

SANDRIDGE ENERGY INC  
Form S-1MEF  
April 06, 2011

As filed with the Securities and Exchange Commission on April 6, 2011

Registration No. 333-

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**FORM S-1**

**SandRidge Mississippian Trust I**

*(Exact name of co-registrant as specified in its charter)*  
Delaware

*(State or other jurisdiction of incorporation or organization)*  
1311

*(Primary Standard Industrial Classification Code Number)*  
27-6990649

*(I.R.S. Employer Identification No.)*  
919 Congress Avenue, Suite 500

Austin, Texas 78701

(512) 236-6599

*(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)*

**FORM S-3**

**SandRidge Energy, Inc.**

*(Exact name of co-registrant as specified in its charter)*  
Delaware

*(State or other jurisdiction of incorporation or organization)*  
1311

*(Primary Standard Industrial Classification Code Number)*  
20-8084793

*(I.R.S. Employer Identification No.)*  
123 Robert S. Kerr Avenue

Oklahoma City, Oklahoma 73102

(405) 429-5500

*(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)*  
Tom L. Ward

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Michael J. Ulrich

Chairman and Chief Executive Officer

The Bank of New York Mellon Trust Company, N.A.

SandRidge Energy, Inc.

919 Congress Avenue, Suite 500

123 Robert S. Kerr Avenue

Austin, Texas 78701

Oklahoma City, Oklahoma 73102

(512) 236-6599

(405) 429-5500

(Name, address, including zip code, and telephone number, including area code, of agent for service)

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

|                               |                                |                                |
|-------------------------------|--------------------------------|--------------------------------|
| Philip T. Warman, Esq.        | David H. Engvall, Esq.         | David P. Oelman, Esq.          |
| SandRidge Energy, Inc.        | Covington & Burling LLP        | Matthew R. Pacey, Esq.         |
| 123 Robert S. Kerr Avenue     | 1201 Pennsylvania Avenue, N.W. | Vinson & Elkins L.L.P.         |
| Oklahoma City, Oklahoma 73102 | Washington, D.C. 20004         | First City Tower               |
| (405) 429-5500                | (202) 662-6000                 | 1001 Fannin Street, Suite 2500 |
|                               |                                | Houston, Texas 77002-6760      |
|                               |                                | (713) 758-2222                 |

Approximate date of commencement of proposed sale to the public: As soon as practicable

after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box: ..

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. x 333-171551

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ..

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ..

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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

SandRidge Mississippian Trust I

|                               |  |                           |    |
|-------------------------------|--|---------------------------|----|
| Large accelerated filer       | .. (Do not check if a smaller reporting company) | Accelerated filer         | .. |
| Non-accelerated filer         | x  | Smaller reporting company | .. |
| <b>SandRidge Energy, Inc.</b> |  |                           |    |
| Large accelerated filer       | x  | Accelerated filer         | .. |
| Non-accelerated filer         | .. (Do not check if a smaller reporting company) | Smaller reporting company | .. |

## Calculation of Registration Fee

| <b>Title of Each Class of Securities to be Registered</b>              | <b>Amount to be Registered (1)</b> | <b>Proposed Maximum Offering Price Per Unit</b> | <b>Proposed Maximum Aggregate Offering Price</b> | <b>Amount of Registration Fee(1)(2)</b> |
|--|------------------------------------|---|--|---|
| Common Units of Beneficial Interest in SandRidge Mississippian Trust I | 2,875,000                          | \$21.00   | \$60,375,000                                     | \$7,010                                 |

- (1) Calculated in accordance with Rule 457(a). Includes common units to be sold upon exercise of the underwriters' over-allotment option. The Registrants previously registered 14,375,000 common units on a Registration Statement on Form S-1 and Form S-3 (File Nos. 333-171551 and 333-171551-01) (as amended, the Initial Registration Statement). The Initial Registration Statement was declared effective on April 5, 2011. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, an additional 2,875,000 common units having a proposed maximum aggregate offering price of \$60,375,000 is hereby registered, which amount represents no more than 20% of the maximum aggregate offering price of common units registered under the Initial Registration Statement.
- (2) Represents the registration fee payable only for the additional amount of common units being registered hereunder. Registration fees totaling \$35,048 have previously been paid in connection with the registration of common units under the Initial Registration Statement.

