

SANDRIDGE ENERGY INC
Form S-4
April 16, 2010
Table of Contents

As filed with the Securities and Exchange Commission on April 16, 2010

REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

SANDRIDGE ENERGY, INC.

(Exact name of Registrant as specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1311
(Primary Standard Industrial
Classification Code Number)
123 Robert S. Kerr Avenue, Oklahoma City, Oklahoma 73102

20-8084793
(I.R.S. Employer
Identification Number)

(405) 429-5500

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(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Tom L. Ward

Chairman, Chief Executive Officer and President

SandRidge Energy, Inc.

123 Robert S. Kerr Avenue

Oklahoma City, Oklahoma 73102

(405) 429-5500

(Name, address, including zip code, and telephone number, including area code, of agent for service)

COPIES TO:

Scott F. Smith, Esq.

Phillip W. Terry

Kenneth E. Dornblaser

Covington & Burling LLP

Arena Resources, Inc.

Johnson & Jones, P.C.

The New York Times Building

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2200 Bank of America Center

620 Eighth Avenue

Tulsa, Oklahoma 74136

15 W. Sixth Street

New York, New York 10018

(918-747-6060)

Tulsa, Oklahoma 74119

(212-841-1000)

(918-584-6644)

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this registration statement becomes effective and the effective date of the proposed merger of Steel Subsidiary Corporation, a Nevada corporation and a wholly owned subsidiary of the Registrant, with and into Arena Resources, Inc., a Nevada corporation, referred to as Arena, as described in the enclosed joint proxy statement/prospectus.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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 (Do not check if a smaller reporting company)

Smaller reporting company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of Each Class Of Securities To Be Registered	Amount To Be Registered(1)	Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee
Common Stock, par value \$0.001 per share	196,597,255	\$36.22	\$1,490,487,880	\$106,272

Table of Contents

- (1) Consists of up to 196,597,255 shares of the Registrant's common stock that may be issued in connection with the merger described in this document upon (a) the conversion, based on the exchange ratio of 4.7771, of 39,018,737 shares of Arena common stock outstanding on April 3, 2010, (b) the conversion, based on the exchange ratio, of 300,000 shares of Arena restricted stock outstanding on April 3, 2010, which will vest upon consummation of the merger, (c) the conversion, based on the exchange ratio, of up to 1,615,000 shares of Arena common stock that may be issued prior to the closing of the merger pursuant to the exercise of options outstanding as of April 3, 2010, and (d) the conversion of up to 141,226 shares of Arena restricted stock outstanding on April 3, 2010, which will not vest upon consummation of the merger, and up to 76,000 additional shares of Arena restricted stock that may be awarded prior to the closing of the merger, in each case using the conversion ratio described herein and based on a price of \$36.22 per share for Arena's common stock (the average of the high and low sale prices of Arena's common stock on April 15, 2010, on the New York Stock Exchange composite tape).
- (2) Based on the average high and low sale prices of Arena common stock as reported on the New York Stock Exchange composite tape on April 15, 2010 in accordance with Rules 457(f)(1) and 457(c).
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(f)(1) and 457(c) under the Securities Act. The maximum aggregate offering price is based on the product of \$36.22 (the average of the high and low sale prices of Arena common stock on April 15, 2010, on the New York Stock Exchange composite tape) and 41,150,963 (the number of shares of Arena common stock outstanding, including restricted stock, plus the number of shares of Arena restricted stock that may be granted prior to closing and the number of shares reserved for issuance upon the exercise of outstanding options to purchase shares of Arena common stock).

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT THAT SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SUCH SECTION 8(a), MAY DETERMINE.

Table of Contents

The information in this joint proxy statement/prospectus is not complete and may be changed. SandRidge may not distribute or issue the shares of SandRidge common stock being registered pursuant to this registration statement until the registration statement filed with the Securities and Exchange Commission is effective. This joint proxy statement/prospectus is not an offer to distribute these securities and SandRidge is not soliciting offers to receive these securities in any state where such offer or distribution is not permitted.

