

SANDRIDGE ENERGY INC  
Form 10-K/A  
April 23, 2009

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

**Form 10-K/A  
Amendment No. 1**

(Mark One)

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

**For the fiscal year ended December 31, 2008**

**OR**

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

**For the transition period from** \_\_\_\_\_ **to**  
**Commission File Number: 1-33784**

**SANDRIDGE ENERGY, INC.**  
*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction of  
incorporation or organization)*  
**123 Robert S. Kerr Avenue**  
**Oklahoma City, Oklahoma**  
*(Address of principal executive offices)*

**20-8084793**  
*(I.R.S. Employer  
Identification No.)*  
**73118**  
*(Zip Code)*

**(405) 429-5500**  
*(Registrant's telephone number, including area code)*  
**Securities registered pursuant to Section 12(b) of the Act:**

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
<b>Common Stock, \$0.001 par value</b>	<b>New York Stock Exchange</b>
<b>Securities registered pursuant to Section 12(g) of the Act:</b>	
<b>None</b>	

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (Check one):

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 Exchange Act Rule 12b-2). Yes  No

The aggregate market value of our common stock held by non-affiliates on June 30, 2008 was approximately \$8.0 billion based on the closing price as quoted on the New York Stock Exchange. At February 20, 2009 there were 167,625,519 shares of our common stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**  
**(To The Extent Indicated Herein)**

Portions of the proxy statement for the 2009 Annual Meeting of Shareholders are incorporated by reference in Part III.

**EXPLANATORY NOTE**

SandRidge Energy, Inc. filed its Annual Report on Form 10-K for the year ended December 31, 2008 on February 26, 2009 (the Original Form 10-K ). The company is filing this Amendment No. 1 on Form 10-K/A to provide corrected Exhibits 31.1 and 31.2. In the Original Form 10-K Exhibits 31.1 and 31.2 inadvertently omitted a portion of the required language of paragraph 4 of the certification.

Except as described above, there are no other changes to the Original Form 10-K, and this amendment does not speak to, or reflect, events occurring after the filing of the Original Form 10-K.

**Item 15. Exhibits and Financial Statement Schedules**

The following documents are filed as a part of this report:

(3) *Exhibits*

See Exhibit Index for a description of the exhibits filed as a part of this report.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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 April 23, 2009.

**SANDRIDGE ENERGY, INC.**

By /s/ TOM L. WARD  
 Tom L. Ward  
 President, Chairman of the Board and  
 Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ TOM L. WARD	President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	April 23, 2009
Tom L. Ward		
*	Chief Financial Officer and Executive Vice President (Principal Financial Officer)	April 23, 2009
Dirk M. Van Doren		
*	Senior Vice President Accounting (Principal Accounting Officer)	April 23, 2009
Randall D. Cooley		
*		April 23, 2009
Dan Jordan	Director	
*		April 23, 2009
Bill Gilliland	Director	
*		April 23, 2009
Roy T. Oliver, Jr.	Director	
*		April 23, 2009
Stuart W. Ray	Director	
*		April 23, 2009
D. Dwight Scott	Director	

\*

April 23, 2009

Jeff Serota

Director

\* By:

