

Welch Martin J  
Form 4  
May 29, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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 \*  
**Welch Martin J**

(Last) (First) (Middle)  
**10375 PROFESSIONAL CIRCLE**  
  
(Street)

**RENO, NV 89521**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Employers Holdings, Inc. [EIG]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/28/2009**

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 and COO, EICN & ECIC**

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)
Common Stock, par value \$0.01	05/28/2009		A	(A) or (D) A	16,500 (1) \$ 0 36,000	D	

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 11.84	05/28/2009		A	52,000	(2) 05/29/2016	Common Stock, par value \$0.01	52,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Welch Martin J 10375 PROFESSIONAL CIRCLE RENO, NV 89521	X		President and COO, EICN & ECIC	

## Signatures

/s/ Martin J. Welch  
05/29/2009

\_\_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).
- (1) Represents restricted stock units that vest in four equal yearly installments beginning on May 28, 2010.
- (2) The option vests as to 25% of the shares underlying the grant on May 28, 2010, with the remainder of the grant vesting in three equal annual installments beginning on May 28, 2011.

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omitted because they are not applicable.

Report of Independent Registered Public Accounting Firm

To the Participants and Plan Administrator of the  
SandRidge Energy, Inc. 401(k) Plan

We have audited the accompanying statements of net assets available for benefits of SandRidge Energy, Inc. 401(k) Plan (the "Plan") as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012. These financial statements are the responsibility of Plan management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Plan management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the year ended December 31, 2012 in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information listed in the Index page are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended. This supplementary information is the responsibility of Plan management. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ McConnell & Jones LLP

Houston, Texas  
June 14, 2013

SANDRIDGE ENERGY, INC. 401(K) PLAN  
 STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS  
 DECEMBER 31, 2012 AND 2011

	2012	2011
Assets		
Investments, at fair value	\$74,067,226	\$60,744,404
Receivables		
Employer contributions	957,477	726,005
Employee contributions	976,740	740,622
Notes receivable from participants	2,442,862	2,207,341
Total assets	78,444,305	64,418,372
Liabilities		
Accrued expenses	105,890	96,620
Total liabilities	105,890	96,620
Net assets, at fair value	78,338,415	64,321,752
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(109,954 )	(100,957 )
Net assets available for benefits	\$78,228,461	\$64,220,795

The accompanying notes are an integral part of these financial statements.

SANDRIDGE ENERGY, INC. 401(K) PLAN  
 STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS  
 YEAR ENDED DECEMBER 31, 2012

Additions	
Dividends from investments	\$ 1,380,703
Interest on notes receivable from participants	62,706
Contributions	
Employer	11,701,473
Employee	12,436,650
Rollovers	771,532
Total additions	26,353,064
Deductions	
Net depreciation in fair value of investments	3,373,962
Payment of benefits	8,825,762
Administrative expenses	145,674
Total deductions	12,345,398
Net increase	14,007,666
Net assets available for benefits, beginning of year	64,220,795
Net assets available for benefits, end of year	\$ 78,228,461

The accompanying notes are an integral part of these financial statements.

SANDRIDGE ENERGY, INC. 401(K) PLAN  
NOTES TO FINANCIAL STATEMENTS

1. Description of Plan

The following description of the SandRidge Energy, Inc. 401(k) Plan (the "Plan") provides only general information. For a more complete description of the Plan's provisions, participants in the Plan should refer to the Plan Agreement.

General

The Plan is a defined contribution plan covering all eligible employees of SandRidge Energy, Inc. and its subsidiaries (collectively, the "Company" or "Employer"). Employees must be at least 21 years of age and complete two consecutive months of service with the Company in order to be eligible to participate in the Plan. Eligible employees may begin participating on the first day of the first plan quarter after satisfying the Plan's eligibility requirements. Employees that qualify as eligible rehired participants may begin participating in the Plan immediately. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), and is qualified under Section 401(a) of the Internal Revenue Code of 1986, as amended (the "Code").