SUBJECT TO COMPLETION, DATED APRIL 16, 2010

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

SandRidge Energy, Inc., referred to as SandRidge, its wholly owned subsidiary, Steel Subsidiary Corporation, referred to as Merger Sub, and Arena Resources, Inc., referred to as Arena, have entered into an Agreement and Plan of Merger, dated as of April 3, 2010, referred to as the merger agreement. Under the merger agreement, SandRidge will acquire Arena through a merger of Merger Sub with and into Arena (or, in certain circumstances, through a merger of Arena with and into Merger Sub), referred to as the merger. Following the merger, Arena will be the surviving entity and will continue as a wholly owned subsidiary of SandRidge, except that in certain circumstances, Merger Sub will be the surviving entity (see The Merger General below). The merger agreement is attached as Annex A to this joint proxy statement/prospectus and is incorporated into this joint proxy statement/prospectus by reference.

This joint proxy statement/prospectus describes the merger agreement, the merger and the transactions related to the merger in detail and provides information concerning the special meeting of SandRidge stockholders and the special meeting of Arena stockholders. Before we can complete the merger, we must obtain the approval of our companies' common stockholders. We are sending to you this joint proxy statement/prospectus to ask holders of SandRidge common stock to vote in favor of approving the issuance of shares of SandRidge common stock in connection with the merger and amending the certificate of incorporation to increase the number of authorized shares of SandRidge common stock, and holders of Arena common stock to vote in favor of approving the merger agreement.

At the effective time of the merger, each issued and outstanding share of common stock of Arena will be cancelled and converted into the right to receive 4.7771 shares of SandRidge common stock, plus \$2.50 in cash, subject to adjustment as described under The Merger Merger Consideration in this joint proxy statement/prospectus.

The board of directors of SandRidge unanimously: (i) has determined that the merger agreement and the transactions contemplated thereby, including the merger, are fair to, and in the best interests of, SandRidge and its stockholders; (ii) has approved and adopted the merger agreement and approved the merger and the other transactions contemplated thereby; (iii) has approved the amendment to the certificate of incorporation to increase the number of authorized shares of SandRidge common stock; and (iv) recommends that the stockholders of SandRidge vote FOR the approval of the issuance of shares of SandRidge common stock in connection with the merger and FOR amending the certificate of incorporation to increase the number of authorized shares of SandRidge common stock. The issuance of shares of SandRidge common stock in the merger requires the affirmative vote of a majority of the votes cast in person or by proxy and entitled to vote at the SandRidge special meeting. The amendment to the certificate of incorporation requires the affirmative vote of a majority of the outstanding shares of SandRidge common stock.

The board of directors of Arena unanimously: (i) has determined that the merger agreement, the merger, in accordance with the terms of the merger agreement, and the other transactions contemplated thereby are advisable and in the best interests of Arena and its stockholders; (ii) has approved and adopted the merger agreement and approved the merger and the other transactions contemplated thereby; (iii) has directed that the merger agreement be submitted to a vote of the Arena stockholders at the Arena special meeting; and (iv) recommends that the stockholders of Arena vote FOR approval of the merger agreement. The approval of the merger agreement requires the affirmative vote of the holders of at least a majority of the shares of Arena common stock issued and outstanding and entitled to vote at the Arena special meeting.

SandRidge stockholders will vote at the SandRidge special meeting at _____ at _____ a.m. local time on _____, 2010. Arena stockholders will vote at the Arena special meeting at _____ at _____ a.m. local time on _____, 2010.

SandRidge common stock is listed for trading on the New York Stock Exchange under the symbol SD. Arena common stock is listed for trading on the New York Stock Exchange under the symbol ARD.

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Before casting your vote, please take the time to review carefully this joint proxy statement/prospectus, including the section entitled Risk Factors beginning on page 27.

Your vote is very important regardless of the number of shares you hold. We enthusiastically support this combination of our companies and join with our boards of directors in recommending that you vote **FOR** the approval of the issuance of shares of SandRidge common stock in connection with the merger, in the case of SandRidge stockholders, and **FOR** the approval of the merger agreement, in the case of Arena stockholders.

