SANDRIDGE ENERGY INC
Form SC 13G/A
February 14, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

SandRidge Energy, Inc.

(Name of Issuer)

Common Stock, $0.001 par value
(Title of Class of Securities)

80007P869
(CUSIP Number)

December 31, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

x Rule 13d-1(b)

o Rule 13d-1(c)

o Rule 13d-1(d)

*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 in 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).

1 NAME OF REPORTING PERSONS

Guggenheim Capital, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) o (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 2,427,745
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 2,427,745

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,427,745

10
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.80%

12
TYPE OF REPORTING PERSON

HC

1 NAME OF REPORTING PERSONS

Guggenheim Partners, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) o (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		
	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 2,427,745
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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,427,745

10
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.80%

12
TYPE OF REPORTING PERSON

HC

1 NAME OF REPORTING PERSONS

GI Holdco II LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) o (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 2,420,177
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 2,420,177

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,420,177

10
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.78%

12
TYPE OF REPORTING PERSON

HC

1 NAME OF REPORTING PERSONS

GI Holdco LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) o (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 2,420,177
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 2,420,177

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,420,177

10
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.78%

12
TYPE OF REPORTING PERSON

HC

1 NAME OF REPORTING PERSONS

Guggenheim Partners Investment Management Holdings, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) o (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 2,420,177
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 2,420,177

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,420,177

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.78%

12 TYPE OF REPORTING PERSON

HC

1 NAME OF REPORTING PERSONS

Guggenheim Partners Investment Management, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) o (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 2,353,413
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 2,353,413

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,353,413

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.59%

12 TYPE OF REPORTING PERSON

IA

Item 1. (a) Name of Issuer:

SandRidge Energy, Inc.

(b) Address of Issuer's Principal Executive Offices:

123 Robert S. Kerr Avenue, Oklahoma City, OK 73102-6406

Item 2. **(a) Name of Person Filing:**

This Statement is jointly filed by Guggenheim Capital, LLC, Guggenheim Partners, LLC, GI Holdco II LLC, GI Holdco LLC, Guggenheim Partners Investment Management Holdings, LLC, and Guggenheim Partners Investment Management, LLC ("GPIM"). This Statement relates to the shares of Common Stock, par value $0.001 per share (the "Shares"), of the Issuer, beneficially owned directly by GPIM, a Delaware limited liability company, and other subsidiaries of Guggenheim Capital, LLC (the "Subsidiaries"). Guggenheim Capital, LLC is the majority owner of Guggenheim Partners, LLC, GI Holdco II LLC, GI Holdco LLC, Guggenheim Partners Investment Management Holdings, LLC and GPIM. GPIM is a registered investment adviser under Section 203 of the Investment Advisers Act of 1940. As a result of its role as investment adviser, GPIM may be deemed to be the beneficial owner of certain of the Shares of the Issuer reported herein for purposes of §13(d) and 13(g) of the Securities Exchange Act of 1934.

(b) Address of Principal Business Office, or, if none, Residence:

Guggenheim Capital, LLC: 227 West Monroe Street, Chicago, IL 60606

Guggenheim Partners, LLC: 227 West Monroe Street, Chicago, IL 60606

GI Holdco II LLC: 330 Madison Avenue, New York, NY 10017

GI Holdco LLC: 330 Madison Avenue, New York, NY 10017

Guggenheim Partners Investment Management Holdings, LLC: 330 Madison Avenue, New York, NY 10017

Guggenheim Partners Investment Management, LLC: 100 Wilshire Boulevard, 5th Floor, Santa Monica, CA 90401

(c) Citizenship:

Guggenheim Capital, LLC is a Delaware limited liability company.

Guggenheim Partners, LLC is a Delaware limited liability company.

GI Holdco II LLC is a Delaware limited liability company.

GI Holdco LLC is a Delaware limited liability company.

Guggenheim Partners Investment Management Holdings, LLC is a Delaware limited liability company.

Guggenheim Partners Investment Management, LLC is a Delaware limited liability company.

(d) Title of Class of Securities:

Common Stock, $0.001 par value

(e) CUSIP Number:

80007P869

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) o Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) ¨ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) ¨ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) ¨ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) x An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

(f) ¨ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).

(g) x A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).

(h) ¨ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).

(i) ¨ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).

(j) ¨ A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

As of December 31, 2018, GPIM may be deemed the direct beneficial owner of 2,353,413 Shares, which amount includes (i) 5,732 Shares obtainable upon exercise of Series A Warrants and (ii) 2,412 Shares obtainable upon exercise of Series B Warrants.