Contributions

The Plan allows eligible employees to contribute a percentage of their pretax compensation to the Plan. The Code and the Plan Agreement limit discretionary employee contributions to an annual amount, which is adjusted for inflation under the Code. Employee contributions are made through a payroll deduction program.

The Plan allows participants to direct contributions into one or more of the available investment options, including a self-directed brokerage account.

For each plan year, the Company determines the matching contribution to be made to the Plan by the Company on the first day of the plan year. For the plan year ended December 31, 2012, the Company made matching contributions to the Plan equal to a dollar for each dollar contributed by the participant up to 15% of the participant's eligible compensation for each payroll period.

Company matching contributions are invested entirely in shares of the Company's common stock. Participants may transfer amounts allocated to their accounts from the Company's matching contribution to other investment options available under the Plan upon completion of three years of service. See "Vesting" below. Company contributions are deposited with the Plan at least annually. During 2012, the Company's contributions to the Plan were made at the same time as the bi-weekly employee contributions.

In addition to Company matching contributions, the Plan permits the Company to make profit sharing contributions at its discretion. Any profit sharing contribution made by the Company shall be allocated to eligible employee accounts in proportion to the employee's compensation as a percentage of total compensation of all eligible employees and will vest based on years of service pursuant to the Plan Agreement. The Company made no profit sharing contributions during 2012.

Payment of Benefits

The Plan provides for payments of benefits to participants or their beneficiaries (i) upon a participant reaching the age of 60 years old, (ii) in the event of a participant's death, (iii) in the event a participant becomes permanently disabled or (iv) in the event a participant age 59 ½ or older elects to receive in-service distributions.

SANDRIDGE ENERGY, INC. 401(K) PLAN  
 NOTES TO FINANCIAL STATEMENTS - CONTINUED

### Vesting

Participants are immediately 100% vested in the discretionary employee contribution portion of their accounts plus earnings thereon. The Company's matching contributions plus earnings thereon vest based on years of service, as shown in the tables below, pursuant to the Plan Agreement.

Upon termination of service due to a participant's death, disability or retirement, the participant has a nonforfeitable right to 100% of his or her account balance. Upon termination of service for any other reason, a participant's nonforfeitable interest in the portion of his or her account balance attributable to Company contributions shall be determined in accordance with the following vesting schedules:

For participants hired before August 1, 2006:

Full Years of Credit Service	Vesting Percentage	
One year but less than two	33.33	%
Two years but less than three	66.66	%
Three years or more	100.00	%

For participants hired on or after August 1, 2006:

Full Years of Credit Service	Vesting Percentage	
One year but less than two	25.00	%
Two years but less than three	50.00	%
Three years but less than four	75.00	%
Four years or more	100.00	%

### Forfeitures

Unvested Company matching contributions, if any, are forfeited and remain in the Plan following separation of employment due to reasons other than a participant's death, disability or retirement. At December 31, 2012 and 2011, unvested forfeitures of \$51,402 and \$25,865, respectively, were included in Plan assets. Unvested forfeited amounts may be used to pay Plan expenses that otherwise would be payable by Plan assets or, to the extent not paid by the Company, reduce Company matching contributions in accordance with the Plan Agreement. During 2012, forfeitures of \$1,103,365 were used to reduce Company matching contributions.

### Termination of the Plan

The Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. If the Plan is terminated, participants' accounts will become 100% vested and the Plan's assets will be distributed in accordance with the terms of the Plan Agreement.

### Participant Accounts

Each participant's account is credited with the participant's discretionary contributions and earnings thereon and an allocation of the Company's contributions and earnings thereon. Each participant in the Plan is entitled to the portion of the participant's account in which the participant is fully vested. The amount of benefits to which a participant is entitled is determined as of the date a participant's distribution is processed.

