

SANDRIDGE ENERGY INC  
Form 8-K  
June 09, 2015

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 4, 2015**

**SANDRIDGE ENERGY, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or Other Jurisdiction of**  
**Incorporation or Organization)**

**1-33784**  
**(Commission**  
**File Number)**

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

**123 Robert S. Kerr Avenue**  
**Oklahoma City, Oklahoma**  
**(Address of Principal Executive Offices)**

**73102**  
**(Zip Code)**

**Registrant's Telephone Number, including Area Code: (405) 429-5500**

**Not Applicable.**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

(a) SandRidge Energy, Inc. (the Company) held its 2015 Annual Meeting of Stockholders on June 4, 2015.

(b) Stockholders voted on the matters set forth below as follows:

(1) Voting results for the election of Class III directors were as follows:

| Name of Nominee   | Number of<br>Votes Cast For | Number of<br>Votes Withheld | Number of<br>Broker Non-votes |
|-------------------|-----------------------------|-----------------------------|-------------------------------|
| Everett R. Dobson | 216,246,780                 | 32,198,858                  | 145,391,020                   |
| Alan J. Weber     | 243,312,007                 | 5,133,631                   | 145,391,020                   |
| Dan A. Westbrook  | 243,582,109                 | 4,863,529                   | 145,391,020                   |

(2) Voting results for the approval of an amendment to the Company's certificate of incorporation to increase the number of authorized shares of Company common stock to 1,800,000,000 shares from 800,000,000 shares, and to correspondingly increase the number of authorized shares of Company capital stock were as follows:

| For         | Against     | Abstain   | Number of<br>Broker Non-votes |
|-------------|-------------|-----------|-------------------------------|
| 263,079,636 | 126,348,389 | 4,408,633 |                               |

(3) Voting results for the approval of an amendment to the SandRidge Energy, Inc. 2009 Incentive Plan to increase the number of shares of Company common stock issuable under the plan to 36,250,000 shares from 28,500,000 shares were as follows:

| For         | Against    | Abstain | Number of<br>Broker Non-votes |
|-------------|------------|---------|-------------------------------|
| 207,547,763 | 40,331,309 | 566,566 | 145,391,020                   |

(4) Voting results for the ratification of the appointment by the Audit Committee of the Board of Directors of the Company of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015 were as follows:

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|             |           |           | Number of        |
|-------------|-----------|-----------|------------------|
| For         | Against   | Abstain   | Broker Non-votes |
| 384,722,856 | 6,595,655 | 2,518,147 |                  |

- (5) Voting results for the approval, in a non-binding vote, of the compensation provided to the Company's named executive officers were as follows:

|             |            |            | Number of        |
|-------------|------------|------------|------------------|
| For         | Against    | Abstain    | Broker Non-votes |
| 206,528,804 | 15,222,784 | 26,694,050 | 145,391,020      |

**SIGNATURE**

Pursuant to the requirements 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.

**SANDRIDGE ENERGY, INC.**  
(Registrant)

Date: June 9, 2015

By: /s/ Philip T. Warman  
*Philip T. Warman*  
*Senior Vice President and Corporate Secretary*