Sincerely,

Tom L. Ward

Phillip W. Terry

Chairman, Chief Executive Officer and President

President and Chief Executive Officer

SandRidge Energy, Inc.

Arena Resources, Inc.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THE COMMON STOCK TO BE ISSUED IN THE MERGER OR PASSED UPON THE ACCURACY OR ADEQUACY OF THE DISCLOSURES IN THIS JOINT PROXY STATEMENT/PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

This joint proxy statement/prospectus is dated _____, 2010 and is first being mailed to SandRidge stockholders on or about _____, 2010 and to Arena stockholders on or about _____, 2010.

Table of Contents

SandRidge Energy, Inc.
123 Robert S. Kerr Avenue
Oklahoma City, Oklahoma 73102

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON _____, 2010

To the stockholders of SandRidge Energy, Inc.:

NOTICE IS HEREBY GIVEN that a special meeting of holders of common stock of SandRidge Energy, Inc., a Delaware corporation, referred to as SandRidge, will be held at _____ on _____, 2010 at _____ a.m. local time, for the following purposes:

- (1) to consider and vote on a proposal to approve the issuance of shares of SandRidge common stock in connection with the merger of Steel Subsidiary Corporation, referred to as Merger Sub, a wholly owned subsidiary of SandRidge, with and into Arena Resources, Inc., a Nevada corporation, referred to as Arena (or, in certain circumstances, the merger of Arena with and into Merger Sub);
- (2) to vote on a proposal to amend the certificate of incorporation of SandRidge to increase the number of authorized shares of SandRidge capital stock from 450,000,000 to 850,000,000 and the authorized shares of SandRidge common stock from 400,000,000 to 800,000,000; and
- (3) to transact such other business as may properly come before the special meeting or any adjournments or postponements thereof.

A copy of the merger agreement relating to the proposed merger is attached as Annex A to the joint proxy statement/prospectus accompanying this notice.

SandRidge has fixed the close of business on _____, 2010, as the record date for the determination of stockholders entitled to receive notice of and to vote at the special meeting or any adjournment or postponement thereof. A list of the stockholders entitled to vote will be open for examination by stockholders at SandRidge Energy, Inc., 123 Robert S. Kerr Avenue, Oklahoma City, Oklahoma 73102, during ordinary business hours during the ten-day period prior to the special meeting, and will also be available at the special meeting.

The board of directors of SandRidge unanimously:

- (i) has determined that the merger agreement and the transactions contemplated thereby, including the merger, are fair to, and in the best interests of, SandRidge and its stockholders;**
- (ii) has approved and adopted the merger agreement and approved the merger and the other transactions contemplated thereby;**
- (iii) has approved the amendment to the certificate of incorporation to increase the number of authorized shares of SandRidge common stock; and**
- (iv) recommends that the stockholders of SandRidge vote FOR approval of the issuance of shares of SandRidge common stock in connection with the merger and FOR the amendment to the certificate of incorporation to increase the number of authorized shares of SandRidge common stock.**

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We cordially invite you to attend the special meeting in person. However, to ensure your representation at the special meeting, we encourage you to mark, sign, date and return the enclosed proxy card as promptly as possible in the enclosed postage-prepaid envelope. You may also vote by telephone or on the Internet using the instructions on the proxy card. Your telephone/Internet vote authorizes the named proxies to vote your shares in the same manner as if you had marked, signed and returned your proxy card. If your shares are held in street name by a broker or other record holder, only that holder can vote your shares and the vote cannot be cast unless you provide instructions to your broker. You should follow the directions provided by your broker regarding how to instruct your broker to vote your shares. If you attend the special meeting you may vote in person even if you have returned a proxy card, or voted by telephone or on the Internet.