### Notes Receivable from Participants

Participants may obtain loans from the Plan. The minimum amount a participant may borrow from the Plan is \$1,000, and the maximum amount a participant may borrow from the Plan is the lesser of \$50,000 or 50% of the participant's vested account balance. All notes related to such loans are secured by the participant's vested account balance and bear interest at a rate equal to the prime rate at the time of the loan. Repayments of the notes are made in equal monthly payments over a period not extending beyond five years from the date of the loan.

SANDRIDGE ENERGY, INC. 401(K) PLAN  
NOTES TO FINANCIAL STATEMENTS - CONTINUED

#### Plan Administration

The Plan is administered by designated Company personnel. Reliance Trust Company (the "Trustee") is designated as the Plan's trustee and has delegated responsibility for the custody and management of the Plan's assets to Fidelity Investments (the "Custodian") and The Newport Group (the "Record Keeper"), respectively. The Company has engaged an investment consultant to assist in selecting appropriate and prudent investment options and monitoring and evaluating performance results of the investment options to assure that the investment objectives applicable to the investment options are being met. The Company provides administrative and managerial services to the Plan at no charge. Investment expenses charged to the Plan are paid out of the Plan assets or by the Company.

## 2. Summary of Significant Accounting Policies

### Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

The Plan reports investment contracts at fair value in accordance with the Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC") Topic 325, Investments - Other. However, contract value is the relevant measurement attribute for that portion of net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were able to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present the fair value of fully benefit-responsive investment contracts and an adjustment from fair value to contract value of such investment contracts in order to determine net assets available for benefits. The statement of changes in net assets available for benefits is prepared on a contract value basis.

### Valuation of Investments and Income Recognition

Investments are reported at fair value. Fair value, as defined by ASC Topic 820, "Fair Value Measurements and Disclosures" ("ASC Topic 820") is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for further discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. The change in market value of investments is reflected in the statement of changes in net assets available for benefits as appreciation or depreciation in fair value of investments. Dividends are recorded on the ex-dividend date.

### Use of Estimates

The preparation of financial statements in conformity with GAAP requires the Plan to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

### Notes Receivable from Participants

Notes receivable from participants are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when earned. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

### Payment of Benefits

Benefit payments to Plan participants are recorded when paid.

### Risks and Uncertainties

The Plan provides for investment in the Company's common stock, various mutual funds and other investment securities. Investments, in general, are exposed to various risks, such as interest rate, credit and overall market volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the value of investments could occur in the near term and that such changes could materially affect the amounts reported



in the statements of net assets available for benefits and participant account balances. Rates of return will vary, and returns will depend on the market value of the Plan's investments.

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SANDRIDGE ENERGY, INC. 401(K) PLAN  
 NOTES TO FINANCIAL STATEMENTS - CONTINUED

Recent Accounting Pronouncements

In May 2011, the FASB issued ASU 2011-04, "Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs" ("ASU 2011-04"), which clarifies the FASB's intent about the application of existing fair value measurements and requires additional disclosure information regarding valuation processes and inputs used. The new disclosure requirements are effective for interim and annual reporting periods beginning after December 15, 2011. As the additional requirements under ASU 2011-04, which were implemented in 2012, pertain to fair value measurement disclosures, there was no effect on the Plan's financial condition. See Note 4 for fair value measurement disclosures.

Recent Accounting Pronouncements Not Yet Adopted

In October 2012, the FASB issued ASU 2012-04, "Technical Corrections and Improvements" ("ASU 2012-04"), which contains amendments that affect a number of topics, including technical corrections and improvements to the ASC and conforming amendments related to fair value measurements, which include clarifying the treatment of selling costs for plan investments in determining fair value of plan assets subject to ASC Topic 962, "Plan Accounting - Defined Contribution Pension Plans." These amendments are effective for public entities for interim and annual reporting periods beginning after December 15, 2012 and are not expected to have a significant effect on the Plan's financial condition.

