

Fenoglio Scott A
Form 4
January 11, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN 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 *
Fenoglio Scott A

(Last) (First) (Middle)

410 - 17TH STREET, SUITE 1400

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Bonanza Creek Energy, Inc. [BCEI]

3. Date of Earliest Transaction (Month/Day/Year)

01/09/2019

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

SVP, Finance & Planning

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/09/2019		M ⁽¹⁾	2,598 A \$ 0	31,039	D	
Common Stock	01/09/2019		F ⁽²⁾	754 D \$ 23.55	30,285	D	
Common Stock	01/09/2019		F ⁽³⁾	4,711 D \$ 23.55	25,574	D	
Common Stock	01/09/2019		F ⁽³⁾	325 D \$ 23.55	25,249	D	
Common Stock	01/09/2019		D	5,084 ⁽⁴⁾ D \$ 0	20,165	D	

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Performance Shares	\$ 0	01/09/2019		M ⁽¹⁾	2,598 (5)	(6) (6)	Common Stock	2,598

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fenoglio Scott A 410 - 17TH STREET, SUITE 1400 DENVER, CO 80202			SVP, Finance & Planning	

Signatures

By: Roberta L. Louis, attorney-in-fact For: Scott A. Fenoglio 01/11/2019

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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) Represents distribution of Issuer common stock upon partial vesting of performance stock units awarded on May 16, 2018. The partial vesting is based on the number of days during the applicable performance period that recipient remained employed by Issuer and on an assumed target level of performance by Issuer, in accordance with the terms of the Performance Stock Unit Agreement.
 - (2) Represents shares withheld to satisfy tax withholding obligations upon vesting of performance stock units.
 - (3) Represents shares withheld to satisfy tax withholding obligations upon vesting of restricted stock units.
 - (4) The securities were forfeited to the Issuer upon Reporting Person's termination of employment with the Issuer.
 - (5) Each performance stock unit represented a contingent right to receive one share of Issuer common stock.

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(6) The performance stock units awarded vested on January 9, 2019.

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

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