Table of Contents

IMPORTANT: WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING, WE ASK YOU TO COMPLETE AND PROMPTLY RETURN THE ENCLOSED PROXY CARD IN THE ENVELOPE PROVIDED OR TO VOTE BY TELEPHONE OR ON THE INTERNET USING THE INSTRUCTIONS SHOWN ON THE PROXY CARD.

By order of the Board of Directors

Richard J. Gognat

Corporate Secretary

, 2010

Table of Contents

Arena Resources, Inc.
6555 South Lewis Avenue
Tulsa, Oklahoma 74136

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON _____, 2010

To the stockholders of Arena Resources, Inc.:

NOTICE IS HEREBY GIVEN that a special meeting of holders of common stock of Arena Resources, Inc., a Nevada corporation, referred to as Arena, will be held at _____, on _____, 2010 at _____ a.m. local time, for the following purposes:

(1) to consider and vote on a proposal to approve the Agreement and Plan of Merger, dated as of April 3, 2010, by and among Arena, SandRidge Energy, Inc., a Delaware corporation, referred to as SandRidge, and Steel Subsidiary Corporation, referred to as Merger Sub, a wholly owned subsidiary of SandRidge, pursuant to which Merger Sub will merge with and into Arena (or, in certain circumstances, pursuant to which Arena will merge with and into Merger Sub); and

(2) to transact such other business as may properly come before the special meeting or any adjournments or postponements thereof.

A copy of the merger agreement is attached as Annex A to the joint proxy statement/prospectus accompanying this notice.

Arena has fixed the close of business on _____, 2010, as the record date for the determination of stockholders entitled to receive notice of and to vote at the special meeting or any adjournment or postponement thereof. A list of the stockholders entitled to vote will be open for examination by stockholders at Arena Resources, Inc., 6555 South Lewis Avenue, Tulsa, Oklahoma 74136, during ordinary business hours during the ten-day period prior to the special meeting, and will also be available at the special meeting.

The board of directors of Arena unanimously:

(i) has determined that the merger agreement, the merger, in accordance with the terms of the merger agreement, and the other transactions contemplated thereby are advisable and in the best interests of Arena and its stockholders;

(ii) has approved and adopted the merger agreement and approved the merger and the other transactions contemplated thereby;

(iii) has directed that the merger agreement be submitted to a vote of the Arena stockholders at the special meeting; and

(iv) recommends that the stockholders of Arena vote FOR approval of the merger agreement.

We cordially invite you to attend the special meeting in person. However, to ensure your representation at the special meeting, we encourage you to mark, sign, date and return the enclosed proxy card as promptly as possible in the enclosed postage-prepaid envelope. You may also vote by telephone or on the Internet. Your telephone/Internet vote authorizes the named proxies to vote your shares in the same manner as if you had marked, signed and returned your proxy card. If your shares are held in street name by a broker or other record holder, only that holder can vote your shares and the vote cannot be cast unless you provide instructions to your broker. You should follow the directions provided by your broker

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regarding how to instruct your broker to vote your shares. If you attend the special meeting you may vote in person even if you have returned a proxy card, or voted by telephone or on the Internet using the instructions on the proxy card.

Table of Contents

IMPORTANT: WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING, WE ASK YOU TO COMPLETE AND PROMPTLY RETURN THE ENCLOSED PROXY CARD IN THE ENVELOPE PROVIDED OR TO VOTE BY TELEPHONE OR ON THE INTERNET USING THE INSTRUCTIONS ON THE PROXY CARD.

By order of the Board of Directors

William R. Broaddrick

Secretary

, 2010

Please do not send your common stock certificates at this time. If the merger is consummated, you will be sent instructions regarding the surrender of your certificates.

Table of Contents

ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates by reference important business and financial information about SandRidge and Arena that is not included in or delivered with this document. Such information is included in SandRidge's and Arena's documents filed with the Securities and Exchange Commission, which are available without charge from the Securities and Exchange Commission's website at www.sec.gov. See "Where You Can Find More Information" beginning on page 127.

