

SANDRIDGE ENERGY INC  
Form SC 13G/A  
January 29, 2009

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

**SCHEDULE 13G/A**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)**

**SandRidge Energy, Inc.**

(Name of Issuer)

**Common Stock, \$0.001 par value per share**

(Title of Class of Securities)

**80007P 307**

(CUSIP Number)

**December 31, 2008**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 80007P 307

1. Names of Reporting Persons.  
ARES CORPORATE OPPORTUNITIES FUND II, L.P.

I.R.S. Identification Nos. of above persons (entities only).

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  o  
(b)  x

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

5. Sole Voting Power  
-0-

6. Shared Voting Power  
5,901,309 (See Item 4)

7. Sole Dispositive Power  
-0-

8. Shared Dispositive Power  
5,901,309 (See Item 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
5,901,309 (See Item 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  o

11. Percent of Class Represented by Amount in Row (9)  
3.6%

12. Type of Reporting Person (See Instructions)  
PN

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CUSIP No. 80007P 307

1. Names of Reporting Persons.  
ARES SANDRIDGE, L.P.

I.R.S. Identification Nos. of above persons (entities only).

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power -0-
	6.	Shared Voting Power 1,597,481 (See Item 4)
	7.	Sole Dispositive Power -0-
	8.	Shared Dispositive Power 1,597,481 (See Item 4)
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,597,481 (See Item 4)	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>	
11.	Percent of Class Represented by Amount in Row (9) 1.0%	
12.	Type of Reporting Person (See Instructions) PN	

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CUSIP No. 80007P 307

1. Names of Reporting Persons.  
ARES SANDRIDGE 892 INVESTORS, L.P.

I.R.S. Identification Nos. of above persons (entities only).

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power -0-
	6.	Shared Voting Power 2,501,210 (See Item 4)
	7.	Sole Dispositive Power -0-
	8.	Shared Dispositive Power 2,501,210 (See Item 4)
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 2,501,210 (See Item 4)	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>	
11.	Percent of Class Represented by Amount in Row (9) 1.5%	
12.	Type of Reporting Person (See Instructions) PN	

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CUSIP No. 80007P 307

1. Names of Reporting Persons.  
ARES SANDRIDGE CO-INVEST, LLC

I.R.S. Identification Nos. of above persons (entities only).

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power -0-
	6.	Shared Voting Power 400 (See Item 4)
	7.	Sole Dispositive Power -0-
	8.	Shared Dispositive Power 400 (See Item 4)
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 400 (See Item 4)	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>	
11.	Percent of Class Represented by Amount in Row (9) 0.0002%	
12.	Type of Reporting Person (See Instructions) OO	

CUSIP No. 80007P 307

1. Names of Reporting Persons.  
ACOF MANAGEMENT II, L.P.

I.R.S. Identification Nos. of above persons (entities only).

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  o  
(b)  x

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power -0-
	6.	Shared Voting Power 10,000,000 (See Item 4)
	7.	Sole Dispositive Power -0-
	8.	Shared Dispositive Power 10,000,000 (See Item 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,000,000 (See Item 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  o

11. Percent of Class Represented by Amount in Row (9)  
6.0%

12. Type of Reporting Person (See Instructions)  
PN

CUSIP No. 80007P 307

1. Names of Reporting Persons.  
ACOF OPERATING MANAGER II, L.P.

I.R.S. Identification Nos. of above persons (entities only).

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  o  
(b)  x

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

5. Sole Voting Power  
-0-

6. Shared Voting Power  
10,000,000 (See Item 4)

7. Sole Dispositive Power  
-0-

8. Shared Dispositive Power  
10,000,000 (See Item 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,000,000 (See Item 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  o

11. Percent of Class Represented by Amount in Row (9)  
6.0%

12. Type of Reporting Person (See Instructions)  
PN

CUSIP No. 80007P 307

1. Names of Reporting Persons.  
ARES MANAGEMENT LLC

I.R.S. Identification Nos. of above persons (entities only).

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  o  
(b)  x

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power -0-
	6.	Shared Voting Power 10,001,188 (See Item 4)
	7.	Sole Dispositive Power -0-
	8.	Shared Dispositive Power 10,001,188 (See Item 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,001,188 (See Item 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  o

11. Percent of Class Represented by Amount in Row (9)  
6.0%

12. Type of Reporting Person (See Instructions)  
OO



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CUSIP No. 80007P 307

1. Names of Reporting Persons.  
ARES PARTNERS MANAGEMENT COMPANY LLC

I.R.S. Identification Nos. of above persons (entities only).

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  o  
(b)  x

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power -0-
	6.	Shared Voting Power 10,001,188 (See Item 4)
	7.	Sole Dispositive Power -0-