As of December 31, 2018, each of GI Holdco II LLC, GI Holdco LLC and Guggenheim Partners Investment Management Holdings, LLC may be deemed the indirect beneficial owner of 2,420,177 Shares, which amount includes: (i) the 2,353,413 Shares directly beneficially owned by GPIM; (ii) 66,071 Shares held by Subsidiaries; (iii) 488 Shares obtainable upon exercise of Series A Warrants held by Subsidiaries; and (iv) 205 Shares obtainable upon exercise of Series B Warrants held by Subsidiaries.

As of December 31, 2018, each of Guggenheim Capital, LLC and Guggenheim Partners, LLC may be deemed the indirect beneficial owner of 2,427,745 Shares, which amount includes (i) the 2,420,177 Shares indirectly beneficially owned by GI Holdco II LLC, GI Holdco LLC and Guggenheim Partners Investment Management Holdings, LLC and (ii) 7,568 Shares held by Subsidiaries.

(b) Percent of class:

Each of Guggenheim Capital, LLC and Guggenheim Partners, LLC may be deemed to beneficially own approximately 6.80% of the outstanding Shares, each of GI Holdco II LLC, GI Holdco LLC and Guggenheim Partners Investment Management Holdings, LLC may be deemed to beneficially own approximately 6.78% of the outstanding Shares and GPIM may be deemed to beneficially own approximately 6.59% of the outstanding Shares. Calculations of the percentage of Shares beneficially owned is based on the sum of (i) a total of 35,693,515 Shares outstanding as of December 31, 2018 as reported in the Company's Form 10-Q filed with the Securities and Exchange Commission on September 30, 2018, and (ii) the number of Shares underlying Convertible Warrants that may be deemed to be beneficially owned by the Reporting Persons, as applicable.

(c) Number of shares as to which the person has:

Guggenheim Capital, LLC, Guggenheim Partners, LLC

(i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or to direct the vote: 2,427,745

(iii) Sole power to dispose or direct the disposition of: 0

(iv) Shared power to dispose or direct the disposition of: 2,427,745

GI Holdco II LLC, GI Holdco LLC, Guggenheim Partners Investment Management Holdings, LLC

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 2,420,177

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 2,420,177

GPIM

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 2,353,413

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 2,353,413

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following o.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

See disclosure in Item 2 hereof.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

See disclosure in Item 2 hereof.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2019

Guggenheim
Capital, LLC

Guggenheim Partners, LLC
By: Guggenheim Capital, LLC, parent company

By: /s/ Robert A. Saperstein
Name: Robert A. Saperstein
Title: Senior Managing Director, Authorized Signatory

GI Holdco II LLC
By: Guggenheim Capital, LLC,
parent company

By: /s/ Robert A. Saperstein
Name: Robert A. Saperstein
Title: Authorized Signatory

GI Holdco LLC
By: Guggenheim Capital, LLC,
parent company

By: /s/ Robert A. Saperstein
Name: Robert A. Saperstein
Title: Authorized Signatory

Guggenheim Partners
Investment Management
Holdings, LLC
By: Guggenheim Capital, LLC,
parent company

By: /s/ Robert A. Saperstein
Name: Robert A. Saperstein
Title: Authorized Signatory

Guggenheim Partners
Investment Management, LLC
By: Guggenheim Capital, LLC,
parent company

By: /s/ Robert A. Saperstein
Name: Robert A. Saperstein
Title: Authorized Signatory

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G/A with respect to the Shares of SandRidge Energy, Inc., dated as of December 31, 2018 is, and any amendments thereto (including amendments on Schedule 13D) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Dated: February 14, 2019

Guggenheim
Capital, LLC

Guggenheim Partners, LLC
By: Guggenheim Capital, LLC, parent company

By: /s/ Robert A. Saperstein
Name: Robert A. Saperstein
Title: Senior Managing Director, Authorized Signatory

GI Holdco II LLC
By: Guggenheim Capital, LLC,
parent company

By: /s/ Robert A. Saperstein
Name: Robert A. Saperstein
Title: Authorized Signatory

GI Holdco LLC
By: Guggenheim Capital, LLC,
parent company

By: /s/ Robert A. Saperstein
Name: Robert A. Saperstein
Title: Authorized Signatory

Guggenheim Partners
Investment Management
Holdings, LLC
By: Guggenheim Capital, LLC,
parent company

By: /s/ Robert A. Saperstein
Name: Robert A. Saperstein
Title: Authorized Signatory

Guggenheim Partners
Investment Management, LLC
By: Guggenheim Capital, LLC,
parent company

By: /s/ Robert A. Saperstein
Name: Robert A. Saperstein
Title: Authorized Signatory