/s/ TOM L. WARD

Tom L. Ward

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**EXHIBIT INDEX**

Exhibit No.	Exhibit Description	Form	Incorporated by Reference			Filed Herewith
			SEC File No.	Exhibit	Filing Date	
3.1	Certificate of Incorporation of SandRidge Energy, Inc.	S-1	333-148956	3.1	01/30/2008	
3.2	Certificate of Designation of 8.5% Convertible Perpetual Preferred Stock of SandRidge Energy, Inc.	8-K	001-33784	3.1	01/21/2009	
3.3	Amended and Restated Bylaws of SandRidge Energy, Inc.	10-Q	001-33784	3.3	05/08/2008	
4.1	Specimen Stock Certificate representing common stock of SandRidge Energy, Inc.	S-1	333-148956	4.1	01/30/2008	
4.3	Registration Rights Agreement, dated November 21, 2006, by and among SandRidge Energy, Inc. (as successor by merger to Riata Energy, Inc.) and the Purchasers party thereto	S-1	333-148956	4.3	01/30/2008	
4.7	Amended and Restated Shareholders Agreement, dated April 4, 2007, among SandRidge Energy, Inc. (as successor by merger to Riata Energy, Inc.) and certain shareholders	S-1	333-148956	4.7	01/30/2008	
4.8	Registration Rights Agreement, dated March 20, 2007, by and among SandRidge Energy, Inc. and the several purchasers party thereto	S-1	333-148956	4.8	01/30/2008	
4.10	Shareholders Agreement, dated March 20, 2007, by and among SandRidge Energy, Inc. and certain common shareholders	S-1	333-148956	4.10	01/30/2008	
4.11	Indenture, dated May 1, 2008, by and among SandRidge Energy, Inc., certain subsidiary guarantors named therein and Wells Fargo Bank, National Association, as trustee	8-K	001-33784	4.1	05/02/2008	
4.12	Registration Rights Agreement, dated May 1, 2008, by and among SandRidge Energy, Inc. and certain guarantors named therein for the benefit of noteholders	8-K	001-33784	4.2	05/02/2008	

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Exhibit No.	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	SEC File No.	Exhibit	Filing Date	
4.14	Indenture, dated May 20, 2008, by and among SandRidge Energy, Inc., certain subsidiary guarantors named therein and Wells Fargo Bank, National Association, as trustee	8-K	001-33784	4.1	05/21/2008	
4.15	Registration Rights Agreement, dated May 20, 2008 by and among SandRidge Energy, Inc., certain subsidiary guarantors named therein, Banc of America Securities LLC, Barclays Capital, Inc. and J.P. Morgan Securities Inc., as representatives of the purchasers	8-K	001-33784	4.2	05/21/2008	
4.16	Registration Rights Agreement, dated February 16, 2009, among SandRidge Energy, Inc., George B. Kaiser and Pooled CIT Investments, O.K.	10-K	001-33784	4.16	02/26/2009	
10.1	Executive Nonqualified Excess Plan	8-K	001-33784	10.1	07/15/2008	
10.2	2005 Stock Plan of SandRidge Energy, Inc.	S-1	333-148956	10.2	01/30/2008	
10.2.1	Form of Restricted Stock Award Agreement under 2005 Stock Plan	10-K	001-33784	10.2.1	03/07/2008	
10.5.1	Employment Agreement of Tom L. Ward, dated June 8, 2006	S-1	333-148956	10.11	01/30/2008	
10.5.2	Employment Agreement of Dirk M. Van Doren, dated effective as of January 1, 2008	10-Q	333-148956	10.5.2	05/08/2008	
10.5.3	Employment Agreement of Matthew K. Grubb, dated effective as of January 1, 2008	10-Q	333-148956	10.5.3	05/08/2008	
10.5.4	Employment Agreement of Todd N. Tipton, dated effective as of January 1, 2008	10-Q	333-148956	10.5.4	05/08/2008	
10.5.5	Employment Agreement of Larry K. Coshow, dated effective as of January 1, 2008	10-Q	333-148956	10.5.5	05/08/2008	
10.5.6		10-Q	333-148956	10.5.60.	05/08/2008	

