executive Officer |
| Keith Cozza | Chief Operating Officer |
| Anthony Canova | Chief Financial Officer |
| Irene March | Executive Vice President; Chief Compliance Officer |
| Edward E. Mattner | Authorized Signatory |
| Gail Golden | Authorized Signatory |

ICAHN ENTERPRISES HOLDINGS L.P.

| Name | Position |
|-----------------------------|-----------------|
| Icahn Enterprises G.P. Inc. | General Partner |

ICAHN ENTERPRISES G.P. INC.

| Name | Position |
|-----------------------|---|
| Carl C. Icahn | Chairman |
| William A. Leidesdorf | Director |
| Jack G. Wasserman | Director |
| James L. Nelson | Director |
| Keith Cozza | Director; Chief Executive Officer |
| SungHwan Cho | Director; Chief Financial Officer |
| Peter Reck | Principal Accounting Officer; Secretary |
| Craig Pettit | Vice President of Tax Administration |

BECKTON CORP.

| Name | Position |
|---------------------------|----------------------------------|
| Carl C. Icahn | Chairman of the Board; President |
| Jordan Bleznick | Vice President/Taxes |
| Edward E. Mattner | Authorized Signatory |
| Keith Cozza | Secretary; Treasurer |
| Irene March | Vice President |
| Rowella Asuncion-Gumabong | Vice President |

HIGH RIVER LIMITED PARTNERSHIP

| Name | Position |
|------------------------|-----------------|
| Hopper Investments LLC | General Partner |

HOPPER INVESTMENTS LLC

| Name | Position |
|---------------------------|--------------------------------------|
| Barberry Corp | Member |
| Edward E. Mattner | Authorized Signatory |
| Irene March | Vice President; Authorized Signatory |
| Rowella Asuncion-Gumabong | Vice President |
| Anthony Canova | Authorized Signatory |

BARBERRY CORP.

| Name | Position |
|---------------------------|--------------------------------------|
| Carl C. Icahn | Chairman of the Board; President |
| Gail Golden | Vice President; Authorized Signatory |
| Jordan Bleznick | Vice President/Taxes |
| Anthony Canova | Authorized Signatory |
| Irene March | Vice President; Authorized Signatory |
| Edward E. Mattner | Authorized Signatory |
| Keith Cozza | Secretary; Treasurer |
| Rowella Asuncion-Gumabong | Vice President |