Copies of the documents relating to SandRidge may also be obtained without charge from SandRidge on the Internet at www.sandridgeenergy.com, under the "Investor Relations" section, or may be requested via mail at SandRidge Energy, Inc., 123 Robert S. Kerr Avenue, Oklahoma City, Oklahoma 73102, Attention: Corporate Secretary or via telephone at (405) 429-5500.

Copies of the documents relating to Arena may be obtained without charge on the Internet at www.Arenaresourcesinc.com, under the "Investor Relations" section, or may be requested via mail at Arena Resources, Inc., 6555 South Lewis Avenue, Tulsa, Oklahoma 74136, Attention: Secretary or via telephone at (918) 747-6060.

If you wish to obtain any of these documents from SandRidge or Arena, you should, to ensure timely delivery, make your request no later than _____, 2010.

All information in this document concerning SandRidge has been furnished by SandRidge. All information in this document concerning Arena has been furnished by Arena. SandRidge has represented to Arena, and Arena has represented to SandRidge, that the information furnished by and concerning it is true and complete.

Table of Contents**TABLE OF CONTENTS**

	Page
<u>QUESTIONS AND ANSWERS ABOUT THE MERGER</u>	1
<u>CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS</u>	6
<u>SUMMARY</u>	8
<u>The Companies</u>	8
<u>The Merger</u>	8
<u>The Special Meetings and Voting</u>	10
<u>Matters to be Considered in Deciding How to Vote</u>	11
<u>The Merger Agreement</u>	13
<u>Selected Historical Financial Data of SandRidge</u>	18
<u>Selected Historical Financial Data of Arena</u>	20
<u>Selected Unaudited Pro Forma Financial Information</u>	21
<u>Summary Pro Forma Combined Oil and Natural Gas Reserve and Production Data</u>	23
<u>Comparative Per Share Information</u>	24
<u>Comparative Per Share Market Price and Dividend Information</u>	26
<u>RISK FACTORS</u>	27
<u>Risks Relating to the Merger</u>	27
<u>Risks Relating to the Combined Company's Operations After the Consummation of the Merger</u>	28
<u>THE COMPANIES</u>	43
<u>SandRidge</u>	43
<u>Arena</u>	43
<u>THE SANDRIDGE SPECIAL MEETING</u>	45
<u>Date; Place and Time</u>	45
<u>Purpose of the Special Meeting</u>	45
<u>Record Date; Stock Entitled to Vote; Quorum</u>	45
<u>Vote Required</u>	46
<u>Share Ownership of SandRidge Directors, Executive Officers and Significant Stockholders</u>	46
<u>Voting of Proxies</u>	46
<u>Revocation of Proxy</u>	46
<u>Expenses of Solicitation</u>	47
<u>Miscellaneous</u>	47
<u>THE ARENA SPECIAL MEETING</u>	48
<u>Date; Place and Time</u>	48
<u>Purpose of the Special Meeting</u>	48
<u>Record Date; Stock Entitled to Vote; Quorum</u>	48
<u>Vote Required</u>	48
<u>Share Ownership of Arena Directors, Executive Officers and Significant Stockholders</u>	49
<u>Voting of Proxies</u>	49
<u>Revocation of Proxy</u>	49
<u>Expenses of Solicitation</u>	49
<u>Miscellaneous</u>	50
<u>THE MERGER</u>	51
<u>General</u>	51
<u>Background of the Merger</u>	51
<u>SandRidge's Considerations Relating to the Merger and the Share Issuance</u>	53
<u>Recommendation of the SandRidge Board of Directors</u>	56
<u>Arena's Considerations Relating to the Merger</u>	56
<u>Recommendation of the Arena Board of Directors</u>	58
<u>Opinion of SandRidge's Financial Advisor</u>	58