3. Investments

The following tables present the fair value of Plan investments representing 5% or more of the net assets available for benefits at December 31, 2012 and 2011:

	December 31,	
	2012	2011
Vanguard Group, Inc. - Vanguard Target Retirement 2020 Fund	\$4,494,866	\$3,499,278
Vanguard Group, Inc. - Vanguard Target Retirement 2030 Fund	4,474,185	3,685,884
Vanguard Group, Inc. - Vanguard Target Retirement 2040 Fund	5,381,115	3,749,684
SandRidge Energy, Inc. common stock*	28,484,906	27,909,697

\* Includes participant and nonparticipant-directed investments

The net change in value of Plan investments (including investments bought and sold as well as those held during the year) during 2012 is as follows:

Mutual funds	\$3,464,558
Common stock	(6,838,520 )
Net depreciation of investments	\$(3,373,962 )

In addition, the Plan reported dividend income from investments of \$1,380,703 for 2012. Accrued interest and dividends receivable were not significant for 2012 or 2011.

Specific investment funds may be added or deleted as investment options under the Plan from time to time. The Plan currently has 35 investment options, including the Company's common stock, and a self-directed brokerage account in which participants have the option to invest their contributions in stocks and bonds.

SANDRIDGE ENERGY, INC. 401(K) PLAN  
NOTES TO FINANCIAL STATEMENTS - CONTINUED

4. Fair Value Measurements

ASC Topic 820 requires disclosure that establishes a framework for measuring fair value and expands disclosure about fair value measurements. ASC Topic 820 requires fair value measurements to be classified and disclosed in one of the following categories:

- Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2: Quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability.
- Level 3: Measurement based on prices or valuation models that require inputs that are both significant to the fair value measurement and less observable for objective sources (i.e., supported by little or no market activity).

Assets and liabilities that are measured at fair value are classified based on the lowest level of input that is significant to the fair value measurement. The Plan's assessment of the significance of a particular input to the fair value measurement requires judgment, which may affect the valuation of the fair value of assets and liabilities and their placement within the fair value hierarchy levels. The determination of the fair values, stated below, takes into account the market for the Plan's assets, the associated credit risk and other factors as required under ASC Topic 820. The Plan considers active markets as those in which transactions for the assets or liabilities occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Following is a description of the valuation methods used for investments measured at fair value.

Level 1 Fair Value Measurements

Mutual funds. The fair values of mutual funds that invest principally in actively traded marketable securities are derived from quoted market prices as substantially all of these instruments have active markets.

Common stock. Fair value of Company common stock is based on the market price for a share of such common stock as quoted on the New York Stock Exchange on December 31<sup>st</sup> (or the preceding business day) of the applicable year.

Self-directed brokerage accounts. Assets held in self-directed brokerage accounts consist of stocks and bonds. The fair values of amounts held in self-directed brokerage accounts are derived from quoted market prices.

Level 2 Fair Value Measurements

Guaranteed investment fund. The fair value of the guaranteed investment fund is the sum of the fair value of the United States treasury securities and the guaranteed investment contracts (the "GICs") held by the guaranteed investment fund as determined by the Putnam Fiduciary Trust Company using a discounted cash flow methodology. The fair value of the United States treasury securities is based on quoted market prices of those securities that are actively traded and the estimated fair value of the GICs is based on the credit rating of the counterparty, current interest rates and term of the contracts. The guaranteed investment fund may invest in United States treasury securities and GICs of various entities. As Plan participants transact at contract value, fair value is determined annually for reporting purposes. See Note 5 for further discussion of the guaranteed investment fund and determination of contract value.

