

SANDRIDGE ENERGY INC  
 Form 3  
 October 04, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|                                               |         |          |                                                                                                                                                                                             |                                                    |                                                                                                                                                                                                               |
|-----------------------------------------------|---------|----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person *     |         |          | 2. Date of Event Requiring Statement                                                                                                                                                        | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |                                                                                                                                                                                                               |
| Â Blackstone / GSO Strategic Credit Fund      |         |          | (Month/Day/Year)                                                                                                                                                                            | SANDRIDGE ENERGY INC [SD]                          |                                                                                                                                                                                                               |
| (Last)                                        | (First) | (Middle) | 10/04/2016                                                                                                                                                                                  |                                                    |                                                                                                                                                                                                               |
| CVO GSO CAPITAL PARTNERS LP,Â 345 PARK AVENUE |         |          | 4. Relationship of Reporting Person(s) to Issuer                                                                                                                                            |                                                    | 5. If Amendment, Date Original Filed(Month/Day/Year)                                                                                                                                                          |
| (Street)                                      |         |          | (Check all applicable)                                                                                                                                                                      |                                                    |                                                                                                                                                                                                               |
| NEW YORK,Â NYÂ 10154                          |         |          | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) |                                                    | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City)                                        | (State) | (Zip)    |                                                                                                                                                                                             |                                                    |                                                                                                                                                                                                               |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5)                              |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|------------------------------------------------------------------------------------|
| Common Stock                    | 59,889                                                | I                                                        | See Footnotes <u>(1)</u> <u>(3)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> |
| Common Stock                    | 16,769                                                | I                                                        | See Footnotes <u>(2)</u> <u>(3)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> |
| Common Stock                    | 447,491                                               | I                                                        | See Footnotes <u>(4)</u> <u>(8)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u>            |
| Common Stock                    | 186,854                                               | I                                                        | See Footnotes <u>(5)</u> <u>(8)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u>            |
| Common Stock                    | 112,112                                               | I                                                        | See Footnotes <u>(6)</u> <u>(8)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u>            |
| Common Stock                    | 112,112                                               | I                                                        | See Footnotes <u>(7)</u> <u>(8)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u>            |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not**

required to respond unless the form displays a currently valid OMB control number.

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4)              | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|------------------------------------------------------------|----------------------------------------------------------------|--------------------|--------------------------------------------------------------------------------------|----------------------------------|--------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
|                                                            | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                                                | Amount or<br>Number of<br>Shares |                                                                    |                                                                                                      |                                                             |
| 0.00% Convertible Senior<br>Subordinated Notes due<br>2020 | Â (13)                                                         | Â (13)             | Common<br>Stock                                                                      | 75,266                           | \$ (13)                                                            | I                                                                                                    | See Footnotes (1)<br>(3) (9) (10) (11) (12)                 |
| 0.00% Convertible Senior<br>Subordinated Notes due<br>2020 | Â (13)                                                         | Â (13)             | Common<br>Stock                                                                      | 21,074                           | \$ (13)                                                            | I                                                                                                    | See Footnotes (2)<br>(3) (9) (10) (11) (12)                 |
| 0.00% Convertible Senior<br>Subordinated Notes due<br>2020 | Â (13)                                                         | Â (13)             | Common<br>Stock                                                                      | 562,387                          | \$ (13)                                                            | I                                                                                                    | See Footnotes (4)<br>(8) (10) (11) (12)                     |
| 0.00% Convertible Senior<br>Subordinated Notes due<br>2020 | Â (13)                                                         | Â (13)             | Common<br>Stock                                                                      | 234,829                          | \$ (13)                                                            | I                                                                                                    | See Footnotes (5)<br>(8) (10) (11) (12)                     |
| 0.00% Convertible Senior<br>Subordinated Notes due<br>2020 | Â (13)                                                         | Â (13)             | Common<br>Stock                                                                      | 140,897                          | \$ (13)                                                            | I                                                                                                    | See Footnotes (6)<br>(8) (10) (11) (12)                     |
| 0.00% Convertible Senior<br>Subordinated Notes due<br>2020 | Â (13)                                                         | Â (13)             | Common<br>Stock                                                                      | 140,897                          | \$ (13)                                                            | I                                                                                                    | See Footnotes (7)<br>(8) (10) (11) (12)                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                                         | Relationships |           |         |       |
|------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                                        | Director      | 10% Owner | Officer | Other |
| Blackstone / GSO Strategic Credit Fund<br>C/O GSO CAPITAL PARTNERS LP<br>345 PARK AVENUE<br>NEW YORK, NY 10154         | Â             | Â X       | Â       | Â     |
| Blackstone / GSO Long-Short Credit Income Fund<br>C/O GSO CAPITAL PARTNERS LP<br>345 PARK AVENUE<br>NEW YORK, NY 10154 | Â             | Â X       | Â       | Â     |
| GSO / Blackstone Debt Funds Management LLC<br>C/O GSO CAPITAL PARTNERS LP                                              | Â             | Â X       | Â       | Â     |

345 PARK AVENUE  
NEW YORK, NY 10154

GSO CAPITAL PARTNERS LP  
345 PARK AVENUE  
NEW YORK, NY 10154

^      ^ X      ^      ^

Goodman Bennett J  
C/O GSO CAPITAL PARTNERS LP  
345 PARK AVENUE  
NEW YORK, NY 10154