Table of Contents

	Page
<u>Opinion of Arena's Financial Advisor</u>	68
<u>Accounting Treatment of the Merger</u>	78
<u>Merger Consideration</u>	78
<u>Source of Funding for the Merger</u>	79
<u>Dissenters' Rights of Appraisal</u>	80
<u>Material U.S. Federal Income Tax Consequences of the Merger</u>	80
<u>Regulatory Filings and Approvals Required to Complete the Merger</u>	84
<u>Litigation Related to the Merger</u>	84
<u>Effective Time of the Merger</u>	84
<u>New York Stock Exchange Listing of Common Stock to be Issued in the Merger</u>	85
<u>Delisting and Deregistration of Arena Common Stock</u>	85
<u>Federal Securities Laws Consequences; Stock Transfer Restrictions</u>	85
<u>Organizational Documents, Directors and Officers of Merger Sub</u>	85
<u>Board of Directors and Management of SandRidge Following the Merger</u>	85
<u>UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION</u>	86
<u>INTERESTS OF CERTAIN PERSONS IN THE MERGER</u>	94
<u>Arena Stock Options and Restricted Stock</u>	94
<u>Individual Compensation Awards and Severance Plan for Certain Former Employees of Arena</u>	96
<u>Arena Director and Officer Indemnification and Insurance</u>	97
<u>Continuation of Arena Employee Benefits</u>	98
<u>SandRidge Nonqualified Deferred Compensation Plan</u>	98
<u>THE MERGER AGREEMENT</u>	100
<u>Structure</u>	100
<u>Merger Consideration</u>	100
<u>Consummation of the Merger</u>	100
<u>Conditions to the Completion of the Merger</u>	100
<u>No Solicitation of Takeover Proposals</u>	102
<u>Termination</u>	104
<u>Termination Fees</u>	105
<u>Expenses</u>	106
<u>Conduct of Business Pending the Merger</u>	106
<u>Amendment; Waiver</u>	111
<u>Representations and Warranties</u>	111
<u>Conversion of Merger Sub Capital Stock and Arena Common Stock</u>	112
<u>Assumption of Arena Stock Options and Restricted Stock</u>	113
<u>Exchange of Shares; Fractional Shares</u>	114
<u>DESCRIPTION OF SANDRIDGE CAPITAL STOCK</u>	115
<u>Authorized Capital Stock</u>	115
<u>Common Stock</u>	115
<u>Preferred Stock</u>	115
<u>Transfer Agent and Registrar</u>	116
<u>Stock Exchange Listing</u>	116
<u>COMPARISON OF RIGHTS OF SANDRIDGE STOCKHOLDERS AND ARENA STOCKHOLDERS</u>	117
<u>Authorized Capital</u>	117
<u>Stockholder Actions</u>	117
<u>Advance Notice of Director Nominations and Other Proposals</u>	118
<u>Classification of Board of Directors</u>	118
<u>Number of Directors</u>	118
<u>Removal of Directors</u>	118

Table of Contents

	Page
<u>Qualification of Directors</u>	118
<u>Amendment of Certificate or Articles of Incorporation</u>	118
<u>Amendment of Bylaws</u>	119
<u>Rights Agreements</u>	119
<u>State Anti-Takeover Statutes</u>	119
<u>Inspection of Books and Records</u>	121
<u>Control Share Acquisitions</u>	121
<u>Vote Required For Mergers</u>	122
<u>Limitation of Personal Liability of Directors</u>	122
<u>Indemnification of Directors and Officers</u>	122
<u>Rights of Appraisal</u>	123
<u>LEGAL MATTERS</u>	124
<u>EXPERTS</u>	125
<u>FUTURE STOCKHOLDER PROPOSALS</u>	126
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	127
<u>LIST OF ANNEXES</u>	

Annex A	Agreement and Plan of Merger
Annex B	Opinion of SandRidge's Financial Advisor
Annex C	Opinion of Arena's Financial Advisor

Table of Contents

QUESTIONS AND ANSWERS ABOUT THE MERGER

General

Q: Why is the merger being proposed?

A: The merger is being proposed because it will position the combined company as one of the largest producers of West Texas conventional oil and gas. The oil opportunities will come primarily from drilling and development of shallow, low risk reservoirs located on the Central Basin Platform, referred to as the CBP, a part of the Permian Basin in West Texas. The combined company will have over 200,000 net acres in the Permian Basin and 5,700 identified locations to drill primarily in the shallow San Andres and the Clear Fork formations.