SANDRIDGE ENERGY, INC. 401(K) PLAN  
 NOTES TO FINANCIAL STATEMENTS - CONTINUED

The following tables set forth by level, within the fair value hierarchy, the fair value of the Plan's investments as of December 31, 2012 and 2011:

Description	Investments at Fair Value as of December 31, 2012			Total
	Level 1	Level 2	Level 3	
Mutual funds				
Fixed income	\$2,015,518	\$—	\$—	\$2,015,518
Target	26,900,009	—	—	26,900,009
Small and mid cap	3,772,735	—	—	3,772,735
Large cap	3,742,172	—	—	3,742,172
International	2,443,874	—	—	2,443,874
Other	2,120,491	—	—	2,120,491
Total mutual funds	40,994,799	—	—	40,994,799
Guaranteed investment fund	—	3,668,324	—	3,668,324
SandRidge common stock	28,484,906	—	—	28,484,906
Self-directed brokerage accounts	919,197	—	—	919,197
Total investments at fair value	\$70,398,902	\$3,668,324	\$—	\$74,067,226
Description	Investments at Fair Value as of December 31, 2011			Total
	Level 1	Level 2	Level 3	
Mutual funds				
Fixed income	\$1,432,745	\$—	\$—	\$1,432,745
Target	18,691,557	—	—	18,691,557
Small and mid cap	2,614,289	—	—	2,614,289
Large cap	2,835,986	—	—	2,835,986
International	1,666,921	—	—	1,666,921
Other	1,779,441	—	—	1,779,441
Total mutual funds	29,020,939	—	—	29,020,939
Guaranteed investment fund	—	—	3,070,289	3,070,289
SandRidge common stock	27,909,697	—	—	27,909,697
Self-directed brokerage accounts	743,479	—	—	743,479
Total investments at fair value	\$57,674,115	\$—	\$3,070,289	\$60,744,404

The availability of observable market data is monitored to assess the appropriate classification of the Plan's investments within the fair value hierarchy. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. Transfers between levels are evaluated for their significance based upon the nature of the investments and size of the transfer relative to the net assets available for benefits.

During 2012, as a result of a reassessment of inputs to determine fair value, the classification of the guaranteed investment fund was changed from Level 3 to Level 2 in the fair value hierarchy. The Plan's policy is to recognize transfers in and/or out of fair value hierarchy levels as of the beginning of the reporting period in which the event or change in circumstances causing the transfer occurred. As such, the change in fair value classification and transfer to Level 2 is reported at the beginning of the reporting period.

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 investment for the year ended December 31, 2012:

Explanation of Responses:

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Balance of Level 3, December 31, 2011	\$3,070,289	
Transfers out	(3,070,289	)
Balance of Level 3, December 31, 2012	\$—	

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SANDRIDGE ENERGY, INC. 401(K) PLAN  
 NOTES TO FINANCIAL STATEMENTS - CONTINUED

5. Guaranteed Investment Fund - Fully Benefit-Responsive Investment Contract

The Putnam Investments Stable Value Fund is the Plan's guaranteed investment fund option. The fund may invest in short-term money market instruments and in fully benefit-responsive synthetic GICs with various insurance companies, banks and financial institutions. The fund is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The GIC issuer is contractually obligated to repay the principal amount of the GIC and an amount of interest that is guaranteed to the Plan.

Because these contracts are fully benefit-responsive, contract value is the relevant measurement attributable for that portion of the net assets available for benefits attributable to the common collective trust. See Note 2. GICs are carried at contract value. Contract value represents invested principal plus contractual interest earned thereon, less participant withdrawals and administrative expenses. The investment contracts are non-transferable, but provide for benefit responsive withdrawals or transfers by plan participants at contract value.

The fund is designed to preserve principal investment while earning a level of interest income that is consistent with the principal preservation. The fund invests in investment contracts issued by insurance companies and other financial institutions ("wraps"), fixed income securities, and money market funds. Wraps are designed to permit the use of book value accounting to maintain a constant \$1 net asset value. In order to maintain the wrap issuers' promise to pay the participant-initiated withdrawals and exchanges at book value, the wraps impose ongoing contractual commitment on the fund as well as the plans invested in the fund. The Plan is required to provide a redemption notice to liquidate its entire share in the fund; however, the fund may defer honoring the withdrawal request for up to 12 months.

