

Bonanza Creek Energy Midstream, LLC
Form POSASR
February 26, 2016
[Table of Contents](#)

As filed with the Securities and Exchange Commission on February 26, 2016

Registration No. 333-206398

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE
AMENDMENT NO. 1

TO

FORM S-3

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Bonanza Creek Energy, Inc.*

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

61-1630631
(I.R.S. Employer
Identification Number)

410 17th Street, Suite 1400

Denver, Colorado 80202

Edgar Filing: Bonanza Creek Energy Midstream, LLC - Form POSASR

(720) 440-6100

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Richard J. Carty
President and Chief Executive Officer
Bonanza Creek Energy, Inc.
410 17th Street, Suite 1400
Denver, Colorado 80202
(720) 440-6100

Christopher I. Humber, Esq.
Executive Vice President,
General Counsel and Secretary
Bonanza Creek Energy, Inc.
410 17th Street, Suite 1400
Denver, Colorado 80202
(720) 440-6100

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies to:

Richard D. Truesdell, Jr., Esq.

Byron B. Rooney, Esq.
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017
(212) 450-4000

Approximate date of commencement of proposed sale to the public: From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, 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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) 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.

Edgar Filing: Bonanza Creek Energy Midstream, LLC - Form POSASR

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. x

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. o

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 x

Accelerated filer o

Non-accelerated filer o (Do not check if a smaller reporting company)

Smaller reporting company o

* Certain subsidiaries of Bonanza Creek Energy, Inc. are also registrants and are identified herein.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1) (2)	Proposed Maximum Offering Price Per Unit (1) (2)	Proposed Maximum Aggregate Offering Price (1) (2)	Amount of Registration Fee (1)
Bonanza Creek Energy, Inc.				
Common Stock, par value \$0.001 per share				
Preferred Stock, par value \$0.001 per share				
Debt Securities (3)				
Warrants (4)				
Purchase Contracts				
Units				
Certain subsidiaries of Bonanza Creek Energy, Inc. identified on the following page				
Guarantees of Debt Securities (5)				
Total			\$ 300,000,000	\$ 30,210

(1) Information with respect to each class is omitted pursuant to General Instruction II.D of Form S-3. An indeterminate number and amount of the securities of each identified class to be offered at indeterminate prices is being registered pursuant to this registration statement with an aggregate initial offering price not to exceed \$300,000,000. The proposed maximum aggregate price has been estimated solely for purposes of determining the registration fee pursuant to Rule 457(o) under the Securities Act. Pursuant to Rule 457(o), the registration fee is calculated on the maximum aggregate offering price of all securities listed, and the table does not specify information by each class about the amount to be registered, the maximum offering price per unit or the proposed maximum aggregate offering price.

(2) Includes such indeterminate amount of securities as may be issued upon exercise, conversion or exchange of, pursuant to anti-dilution adjustments, or pursuant to a stock dividend, stock split or similar transaction with respect to securities that provide for such issuance, exercise, conversion, exchange, adjustment, stock split or similar transaction. Separate consideration may or may not be received for any of these securities.

(3) Debt securities may be issued at an original issue discount or at a premium. If any debt securities are issued at an original issue discount, then the offering price of such debt securities shall be in such greater principal amount as shall result in an aggregate initial offering price not to exceed \$300,000,000, less the aggregate dollar amount of all securities previously issued hereunder.

Edgar Filing: Bonanza Creek Energy Midstream, LLC - Form POSASR

(4) The warrants covered by this registration statement may be debt warrants or equity warrants.

(5) Debt securities may be issued without guarantees or may be guaranteed. No separate consideration will be received for the guarantees of the debt securities being registered. In accordance with Rule 457(n) under the Securities Act, no registration fee is payable with respect to the guarantees.

Table of Contents

***ADDITIONAL SUBSIDIARY GUARANTOR REGISTRANTS**

Exact Name of Additional Registrant as Specified in its Charter (1)	State of Other Jurisdiction of Incorporation or Organization	I.R.S. Employee Identification No.
Bonanza Creek Energy Operating Company, LLC	Delaware	20-4830537
Bonanza Creek Energy Resources, LLC	Delaware	26-2526378
Bonanza Creek Energy Upstream LLC	Delaware	26-2526378
Bonanza Creek Energy Midstream, LLC	Delaware	26-2526378
Holmes Eastern Company, LLC	Delaware	26-4665456
Rocky Mountain Infrastructure, LLC	Delaware	20-4830537

(1) The address and telephone number of each additional registrant's principal executive office is 410 17th Street, Suite 1400, Denver, CO 80202, telephone (720) 440-6100.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (File No. 333-206398) of Bonanza Creek Energy, Inc. (the Registrant) is being filed because the Registrant expects it will no longer be a well-known seasoned issuer (as such term is defined in Rule 405 of the Securities Act) upon the filing of its Annual Report on Form 10-K for the year ended December 31, 2015. Accordingly, the Registrant is filing this Post-Effective Amendment No. 1 for the purpose of adding disclosure in the Registration Statement required for a registrant other than a well-known seasoned issuer.

Table of Contents

PROSPECTUS

Bonanza Creek Energy, Inc.

