

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, 38<sup>th</sup> 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.

**1** NAME OF REPORTING PERSON

TPG-Axon Management LP

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF(b) " A GROUP

**3** SEC USE ONLY SOURCE OF FUNDS

**4** AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

**5**

**6** Delaware  
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  
 SOLE VOTING POWER  
 0 SHARED VOTING POWER

**8** 36,216,000 shares of Common Stock  
 SOLE DISPOSITIVE POWER

**9** 0 SHARED DISPOSITIVE POWER

**10** 0 SHARED DISPOSITIVE POWER

POWER

36,216,000  
shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

36,216,000 shares of  
Common Stock

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

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

7.4%  
TYPE OF REPORTING  
PERSON

**14** PN

**1** NAME OF REPORTING PERSON

TPG-Axon Partners GP, L.P.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF(b) " A GROUP

**3** SEC USE ONLY SOURCE OF FUNDS

**4** AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING

**5** IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

**6** Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: SOLE VOTING POWER 0 SHARED VOTING POWER

**8** 12,682,843 shares of Common Stock SOLE DISPOSITIVE POWER

**9** 0 SHARED DISPOSITIVE POWER

**10** 0 SHARED DISPOSITIVE POWER

POWER

12,682,843  
shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

12,682,843 shares of  
Common Stock

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..

**13** EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

**14** 2.6%  
TYPE OF REPORTING  
PERSON

PN

**1** NAME OF REPORTING PERSON

TPG-Axon GP, LLC

**2** CHECK THE APPROPRIATE  x

BOX IF A

MEMBER OF (b) "

**3** A GROUP

SEC USE ONLY

**4** SOURCE OF FUNDS

AF

CHECK BOX

IF

DISCLOSURE

OF LEGAL

**5** PROCEEDING

IS

REQUIRED

PURSUANT

TO ITEMS

2(d) or 2(e)

CITIZENSHIP OR

PLACE OF

**6** ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

SOLE VOTING POWER

EACH REPORTING PERSON WITH:

0 SHARED VOTING POWER

**8**

36,216,000 shares of Common Stock

**9**

SOLE DISPOSITIVE POWER

**10**

0 SHARED DISPOSITIVE POWER

36,216,000  
shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

36,216,000 shares of  
Common Stock

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
**13** AMOUNT IN ROW (11)

7.4%  
TYPE OF REPORTING  
PERSON

**14** OO



**1** NAME OF REPORTING PERSON

TPG-Axon Partners, LP

**2** CHECK THE APPROPRIATE  x

BOX IF A

MEMBER OF (b) "

**3** A GROUP

SEC USE ONLY

**4** SOURCE OF FUNDS

WC

CHECK BOX

IF

DISCLOSURE

OF LEGAL

**5** PROCEEDING

IS

REQUIRED

PURSUANT

TO ITEMS

2(d) or 2(e)

CITIZENSHIP OR

PLACE OF

**6** ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

SOLE VOTING POWER

0

SHARED VOTING POWER

**8**

12,682,843 shares of Common Stock

SOLE DISPOSITIVE POWER

**9**

0

**10** SHARED DISPOSITIVE POWER

12,682,843  
shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

12,682,843 shares of  
Common Stock

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
**13** AMOUNT IN ROW (11)

2.6%  
TYPE OF REPORTING  
PERSON

**14**

PN

**1** NAME OF REPORTING PERSON

TPG-Axon International, L.P.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF(b) " A GROUP

**3** SEC USE ONLY SOURCE OF FUNDS

**4** WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS

**5** REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

**6** NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: Cayman Islands SOLE VOTING POWER

**8** 0 SHARED VOTING POWER

**9** 19,581,991 shares of Common Stock SOLE DISPOSITIVE POWER

**10** 0 SHARED DISPOSITIVE

POWER

19,581,991  
shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

19,581,991 shares of  
Common Stock

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

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

**14** 4.0%  
TYPE OF REPORTING  
PERSON

PN

**1** NAME OF REPORTING PERSON

TPG-Axon International  
GP, LLC

**2** CHECK THE APPROPRIATE  x

BOX IF A MEMBER OF (b) " A GROUP

**3** SEC USE ONLY SOURCE OF FUNDS

**4** AF CHECK BOX IF DISCLOSURE

**5** OF LEGAL PROCEEDING IS

REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

**6** Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

**7** SOLE VOTING POWER 0 SHARED VOTING POWER

**8** 19,581,991 shares of Common Stock SOLE DISPOSITIVE

**9** POWER

**10** 0 SHARED DISPOSITIVE

POWER

19,581,991  
shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

19,581,991 shares of  
Common Stock

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

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

**14** 4.0%  
TYPE OF REPORTING  
PERSON

OO

**1** NAME OF REPORTING PERSON

Dinakar Singh LLC

**2** CHECK THE APPROPRIATE  x

BOX IF A

MEMBER OF (b) "

**3** A GROUP

SEC USE ONLY

**4** SOURCE OF FUNDS

AF

CHECK BOX

IF

DISCLOSURE

OF LEGAL

**5** PROCEEDING

IS

REQUIRED

PURSUANT

TO ITEMS

2(d) or 2(e)

CITIZENSHIP OR

PLACE OF

**6** ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

SOLE VOTING POWER

**7**

0

REPORTING PERSON WITH:

SHARED VOTING POWER

**8**

36,216,000 shares of Common Stock

**9** SOLE DISPOSITIVE POWER

**10**

0 SHARED DISPOSITIVE POWER

36,216,000  
shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

36,216,000 shares of  
Common Stock

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
**13** AMOUNT IN ROW (11)

7.4%  
TYPE OF REPORTING  
PERSON

**14**

OO



**1** NAME OF REPORTING PERSON

Dinakar Singh

**2** CHECK THE APPROPRIATE  x

BOX IF A MEMBER OF (b) " A GROUP

**3** SEC USE ONLY

SOURCE OF FUNDS

**4** AF CHECK BOX IF

DISCLOSURE OF LEGAL

**5** PROCEEDING IS

REQUIRED PURSUANT TO ITEMS

2(d) or 2(e) CITIZENSHIP OR PLACE OF

**6** ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

SOLE VOTING POWER

0 SHARED VOTING POWER

**8**

36,216,000 shares of Common Stock

**9** SOLE DISPOSITIVE POWER

**10** 0 SHARED DISPOSITIVE POWER

36,216,000  
shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

36,216,000 shares of  
Common Stock

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
**13** AMOUNT IN ROW (11)

7.4%  
TYPE OF REPORTING  
PERSON

**14** IN

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 contracts 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.

**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

**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**