There are no reserves against the contract value for the credit risk of the GIC issuer or otherwise. The interest rate for a GIC is based on a formula agreed upon by the Plan and the issuer of the GIC. In no event shall the interest rate be less than zero percent. The key factors that influence future crediting rates include the following: (i) the level of market interest rates, (ii) the amount and timing of participant contributions, transfers and withdrawals, (iii) the investment returns generated, and (iv) the duration of the underlying investments. As of December 31, 2012, the contract value of the guaranteed investment fund was \$3,558,370 compared to a fair value of \$3,668,324. As of December 31, 2011, the contract value of the guaranteed investment fund was \$2,969,332 compared to a fair value of \$3,070,289.

The occurrence of certain events can limit the Plan's ability to transact at contract value with the issuer. Such events include the following: (i) amendments to the Plan Agreement (including complete or partial plan termination or merger with another plan), (ii) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (iii) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (iv) failure of the Plan's trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Company does not believe that any event will occur that would limit the Plan's ability to transact at contract value with participants.

The following table presents the average yield earned by the Plan's fully benefit-responsive investment contracts before and after adjustments to reflect the actual interest rate credited to participants during the plan years ended December 31, 2012 and 2011. The Putnam Investments Stable Value Fund is a dollar par fund with only dividends credited to participants.

	2012		2011	
Average Yields				
Based on actual earnings	2.40	%	3.76	%
Based on interest rate credited to participants	2.38	%	3.63	%

SANDRIDGE ENERGY, INC. 401(K) PLAN  
 NOTES TO FINANCIAL STATEMENTS - CONTINUED

6. Nonparticipant-Directed Investments

Net assets available for benefits as of December 31, 2012 and 2011 included nonparticipant-directed investments in Company common stock of \$6,041,257 and \$4,665,651, respectively. The change in net assets related to nonparticipant-directed investments during the 2012 plan year is as follows:

Contributions	\$5,497,992
Net depreciation in fair value	(1,268,951 )
Benefits paid to participants	(311,598 )
Forfeitures	(638,553 )
Transfer to participant-directed investments	(1,895,832 )
Administrative expenses	(7,452 )
Net increase	\$1,375,606

7. Concentration of Market Risk

The Plan has invested a significant portion of its assets in Company common stock. Investments in Company common stock included participant and nonparticipant-directed investments for the plan years ended December 31, 2012 and 2011 and constituted approximately 36% and 43% of the Plan's net assets available for benefits as of December 31, 2012 and 2011, respectively. As a result of this concentration, any significant fluctuation in the market value of Company common stock could impact the net assets of the Plan as well as individual participant account balances.

8. Plan Tax Status

The Plan obtained a determination letter from the Internal Revenue Service ("IRS") on September 2, 2010 and is qualified under Section 401(a) of the Code. The Plan is required to operate in conformity with the Code to maintain its qualification. The Company believes that the Plan, as amended and restated, and its underlying trust have operated within the terms of the Plan and remain qualified under the applicable provisions of the Code.

GAAP requires Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. Plan management has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. Plan management believes it is no longer subject to income tax examinations for years prior to 2009.

9. Party-in-Interest Transactions

Parties-in-interest (as defined under Department of Labor regulations) to the Plan include any fiduciary of the Plan, any party rendering service to the Plan, the Company as an employer which has employees covered by the Plan and certain others, including Plan participants. During the plan year ended December 31, 2012, the Plan entered into the following transactions with parties-in-interest that are exempt from the Department of Labor regulations that would otherwise prohibit transactions between the Plan and parties-in-interest.

Certain Plan investments were held by the Custodian. Transactions between the Plan and the Custodian qualify as party-in-interest transactions due to the Custodian's relationship with the Plan. Total assets invested in the funds managed by the Custodian were \$674,462 and \$450,541 at December 31, 2012 and 2011, respectively.

The Plan incurred \$145,674 in administrative fees in 2012 to the Record Keeper which qualify as party-in-interest transactions.

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The Plan held investments in Company common stock totaling \$28,484,906 and \$27,909,697 at December 31, 2012 and 2011, respectively.

