

HIGH RIVER LIMITED PARTNERSHIP

Form 4

November 22, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
ICAHN CARL C

(Last) (First) (Middle)

C/O ICAHN ASSOCIATES
HOLDING LLC, 767 FIFTH AVE.,
SUITE 4700

(Street)

NEW YORK, NY 10153

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SANDRIDGE ENERGY INC [SD]

3. Date of Earliest Transaction
(Month/Day/Year)
11/20/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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)
Common Stock, par value \$0.001 per share ("Shares")	11/20/2017		P	869,184 A	\$ 16.11 4,430,774	I	Please see footnotes (1) (5) (6) (7) (8)
Shares	11/21/2017		P	183,694 A	\$ 16.31 4,614,468	I	Please see footnotes (2) (5) (6) (7) (8)
Shares	11/22/2017		P	20,333 A	4,634,801	I	

\$
17.07

Please see
footnotes
(3) (5) (6) (7)
(8)

Shares 11/22/2017 P 184,031 A \$ 17.4 4,818,832 I

Please see
footnotes
(4) (5) (6) (7)
(8)

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ICAHN CARL C C/O ICAHN ASSOCIATES HOLDING LLC 767 FIFTH AVE., SUITE 4700 NEW YORK, NY 10153		X		
ICAHN PARTNERS LP 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601		X		
ICAHN PARTNERS MASTER FUND LP 445 HAMILTON AVENUE		X		

SUITE 1210
WHITE PLAINS, NY 10601

HIGH RIVER LIMITED PARTNERSHIP
445 HAMILTON AVENUE
SUITE 1210
WHITE PLAINS, NY 10601

X

Signatures

Carl C. Icahn	11/22/2017
<u> </u> **Signature of Reporting Person	Date
High River Limited Partnership	11/22/2017
<u> </u> **Signature of Reporting Person	Date
Icahn Partners LP	11/22/2017
<u> </u> **Signature of Reporting Person	Date
Icahn Partners Master Fund LP	11/22/2017
<u> </u> **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).

- On November 20, 2017, High River Limited Partnership ("High River") purchased 173,837 Shares, Icahn Partners LP ("Icahn Partners")
- (1) purchased 412,529 Shares and Icahn Partners Master Fund LP ("Icahn Master") purchased 282,818 Shares, in each case at a price of \$16.11 per Share.
 - (2) On November 21, 2017, High River purchased 36,739 Shares, Icahn Partners purchased 87,183 Shares and Icahn Master purchased 59,772 Shares, in each case at a price of \$16.31 per Share.
 - (3) On November 22, 2017, High River purchased 4,067 Shares, Icahn Partners purchased 9,650 Shares and Icahn Master purchased 6,616 Shares, in each case at a price of \$17.07 per Share.
 - (4) On November 22, 2017, High River purchased 36,806 Shares, Icahn Partners purchased 87,345 Shares and Icahn Master purchased 59,880 Shares, in each case at a price of \$17.40 per Share.
 - (5) High River directly beneficially owns 963,767 Shares, Icahn Partners directly beneficially owns 2,287,095 Shares, and Icahn Master directly beneficially owns 1,567,970 Shares.

- Barberry Corp. ("Barberry"), is the sole member of Hopper Investments LLC ("Hopper"), which is the general partner of High River. Beckton Corp. ("Beckton") is the sole stockholder of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"). Icahn Enterprises Holdings is the sole member of IPH GP LLC ("IPH"), which is the general partner of Icahn Capital LP ("Icahn Capital"). Icahn Capital is the general partner of each of Icahn Onshore LP ("Icahn Onshore") and Icahn Offshore LP ("Icahn Offshore"). Icahn Onshore is the general partner of Icahn Partners. Icahn Offshore is the general partner of Icahn Master.

- Each of Barberry and Beckton is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of High River, Icahn Partners and Icahn Master. Each of Hopper, Barberry and Mr. Icahn
- (7) may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

- Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to
- (8) indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn

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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