^      ^ X      ^      ^

Smith J Albert III  
C/O GSO CAPITAL PARTNERS LP  
345 PARK AVENUE  
NEW YORK, NY 10154

^      ^ X      ^      ^

## Signatures

|                                                                                                                                                                                         |            |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| BLACKSTONE / GSO STRATEGIC CREDIT FUND, By: GSO / Blackstone Debt Funds Management LLC, its investment adviser, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Authorized Signatory | 10/04/2016 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|

|                                 |      |
|---------------------------------|------|
| __Signature of Reporting Person | Date |
|---------------------------------|------|

|                                                                                                                                                                                                 |            |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| BLACKSTONE / GSO LONG-SHORT CREDIT INCOME FUND, By: GSO / Blackstone Debt Funds Management LLC, its investment adviser, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Authorized Signatory | 10/04/2016 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|

|                                 |      |
|---------------------------------|------|
| __Signature of Reporting Person | Date |
|---------------------------------|------|

|                                                                                                                     |            |
|---------------------------------------------------------------------------------------------------------------------|------------|
| GSO / BLACKSTONE DEBT FUNDS MANAGEMENT LLC, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Authorized Signatory | 10/04/2016 |
|---------------------------------------------------------------------------------------------------------------------|------------|

|                                 |      |
|---------------------------------|------|
| __Signature of Reporting Person | Date |
|---------------------------------|------|

|                                                                                                  |            |
|--------------------------------------------------------------------------------------------------|------------|
| GSO CAPITAL PARTNERS LP, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Authorized Signatory | 10/04/2016 |
|--------------------------------------------------------------------------------------------------|------------|

|                                 |      |
|---------------------------------|------|
| __Signature of Reporting Person | Date |
|---------------------------------|------|

|                                                                                         |            |
|-----------------------------------------------------------------------------------------|------------|
| BENNETT J. GOODMAN, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Attorney-in-Fact | 10/04/2016 |
|-----------------------------------------------------------------------------------------|------------|

|                                 |      |
|---------------------------------|------|
| __Signature of Reporting Person | Date |
|---------------------------------|------|

|                                                                                          |            |
|------------------------------------------------------------------------------------------|------------|
| J. ALBERT SMITH III, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Attorney-in-Fact | 10/04/2016 |
|------------------------------------------------------------------------------------------|------------|

|                                 |      |
|---------------------------------|------|
| __Signature of Reporting Person | Date |
|---------------------------------|------|

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Blackstone / GSO Strategic Credit Fund directly holds these securities.
- (2) Blackstone / GSO Long-short Credit Income Fund directly holds these securities (together with Blackstone / GSO Strategic Credit Fund, the "GSO Funds").
- (3) GSO / Blackstone Debt Funds Management LLC is the investment adviser of each of the GSO Funds. GSO Capital Partners LP is the managing member of GSO / Blackstone Debt Funds Management LLC. GSO Advisor Holdings L.L.C. is a special limited partner of GSO Capital Partners LP with investment and voting power over the securities beneficially owned by GSO Capital Partners LP. Blackstone Holdings I L.P. is the sole member of GSO Advisor Holdings L.L.C.

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- (4) FS Energy and Power Fund ("FSEP") directly holds these securities.
- (5) FS Investment Corporation ("FSIC") directly holds these securities.
- (6) FS Investment Corporation II ("FSIC II") directly holds these securities.
- (7) Burholme Funding LLC directly holds these securities. Burholme Funding LLC is a wholly owned subsidiary of FS Investment Corporation III ("FSIC III", and together with FSEP, FSIC, FSIC II and Burholme Funding LLC, the "FS Funds").
- FS Investment Advisor, LLC, FB Income Advisor, LLC, FSIC II Advisor, LLC and FSIC III Advisor, LLC are the investment advisers of FSEP, FSIC, FSIC II and FSIC III, respectively, and in that respect hold discretionary investment authority for them. Burholme Funding LLC is a wholly owned subsidiary of FSIC III. In addition, each of Michael C. Forman, Gerald F. Stahlecker, Zachary Klehr and Sean Coleman may be deemed to have shared voting, investment and/or dispositive power with respect to the securities held by FSEP, FSIC, FSIC II and FSIC III.
- Blackstone Holdings I/II GP Inc. is the general partner of Blackstone Holdings I L.P. The Blackstone Group L.P. is the controlling shareholder of Blackstone Holdings I/II GP Inc. Blackstone Group Management L.L.C. is the general partner of The Blackstone Group L.P. Blackstone Group Management L.L.C. is wholly-owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman. In addition, each of Bennett J. Goodman and J. Albert Smith III may be deemed to have shared voting power and/or investment power with respect to the securities held by the GSO Funds.
- (9) L.P. Blackstone Group Management L.L.C. is wholly-owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman. In addition, each of Bennett J. Goodman and J. Albert Smith III may be deemed to have shared voting power and/or investment power with respect to the securities held by the GSO Funds.
- (10) Due to the limitations of the electronic filing system certain Reporting Persons are filing a separate Form 3.
- (11) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.
- Each of the Reporting Persons (other than each of the GSO Funds and the FS Funds to the extent they directly hold securities of the Issuer), disclaims beneficial ownership of the securities held by each of the GSO Funds and the FS Funds, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than each of the GSO Funds and the FS Funds to the extent they directly hold securities of the Issuer) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.
- (12) Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than each of the GSO Funds and the FS Funds to the extent they directly hold securities of the Issuer) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.
- The 0.00% Convertible Senior Subordinated Notes due 2020 issued by the Issuer (the "Convertible Notes") are immediately convertible.
- (13) The Convertible Notes have a conversion rate of 0.05330841 shares of Issuer common stock per \$1.00 principal amount of Convertible Notes, subject to adjustment pursuant to the terms of the Convertible Notes. The Convertible Notes mature on October 4, 2020.

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### Remarks:

Exhibit 24.1 - Power of Attorney - Bennett J. Goodman

Exhibit 24.2 - Power of Attorney - J. Albert Smith III

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.