

Sanchez Energy Corp  
Form 10-Q/A  
June 07, 2012

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## Form 10-Q/A

(Amendment No. 1)

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**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the quarterly period ended March 31, 2012**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**Commission file number: 1-35372**

## **Sanchez Energy Corporation**

(Exact name of registrant as specified in its charter)

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

**45-3090102**  
(I.R.S. Employer  
Identification No.)

**1111 Bagby Street, Suite 1600**  
**Houston, Texas**  
(Address of principal executive offices)

**77002**  
(Zip Code)

**(713) 783-8000**  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Number of shares of registrant's common stock, par value \$0.01 per share, outstanding as of May 10, 2012: 34,567,200.

**Explanatory Note**

The sole purpose of this Amendment No. 1 (this Amendment) to Sanchez Energy Corporation's Quarterly Report on Form 10-Q for the period ended March 31, 2012 (the Form 10-Q), as filed with the Securities and Exchange Commission on May 14, 2012, is to furnish the interactive data files as Exhibit 101 to the Form 10-Q, as required by Rule 405 of Regulation S-T.

Users of this data are advised that pursuant to Rule 406T of Regulation S-T, these interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

No other changes have been made to the Form 10-Q for the period ended March 31, 2012, other than the furnishing of Exhibit 101. This Amendment does not reflect subsequent events occurring after the original filing date of the Form 10-Q or modify or update in any way disclosures made in the Form 10-Q.

**Item 6. Exhibits**

**EXHIBIT INDEX**

Each exhibit identified below is filed or furnished as part of this report.

10.1*	Form of Restricted Stock Agreement for employees (filed as Exhibit 10.1 to the Company's registration statement on Form S-8 (File. No. 333-178920) on January 6, 2012, and incorporated herein by reference).
10.2*	Form of Restricted Stock Agreement for non-employee directors (filed as Exhibit 10.2 to the Company's registration statement on Form S-8 (File. No. 333-178920) on January 6, 2012, and incorporated herein by reference).
10.3*	Form of Restricted Stock Agreement for Antonio R. Sanchez, III (filed as Exhibit 10.3 to the Company's registration statement on Form S-8 (File. No. 333-178920) on January 6, 2012, and incorporated herein by reference).
10.4	Indemnification Agreement, dated as of March 9, 2012, between Sanchez Energy Corporation and Greg Colvin (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K on March 14, 2012, and incorporated herein by reference).
10.5	Indemnification Agreement, dated as of March 9, 2012, between Sanchez Energy Corporation and Kirsten A. Hink (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K on March 14, 2012, and incorporated herein by reference).
31.1(a)	Sarbanes-Oxley Section 302 certification of Principal Executive Officer.
31.2(a)	Sarbanes-Oxley Section 302 certification of Principal Financial Officer.
32.1(b)	Sarbanes-Oxley Section 906 certification of Principal Executive Officer.
32.2(b)	Sarbanes-Oxley Section 906 certification of Principal Financial Officer.
101.INS(c)	XBRL Instance Document.
101.SCH(c)	XBRL Taxonomy Extension Schema Document.
101.CAL(c)	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF(c)	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB(c)	XBRL Taxonomy Extension Labels Linkbase Document.
101.PRE(c)	XBRL Taxonomy Extension Presentation Linkbase Document.

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- (a) Filed previously as an exhibit to the Company's Quarterly Report on Form 10-Q on May 14, 2012, and incorporated herein by reference.
- (b) Furnished previously as an exhibit to the Company's Quarterly Report on Form 10-Q on May 14, 2012, and incorporated herein by reference.

- (c) Furnished herewith.
- \* Management contract or compensatory plan or arrangement.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized, on June 7, 2012.

SANCHEZ ENERGY CORPORATION

By: */s/ Michael G. Long*  
Michael G. Long  
Senior Vice President and Chief Financial Officer