Other assets held by the Plan include notes receivable from participants totaling \$2,442,862 and \$2,207,341 at December 31, 2012 and 2011, respectively.



SANDRIDGE ENERGY, INC. 401(K) PLAN  
 NOTES TO FINANCIAL STATEMENTS - CONTINUED

10. Excess Contributions

Employee contributions of \$12,436,650 for the plan year ended December 31, 2012 were reduced by distributions of \$523,713 paid in 2012 to certain participants to refund excess deferral contributions to satisfy the relevant nondiscrimination provisions of the Plan for the plan year ended December 31, 2011. Distributions of excess deferral contributions and associated earnings related to the plan year ended December 31, 2012 are expected to be paid by June 30, 2013.

11. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 as of December 31, 2012 and 2011:

	2012	2011
Net assets available for benefits per the financial statements	\$78,228,461	\$64,220,795
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	109,954	100,957
Net assets available for benefits per Form 5500	\$78,338,415	\$64,321,752

The following is a reconciliation of employee contributions per the financial statements to Form 5500 for the year ended December 31, 2012:

Employee contributions per the financial statements	\$12,436,650
Distributions to refund excess deferral contributions	523,713
Employee contributions per Form 5500	\$12,960,363

The following is a reconciliation of the changes in net assets available for benefits per the financial statements to Form 5500 for the year ended December 31, 2012:

Increase in net assets available for benefits per the financial statements	\$14,007,666
Net adjustment from contract value to fair value for fully benefit-responsive investment contracts	8,997
Increase in net assets available for benefits per Form 5500	\$14,016,663

SANDRIDGE ENERGY, INC. 401(K) PLAN  
 EIN 20-8084793 PN 001  
 SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
 DECEMBER 31, 2012

(a) (b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(d) Cost	(e) Current Value
Vanguard Group, Inc.	Registered Investment Company VANGUARD TARGET RETIREMENT INCOME	#	\$585,498
Vanguard Group, Inc.	Registered Investment Company VANGUARD TARGET RETIREMENT 2010 FUND	#	2,170,310
Vanguard Group, Inc.	Registered Investment Company VANGUARD TARGET RETIREMENT 2015 FUND	#	1,575,267
Vanguard Group, Inc.	Registered Investment Company VANGUARD TARGET RETIREMENT 2020 FUND	#	4,494,866
Vanguard Group, Inc.	Registered Investment Company VANGUARD TARGET RETIREMENT 2025 FUND	#	1,694,739
Vanguard Group, Inc.	Registered Investment Company VANGUARD TARGET RETIREMENT 2030 FUND	#	4,474,185
Vanguard Group, Inc.	Registered Investment Company VANGUARD TARGET RETIREMENT 2035 FUND	#	1,562,405
Vanguard Group, Inc.	Registered Investment Company VANGUARD TARGET RETIREMENT 2040 FUND	#	5,381,115
Vanguard Group, Inc.	Registered Investment Company VANGUARD TARGET RETIREMENT 2045 FUND	#	2,352,759
Vanguard Group, Inc.	Registered Investment Company VANGUARD TARGET RETIREMENT 2050 FUND	#	2,608,865
Putnam Investments	Common/Collective Trust PUTNAM STABLE VALUE FUND	#	3,668,324
TCW Investment Management Co.	Registered Investment Company TCW CORE FIXED INCOME FUND	#	881,061
Franklin Templeton Investments	Registered Investment Company FRANKLIN STRATEGIC INCOME FUND	#	1,134,457
American Funds		#	656,740

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Registered Investment Company  
AMERICAN MUTUAL FUND

Parnassus Investments	Registered Investment Company EQUITY INCOME FUND	#	1,174,090
* Fidelity Management & Research Co.	Registered Investment Company SPARTAN TOTAL MARKET INDEX FUND	#	674,244

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SANDRIDGE ENERGY, INC. 401(K) PLAN  
 EIN 20-8084793 PN 001  
 SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
 DECEMBER 31, 2012

