

SandRidge Mississippian Trust II
Form SC 13D/A
September 10, 2013

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 1)

SandRidge Mississippian Trust II
(Name of Issuer)

Common Units representing Beneficial Interests
(Title of Class of Securities)

80007V 106
(CUSIP Number)

Philip T. Warman
Senior Vice President and General Counsel

SandRidge Energy, Inc.

and

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SandRidge Exploration and Production, LLC

123 Robert S. Kerr Avenue

Oklahoma City, Oklahoma 73102-6406

(405) 429-5500

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 10, 2013

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box "

CUSIP NO.: 80007V 106

SCHEDULE 13D

1 NAME OF REPORTING PERSONS

SandRidge Energy, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ..

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO (See Item 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER
UNITS

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER
EACH

REPORTING PERSON WITH
6,243,750 Common Units
9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

6,243,750 Common Units

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,243,750 Common Units

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

16.7%

14 TYPE OF REPORTING PERSON

CO

CUSIP NO.: 80007V 106

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OO (Limited Liability Company)

This Amendment No. 1 relates to the Schedule 13D that was filed on April 24, 2012 (the Schedule 13D) by SandRidge Energy, Inc. (SandRidge) and SandRidge Exploration and Production, LLC, a wholly owned subsidiary of SandRidge (SandRidge E&P), relating to common units representing beneficial interests (the Common Units) of SandRidge Mississippian Trust II, a Delaware statutory trust (the Issuer). Except as modified below, all previous statements in the Schedule 13D are unchanged.

Item 2. Identity and Background.

Item 2 of the Schedule 13D is hereby amended as follows:

The names and present principal occupation or employment of the directors and executive officers of SandRidge and SandRidge E&P are as listed below. Unless otherwise indicated, all positions set forth below opposite an individual s name refer to positions with each of SandRidge and SandRidge E&P.

| Name | Position with SandRidge and/or SandRidge E&P |
|-----------------------|--|
| James D. Bennett | President, Chief Executive Officer and Director; Sole Director, SandRidge E&P |
| David C. Lawler | Executive Vice President and Chief Operating Officer |
| Eddie M. LeBlanc III | Executive Vice President and Chief Financial Officer |
| Philip T. Warman | Senior Vice President, General Counsel and Corporate Secretary |
| Wayne C. Chang | Senior Vice President Midstream |
| Randall D. Cooley | Senior Vice President Accounting |
| Mary L. Whitson | Senior Vice President Corporate and Human Resources |
| Stephen C. Beasley | Director, SandRidge |
| Jim J. Brewer | Director, SandRidge |
| Everett R. Dobson | Director, SandRidge |
| William A. Gilliland | Director, SandRidge |
| Edward W. Money Penny | Director, SandRidge |
| Roy T. Oliver, Jr. | Director, SandRidge |
| Jeffrey S. Serota | Chairman, SandRidge |
| Alan J. Weber | Director, SandRidge |
| Dan A. Westbrook | Director, SandRidge |

(d) (f) None of SandRidge, SandRidge E&P or any person listed in this Item 2 has during the last five years (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. All of the directors and officers listed in this Item 2 are citizens of the United States of America.

Item 5. Interest in Units of the Issuer.

Item 5 of the Schedule 13D is hereby amended and supplemented as follows:

(a) As of September 10, 2013, each of SandRidge and SandRidge E&P beneficially owns 6,243,750 Common Units, all of which Common Units are held directly by SandRidge E&P.

The 6,243,750 Common Units beneficially owned by SandRidge and SandRidge E&P represent approximately 16.7% of the outstanding Common Units. The percentage set forth in this Item 5 was calculated based upon the number of Common Units outstanding as of August 9, 2013, as disclosed in the Issuer's Form 10-Q for the quarter ended June 30, 2013.

(b) SandRidge E&P, as the record holder of the Common Units reported herein, and SandRidge, as the sole member of SandRidge E&P, share both voting power and dispositive power with respect to all 6,243,750 Common Units reported herein.

(c) On September 10, 2013, SandRidge E&P sold 1,150,000 Common Units to Morgan Stanley & Co. LLC at a price of \$12.65 per Common Unit.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

SandRidge Energy, Inc.

By: /s/ Philip T. Warman

Name: Philip T. Warman
Title: Senior Vice President

and General Counsel

SandRidge Exploration and Production, LLC

By: /s/ Philip T. Warman

Name: Philip T. Warman
Title: Senior Vice President

and General Counsel

Dated: September 10, 2013