Common Stock

Preferred Stock

Debt Securities

Warrants

Purchase Contracts

Units

Bonanza Creek Energy Operating Company, LLC

Bonanza Creek Energy Resources, LLC

Bonanza Creek Energy Upstream LLC

Bonanza Creek Energy Midstream, LLC

Holmes Eastern Company, LLC

Rocky Mountain Infrastructure, LLC

Guarantees of Debt Securities

We may offer from time to time common stock, preferred stock, debt securities, warrants, purchase contracts or units, which we refer to collectively as the securities. We may offer and sell these securities to or through one or more underwriters, dealers and agents, or directly to

Edgar Filing: Bonanza Creek Energy Midstream, LLC - Form POSASR

purchasers, on a continuous or delayed basis. Specific amounts and terms of these securities will be provided in supplements to this prospectus. The aggregate initial offering price of all securities sold by us under the prospectus will not exceed \$300,000,000. This prospectus also relates to guarantees of debt securities by any of the subsidiaries identified in this prospectus. You should read this prospectus, any prospectus supplement, any related free writing prospectus, and any documents incorporated by reference herein and therein, carefully before you invest.

Investing in these securities involves certain risks. See Risk Factors beginning on page 6 before you make your investment decision.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities, or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is February 26, 2016

Table of Contents

We have not authorized anyone to provide any information other than that contained or incorporated by reference in this prospectus, any prospectus supplement or in any free writing prospectus prepared by or on behalf of us or to which we have referred you. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are not making an offer of these securities in any jurisdiction where the offer is not permitted. You should not assume that the information contained in or incorporated by reference in this prospectus, any prospectus supplement or any related free writing prospectus is accurate as of any date other than the respective dates of those documents. Our business, financial condition, results of operations and prospects may have changed since those dates. We further note that the representations, warranties and covenants made by us in any agreement that is filed as an exhibit to any document that is incorporated by reference in this prospectus were made solely for the benefit of the parties to such agreement, including, in some cases, for the purpose of allocating risk among the parties to such agreements, and should not be deemed to be a representation, warranty or covenant to you. Moreover, such representations, warranties and covenants were accurate only as of the date when made. Accordingly, such representations, warranties and covenants should not be relied on as accurately representing the current state of our affairs. Unless otherwise stated in this prospectus or the context otherwise requires, the terms Bonanza Creek Energy, we, us, and our refer to Bonanza Creek Energy, Inc. and its subsidiaries.

TABLE OF CONTENTS

	Page
<u>Bonanza Creek Energy, Inc.</u>	2
<u>Where You Can Find More Information</u>	3
<u>Cautionary Statement Regarding Forward-Looking Statements</u>	4
<u>Risk Factors</u>	6
<u>Ratio of Earnings to Fixed Charges</u>	7
<u>Description of Share Capital</u>	7
<u>Description of Debt Securities and Guarantees</u>	10
<u>Description of Warrants</u>	10
<u>Description of Purchase Contracts</u>	10
<u>Description of Units</u>	11
<u>Forms of Securities</u>	11
<u>Plan of Distribution</u>	13
<u>Validity of Securities</u>	14
<u>Experts</u>	14

Table of Contents

BONANZA CREEK ENERGY, INC.

We are an independent energy company engaged in the acquisition, exploration, development and production of onshore oil and associated liquids-rich natural gas in the United States. Bonanza Creek Energy is listed on the New York Stock Exchange (NYSE) and is traded under the ticker symbol BCEL.

Our principal executive offices are located at 410 17th Street, Suite 1400, Denver, Colorado 80202. The telephone number at our principal executive offices is (720) 440-6100.

About this Prospectus

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission (SEC) utilizing a shelf registration process. Under this shelf process, we may sell up to \$300,000,000 in total aggregate offering price of any combination of the securities described in this prospectus in one or more offerings. This prospectus provides you with a general description of the securities we may offer. Each time we sell securities pursuant to the registration statement of which this prospectus forms a part, we will provide a prospectus supplement that will contain specific information about the terms of that offering. The prospectus supplement may also add, update or change information contained in this prospectus. If there is any inconsistency between the information in this prospectus and the applicable prospectus supplement, you must rely on the information in the prospectus supplement. You should read both this prospectus and any prospectus supplement together with additional information described under the heading Where You Can Find More Information.

Table of Contents

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any document that we file at the Public Reference Room of the SEC at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains an Internet site at www.sec.gov, from which interested persons can electronically access our SEC filings. Other information about us is also on our website at www.bonanzacrk.com. However, except for the information specifically incorporated by reference herein as set forth below, the information on the SEC's website and the information on, or accessible through, our website do not constitute a part of this prospectus.