Q: What will happen if the merger is completed?

A: It is contemplated that SandRidge will acquire Arena through the merger of Merger Sub, a Nevada corporation and a direct wholly owned subsidiary of SandRidge, with and into Arena, with Arena remaining as the surviving entity after the merger. In certain circumstances, however, Arena may be merged with and into Merger Sub, with Merger Sub remaining as the surviving entity after the merger. In either case, the surviving entity will be a wholly owned subsidiary of SandRidge.

Q: When will the merger be completed?

A: The merger will be completed when the conditions described below under "The Merger Agreement - Conditions to the Completion of the Merger" are satisfied (or, where permitted, waived). SandRidge and Arena believe that the merger can be completed during the second or third quarter of 2010. There can be no guarantee, however, as to when all conditions to the merger will be satisfied (or, where permitted, waived) and the completion of the merger will occur, if at all. See "Risk Factors - Risks Relating to the Merger" beginning on page 27.

Q: What do I need to do now?

A: After carefully reading and considering the information contained in this document, please fill out and sign your proxy card and vote by mail, or vote by telephone or on the Internet according to the instructions provided on the proxy card. Please mail your signed proxy card in the enclosed return envelope, or vote by phone or on the Internet, as soon as possible so that your shares may be represented at the applicable special meeting. Your proxy will instruct the persons named on the proxy card to vote your shares at the applicable special meeting as you direct on the card.

Q: Can I change my vote after I have mailed my signed proxy?

A: Yes. You may change your vote at any time before your proxy is voted at the applicable special meeting. You can do this in several ways. First, you can send a written notice stating that you would like to revoke your proxy. Second, you can complete and submit a new proxy card. Third, if you vote by telephone or on the Internet, you may change your vote by telephone or on the Internet by following the instructions given to you when you call or visit the Internet site. Fourth, you can attend the special meeting and vote in person. If you have instructed a broker to vote your shares, you must follow directions received from your broker to change your vote. Further information about these procedures is contained in "The SandRidge Special Meeting" beginning on page 45 and "The Arena Special Meeting" beginning on page 48.

Table of Contents

Q: May I vote in person if my shares are held in street name ?

A: Yes. Holding in street name means that a stockholder's shares are held in the name of a broker, bank or other record holder. SandRidge stockholders whose shares are held in street name can vote in person at the SandRidge special meeting. Arena stockholders whose shares are held in street name can vote in person at the Arena special meeting. To vote in person, stockholders must obtain a proxy from the broker, bank or other record holder of their shares.

Q: If my shares are held in street name, will the broker, bank or other record holder of my shares vote the shares for me?

A: The record holder of your shares will not vote your shares for or against approval of the merger agreement, the issuance of SandRidge common stock pursuant to the merger agreement or the amendment to the SandRidge certificate of incorporation unless you instruct them how to vote. You should follow the directions provided by your broker, bank or other record holder regarding how to instruct them to vote your shares. Without instructions, your shares will not be voted.

Q: Do I have dissenters' rights of appraisal?

A: No. Neither SandRidge stockholders nor Arena stockholders will have dissenters' rights of appraisal as a result of the merger.
For SandRidge Stockholders

Q: When and where is the special meeting of the SandRidge stockholders?

A: The SandRidge special meeting will take place on _____, 2010 at _____ a.m., local time. The location of the special meeting is _____.

Q: On what are SandRidge stockholders voting and why?