(a) (b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(d) Cost	(e) Current Value
Franklin Templeton Investments	Registered Investment Company GROWTH FUND	#	1,237,098
American Century Investment Mgmt, Inc.	Registered Investment Company MID CAP VALUE FUND	#	596,514
Columbia Funds	Registered Investment Company COLUMBIA MID CAP INDEX FUND	#	515,955
Principal Management Corporation	Registered Investment Company MIDCAP BLEND FUND	#	494,194
Ivy Investment Management Company	Registered Investment Company IVY MID CAP GROWTH FUND	#	512,637
Columbia Funds	Registered Investment Company COLUMBIA MULTI-ADVISOR SMALL CAP VALUE FUND	#	274,894
Ridgeworth Funds	Registered Investment Company SMALL CAP VALUE EQUITY FUND	#	314,130
Vanguard Group, Inc.	Registered Investment Company SMALL-CAP INDEX FUND	#	444,814
Janus Capital Management, LLC.	Registered Investment Company JANUS TRITON FUND	#	619,597
American Funds	Registered Investment Company NEW PERSPECTIVE FUND	#	799,610
American Funds	Registered Investment Company EUROPACIFIC GROWTH FUND	#	1,016,223
American Funds	Registered Investment Company SMALLCAP WORLD FUND	#	135,947
Oppenheimer Funds, Inc.	Registered Investment Company OPPENHEIMER DEVELOPING MARKETS FUND	#	492,094

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Nuveen Fund Advisors, Inc.	Registered Investment Company NUVEEN REAL ESTATE SECURITIES FUND	#	544,643
Prudential Investments	Registered Investment Company PRUDENTIAL JENNISON NATURAL RESOURCES FUND	#	908,312
Vanguard Group, Inc.	Registered Investment Company VANGUARD ENERGY FUND	#	279,142
Franklin Templeton Investments	Registered Investment Company FRANKLIN GOLD & PRECIOUS METALS FUND	#	388,176
* Fidelity Management & Research Company	Registered Investment Company RETIREMENT MONEY MARKET PORTFOLIO	#	218
Self-Directed Brokerage Accounts	SELF-DIRECTED BROKERAGE ACCOUNTS	#	919,197

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SANDRIDGE ENERGY, INC. 401(K) PLAN  
 EIN 20-8084793 PN 001  
 SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
 DECEMBER 31, 2012

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(d) Cost	(e) Current Value
*	SandRidge Energy, Inc.	Employer Security SANDRIDGE ENERGY, INC. COMMON STOCK	\$36,340,470	28,484,906
	Total investments			74,067,226
*	Participant Loans	Range of Interest Rates Rates Range from 3.25% to 8.25%	-0-	2,442,862
	Total			\$76,510,088

\* Denotes party-in-interest

# Participant-directed investment; cost information is not required.

SANDRIDGE ENERGY, INC. 401(K) PLAN  
 EIN 20-8084793 PN 001  
 SCHEDULE H, LINE 4J - SCHEDULE OF REPORTABLE TRANSACTIONS \*  
 YEAR ENDED DECEMBER 31, 2012

Description of asset	(A) Total Number of Purchases	(B) Total Number of Sales	(C) Total Value of Purchases	(D) Total Value of Sales	(E) Net Gain/(Loss)
Employer Security SandRidge Energy, Inc. common stock	28	—	\$5,497,992	\$—	\$—

\* Schedule is prepared using the alternative way of reporting (iii) series transactions under Department of Labor Regulation 2520.103-6 (d)(2).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Administrator of the Plan has duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized.

SANDRIDGE ENERGY, INC.  
401(k) PLAN

Date: June 14, 2013

By: /s/ MARY L. WHITSON  
Mary L. Whitson  
Senior Vice President, Corporate and Human Resources, on  
Behalf of SandRidge Energy, Inc. as Plan Administrator



EXHIBIT INDEX

Exhibit No. Exhibit Description

23.1 Consent of Independent Registered Public Accounting Firm - McConnell & Jones LLP

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