

Bonanza Creek Energy, Inc.
 Form 4
 January 29, 2014

FORM 4

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

OMB APPROVAL

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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 *
 Starzer Michael R

(Last) (First) (Middle)

C/O BONANZA CREEK ENERGY, INC., 410 17TH STREET, SUITE 1400

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Bonanza Creek Energy, Inc. [BCEI]

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

01/16/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount	(D)	Price
Common Stock	01/16/2014		J ⁽¹⁾	V	184	⁽¹⁾	A	\$ 0
Common Stock					98,067	⁽²⁾	D	
Common Stock					98,067		I	

By the
 Starzer
 Revocable
 Trust

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

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number.

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. Amount or Number of Shares
Performance Shares	(3)					(3) 12/31/2015	Common Stock	8,303

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Starzer Michael R C/O BONANZA CREEK ENERGY, INC. 410 17TH STREET, SUITE 1400 DENVER, CO 80202	X		President & CEO	

Signatures

/s/ Christopher I. Humber as
Attorney-in-Fact 01/28/2014

__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).

- Represents previously issued and outstanding shares held by Bonanza Creek Oil Company, LLC ("BCOC"), of which Mr. Starzer is a member and co-manager, and distributed by BCOC to Mr. Starzer and the other members of BCOC based on each such member's respective ownership interest in BCOC. In prior reports, Mr. Starzer reported beneficial ownership of these shares.
- (1) Includes (i) 313,366 shares of common stock and (ii) 108,062 shares of restricted common stock subject to vesting.

- Each performance share represents a contingent right to receive 0-200% of that number of shares of common stock. The amount listed represents what the Reporting Person would receive at the target or 100% level. The performance shares vest upon continued employment and achievement of certain predetermined performance goals.
- (3)

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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