**This registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act of 1933.**

**EXPLANATORY NOTE AND INCORPORATION BY REFERENCE**

This registration statement is being filed with the Securities and Exchange Commission (the Commission) by SandRidge Mississippian Trust I and SandRidge Energy, Inc. (together, the Registrants) pursuant to Rule 462(b) and General Instruction V of Form S-1 and General Instruction IV.A of Form S-3, each as promulgated under the Securities Act of 1933. The contents of the Registration Statement on Form S-1 and Form S-3 (File Nos. 333-171551 and 333-171551-01) filed by the Registrants with the Commission, as amended, including each of the documents included therein or incorporated by reference therein and all exhibits thereto, which was declared effective by the Commission on April 5, 2011, are incorporated herein by reference into, and shall be deemed part of, this registration statement. This registration statement includes the registration statement facing page, this page, the signature page, a list of exhibits and an exhibit index, and required opinions and consents.

**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits and Financial Statement Schedules.**

The following documents are filed as exhibits to this registration statement:

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 5.1                       | Opinion of Richards, Layton & Finger, P.A. relating to the validity of the trust units to be registered under this Registration Statement  |
| 8.1                       | Opinion of Covington & Burling LLP relating to tax matters   |
| 23.1                      | Consent of PricewaterhouseCoopers LLP  |
| 23.2                      | Consent of Hansen, Barnett & Maxwell, P.C.   |
| 23.3                      | Consent of Netherland, Sewell & Associates, Inc.   |
| 23.4                      | Consent of DeGolyer and MacNaughton  |
| 23.5                      | Consent of Lee Keeling and Associates, Inc.  |
| 23.7                      | Consent of Richards, Layton & Finger, P.A. (contained in Exhibit 5.1)  |
| 23.8                      | Consent of Covington & Burling LLP (contained in Exhibit 8.1)  |
| 24.1                      | Powers of Attorney (included on the signature pages of the Registration Statement on Form S-1 and Form S-3 (File Nos. 333-171551 and 333-171551-01) initially filed on January 5, 2011 and incorporated herein by reference) |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, SandRidge Mississippian Trust I has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, State of Oklahoma, on April 6, 2011.

SandRidge Mississippian Trust I

By SANDRIDGE ENERGY, INC.

By /s/ PHILIP T. WARMAN

Name: **Philip T. Warman**

Title: **Senior Vice President, General Counsel and  
Corporate Secretary**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, SandRidge Energy, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, State of Oklahoma, on April 6, 2011.

SandRidge Energy, Inc.

By */s/ PHILIP T. WARMAN*  
 Name: **Philip T. Warman**  
 Title: **Senior Vice President, General Counsel and Corporate Secretary**

\* \* \* \*

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature                    | Title  | Date          |
|------------------------------|--|---------------|
| *                            | Chief Executive Officer and Chairman of the Board (Principal Executive Officer)    | April 6, 2011 |
| <b>Tom L. Ward</b>           |  |               |
| <i>/s/ JAMES D. BENNETT</i>  | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | April 6, 2011 |
| <b>James D. Bennett</b>      |  |               |
| <i>/s/ RANDALL D. COOLEY</i> | Senior Vice President Accounting (Principal Accounting Officer)                    | April 6, 2011 |
| <b>Randall D. Cooley</b>     |  |               |
| *                            | Director   | April 6, 2011 |
| <b>Everett R. Dobson</b>     |  |               |
| *                            | Director   | April 6, 2011 |
| <b>William A. Gilliland</b>  |  |               |
| *                            | Director   | April 6, 2011 |
| <b>Daniel W. Jordan</b>      |  |               |
| *                            | Director   | April 6, 2011 |
| <b>Roy T. Oliver, Jr.</b>    |  |               |

\*By: */s/ PHILIP T. WARMAN*  
**Philip T. Warman**  
 Attorney-in-fact

II-3



**EXHIBIT INDEX**

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