Form of Employment Agreement for Senior  
Vice Presidents



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Exhibit No.	Exhibit Description	Form	Incorporated by Reference			Filed Herewith
			SEC File No.	Exhibit	Filing Date	
10.5.7	Employment Separation Agreement of Larry K. Coshow, dated April 14, 2008	10-Q	333-148956	10.5.7	05/08/2008	
10.5.8	Employment Agreement of Rodney E. Johnson, dated effective as of January 1, 2009	10-K	001-33784	10.5.8	02/26/2009	
10.6	Form of Indemnification Agreement for directors and officers	S-1	333-148956	10.5	01/30/2008	
10.7	Senior Credit Facility, dated November 21, 2006, by and among SandRidge Energy, Inc. (as successor by merger to Riata Energy, Inc.) and Bank of America, N.A., as Administrative Agent and Banc of America Securities LLC as Lead Arranger and Book Running Manager	S-1	333-148956	10.6	01/30/2008	
10.7.1	Amendment No. 1 to Senior Credit Facility, dated November 21, 2006 by and among SandRidge Energy, Inc.	S-1	333-148956	10.6	01/30/2008	
10.7.2	Amendment No. 2 to Senior Credit Facility, dated November 21, 2006	S-1	333-148956	10.10	01/30/2008	
10.7.3	Amendment No. 3 to Senior Credit Facility, dated September 14, 2007	10-Q	333-148956	10.7.3	05/08/2008	
10.7.4	Amendment No. 4 to Senior Credit Facility, dated April 4, 2008	10-Q	333-148956	10.4	08/07/2008	
10.7.5	Amendment No. 5 to Senior Credit Facility, dated September 18, 2008		001-33784	10.7.5	02/26/2009	
10.9	Credit Agreement, dated March 22, 2007 by and among SandRidge Energy, Inc. and Bank of America, N.A., as Administrative Agent and Banc of America Securities LLC as Lead Arranger	S-1	333-148956	10.8	01/30/2008	
10.14	Purchase and Sale Agreement, dated June 7, 2007 by and between Wallace Jordan, LLC and SandRidge Energy, Inc.	S-1	333-148956	10.17	01/30/2008	
10.15	Office Lease Agreement, dated March 6, 2006 by and between 1601 Tower Properties, L.L.C.	S-1	333-148956	10.18	01/30/2008	

and Riata Energy, Inc.

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Exhibit No.	Exhibit Description	Form	Incorporated by Reference			Filed Herewith
			SEC File No.	Exhibit	Filing Date	
10.15.1	First Amendment, dated October 19, 2006 to Office Lease Agreement, dated March 6, 2006	S-1	333-148956	10.19	01/30/2008	
10.15.2	Second Amendment, dated January 26, 2007 to Office Lease Agreement	S-1	333-148956	10.20	01/30/2008	
10.16	Letter Agreement for Acquisition of Properties, dated September 21, 2007 by and between SandRidge Energy, Inc., Longfellow Energy, LP, Dalea Partners, LP and N. Malone Mitchell, 3rd	S-1	333-148956	10.21	01/30/2008	
10.17	Construction Management Agreement, dated June 29, 2008, by and between Oxy USA Inc. and SandRidge Energy Exploration and Production, LLC	10-Q	333-148956	10.1	08/07/2008	
10.18	Gas Treating and CO <sub>2</sub> Delivery Agreement, dated June 29, 2008, by and between Oxy USA Inc. and SandRidge Energy Exploration and Production, LLC	10-Q	333-148956	10.2	08/07/2008	
10.19	Purchase and Sale Agreement, dated October 9, 2008, by and among SandRidge Energy, Inc., Tom L. Ward, TLW Investments, L.L.C. and TLW Investments, Inc.	8-K	333-148956	10.1	10/16/2008	
21.1	Subsidiaries of SandRidge Energy, Inc.	S-1	333-148956	21.1	01/30/2008	
23.1	Consent of PricewaterhouseCoopers LLP	10-K	001-33784	23.1	02/26/2009	
23.2	Consent of DeGolyer and MacNaughton	10-K	001-33784	23.2	02/26/2009	
23.3	Consent of Netherland, Sewell & Associates, Inc.	10-K	001-33784	23.3	02/26/2009	
24.1	Power of Attorney (included on signature page)	10-K	001-33784	24.1	02/26/2009	
31.1	Section 302 Certification Chief Executive Officer					*
31.2	Section 302 Certification Chief Financial Officer					*

32.1 Section 906 Certifications of Chief Executive Officer and Chief Financial Officer 10-K 001-33784 32.1 02/26/2009

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Management  
contract or  
compensatory  
plan or  
arrangement

Note: Debt  
instruments of  
the Company  
defining the  
rights of  
long-term debt  
holders in  
principal  
amounts not  
exceeding  
10 percent of its  
consolidated  
assets have been  
omitted and will  
be provided to  
the Commission  
upon request.