The SEC allows us to incorporate by reference the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus, and information that we file later with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and all documents subsequently filed with the SEC pursuant to Section 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act) (excluding any information furnished and not filed with the SEC), prior to the termination of the offering under this prospectus:

- (a) our Annual Report on Form 10-K for the year ended December 31, 2014, filed on February 27, 2015 (including the portions of our Definitive Proxy Statement on Schedule 14A filed on April 29, 2015 incorporated by reference therein);
- (b) our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2015, June 30, 2015 and September 30, 2015, filed on May 8, 2015, July 27, 2015 and November 5, 2015, respectively;
- (c) our Definitive Proxy Statement on Schedule 14A filed on April 29, 2015;
- (d) our Current Reports on Form 8-K filed on February 3, 2015, February 6, 2015, May 15, 2015, June 5, 2015, October 20, 2015 and November 10, 2015; and
- (e) the description of our common stock in our registration statement on Form 8-A filed on December 9, 2011.

You may request a copy of these filings at no cost, by writing or telephoning us at:

Edgar Filing: Bonanza Creek Energy Midstream, LLC - Form POSASR

Bonanza Creek Energy, Inc.

Attention: Investor Relations

410 17th Street, Suite 1400

Denver, CO 80202

Telephone: (720) 440-6100

Table of Contents

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus, any prospectus supplement, any related free writing prospectus and the documents incorporated by reference herein or therein include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Exchange Act. Our estimates and forward-looking statements are mainly based on our current expectations and estimates of future events and trends, which affect or may affect our businesses and operations. Although we believe that these estimates and forward-looking statements are based upon reasonable assumptions, they are subject to several risks and uncertainties and are made in light of information currently available to us. Many important factors, in addition to the factors described in this prospectus, any prospectus supplement, any related free writing prospectus and the documents incorporated by reference herein or therein, may adversely affect our results as indicated in forward-looking statements. You should read this prospectus, any prospectus supplement, any related free writing prospectus and the documents incorporated by reference herein or therein completely and with the understanding that our actual future results may be materially different from what we expect.

Forward-looking statements may include statements about:

- reserve estimates;
- estimated sales volumes;
- amount and allocation of forecasted capital expenditures and plans for funding capital expenditures and operating expenses;
- ability to modify future capital expenditures;
- the Wattenberg Field being the most prospective area of the Niobrara formation;
- compliance with debt covenants;
- adequacy of gathering systems and impact from the lack of available gathering systems and processing facilities in certain areas;

Edgar Filing: Bonanza Creek Energy Midstream, LLC - Form POSASR

- natural gas, oil and NGL prices and factors affecting the volatility of such prices;
- impact of lower commodity prices;
- the ability to use derivative instruments to manage commodity price risk;
- plans to drill or participate in wells including the intent to focus in specific areas or formations;
- loss of any purchaser of our products;
- our estimated revenues and losses;
- the timing and success of specific projects;
- intentions with respect to acquisitions and divestitures;
- intentions with respect to working interest percentages;
- management and technical team;
- outcomes and effects of litigation, claims and disputes;
- our business strategy;
- our ability to replace oil and natural gas reserves;

Table of Contents

- impact of recently issued accounting pronouncements;
- our financial position;
- our cash flow and liquidity; and
- other statements concerning our operations, economic performance and financial condition.

We have based these forward-looking statements on certain assumptions and analyses we have made in light of our experience and our perception of historical trends, current conditions and expected future developments as well as other factors we believe are appropriate under the circumstances. They can be affected by inaccurate assumptions or by known or unknown risks and uncertainties. Many such factors will be important in determining actual future results. The actual results or developments anticipated by these forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond our control, and may not be realized or, even if substantially realized, may not have the expected consequences. Actual results could differ materially from those expressed or implied in the forward-looking statements.

Factors that could cause actual results to differ materially include, but are not limited to, the following:

- declines or volatility in the prices we receive for our oil, liquids and natural gas;
- general economic conditions, whether internationally, nationally or in the regional and local market areas in which we do business;
- ability of our customers to meet their obligations to us;
- our ability to generate sufficient cash flow from operations, borrowings or other sources to enable us to fully develop our undeveloped acreage positions;
- the presence or recoverability of estimated oil and natural gas reserves and the actual future production rates and associated costs;

- uncertainties associated with estimates of proved oil and gas reserves and, in particular, probable and possible resources;
- the possibility that the industry may be subject to future local, state, and federal regulatory or legislative actions (including additional taxes and changes in environmental regulation);
- environmental risks;
- seasonal weather conditions and lease stipulations;
- drilling and operating risks, including the risks associated with the employment of horizontal drilling techniques;
- ability to acquire adequate supplies of water for drilling and completion operations;
- availability of oilfield equipment, services and personnel;
- exploration and development risks;
- competition in the oil and natural gas industry;
- management's ability to execute our plans to meet our goals;
- risks related to our derivative instruments;
- our ability to attract and retain key members of our senior management and key technical employees;

Table of Contents

- ability to maintain effective internal controls;

- access to adequate gathering systems and pipeline take-away capacity to provide adequate infrastructure for the products of our drilling program;

- our ability to secure firm transportation for oil and natural gas we produce and to sell the oil and natural gas at market prices;

- costs and other risks associated with perfecting title for mineral rights in some of our properties;

- continued hostilities in the Middle East and other sustained military campaigns or acts of terrorism or sabotage;

- other economic, competitive, governmental, legislative, regulatory, geopolitical and technological factors that may negatively impact our businesses, operations or pricing; and