A: SandRidge stockholders are voting on proposals to (i) approve the issuance of shares of SandRidge common stock to stockholders of Arena in connection with the merger, and (ii) amend the certificate of incorporation to increase the number of authorized shares of SandRidge common stock to 800,000,000. Approval of the issuance of shares is required under the rules of the New York Stock Exchange because the aggregate number of shares of SandRidge common stock to be issued to Arena stockholders in the merger will exceed 20% of the total number of shares of SandRidge common stock issued and outstanding immediately prior to the completion of the merger. Passage of the amendment to the certificate of incorporation is being sought because, after taking into account the shares of SandRidge common stock already issued and reserved for issuance, the 400,000,000 shares of SandRidge common stock currently authorized by the certificate of incorporation is not sufficient for SandRidge to consummate the merger and continue to run its business in the ordinary course after the merger. Approval of the amendment to the certificate of incorporation to increase the number of authorized shares of SandRidge common stock and approval of the issuance of SandRidge common stock in connection with the merger are conditions to the consummation of the merger.

Q: How will SandRidge stockholders be affected by the merger and share issuance?

A:

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After the merger, each SandRidge stockholder will have the same number of shares of SandRidge common stock that such stockholder held immediately prior to the merger. However, because SandRidge will be issuing new shares of SandRidge common stock to Arena stockholders in the merger, each outstanding share of SandRidge common stock immediately prior to the merger will represent a smaller percentage of the aggregate number of shares of SandRidge common stock outstanding after the merger. As a result of the merger, each SandRidge stockholder will own the same number of shares, but in a larger company with more assets.

Table of Contents

Q: What vote of SandRidge stockholders is required to approve the share issuance?

A: The issuance of shares of SandRidge common stock in connection with the merger requires the affirmative vote of a majority of the votes cast in person or by proxy and entitled to vote at the SandRidge special meeting.

Q: What vote of SandRidge stockholders is required to approve the amendment to the certificate of incorporation?

A: The amendment to the certificate of incorporation to increase the number of authorized shares of SandRidge common stock requires the affirmative vote of a majority of the outstanding shares of SandRidge common stock entitled to vote at the SandRidge special meeting.

Q: What will happen if I abstain from voting?

A: Neither an abstention nor a failure to vote will affect the outcome of the vote regarding the issuance of shares of SandRidge common stock in connection with the merger, since they will not be counted as votes either for or against the proposal. However, an abstention or failure to vote will be equivalent to a vote cast against the proposal to amend the certificate of incorporation.

Q: Are there risks associated with the merger that I should consider in deciding how to vote?

A: Yes. You should carefully read the detailed description of the risks associated with the merger and the combined company's operations following the merger in "Risk Factors" beginning on page 27.

Q: Who should I contact if I have questions?

A: If you have any questions about the merger agreement, the merger, the issuance of shares of SandRidge common stock in connection with the merger or the amendment to the certificate of incorporation, or if you need additional copies of this joint proxy statement/prospectus or the enclosed proxy card, you should contact SandRidge Energy, Inc., Attn: Corporate Secretary, 123 Robert S. Kerr Avenue, Oklahoma City, Oklahoma 73102.

For Arena Stockholders

Q: When and where is the special meeting of the Arena stockholders?

A: The Arena special meeting will take place on _____, 2010, at _____ a.m. local time. The location of the special meeting is _____.

Q: On what are the Arena stockholders voting and why?

A: Arena stockholders are voting on a proposal to approve the merger agreement. The approval of the merger agreement by the Arena stockholders is a condition to the consummation of the merger.

Q: What will Arena stockholders receive in the merger?

A: At the effective time of the merger, each issued and outstanding share of common stock of Arena will be cancelled and converted into the right to receive 4.7771 shares of SandRidge common stock, plus \$2.50 in cash, subject to adjustment as described under The Merger Merger Consideration.

Table of Contents

Q: How will SandRidge pay the cash component of the merger consideration?

A: SandRidge's obligation to complete the merger is not conditioned upon its obtaining financing. SandRidge anticipates that approximately \$98.3 million will be required to pay the aggregate cash portion of the merger consideration to the Arena stockholders. SandRidge intends to fund the cash component of the transaction through draws under its revolving credit facility and/or, to the extent available, internal cash resources. For a more complete discussion of sources of funding for the merger and related costs, see "The Merger - Source of Funding for the Merger" beginning on page 79.