

SANDRIDGE ENERGY INC

Form 3

November 19, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
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burden hours per  
response... 0.5**INITIAL STATEMENT OF 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 \*

Â FAIRFAX FINANCIAL  
HOLDINGS LTD/ CAN

(Last) (First) (Middle)

95 WELLINGTON STREET  
WEST,Â SUITE 800

(Street)

TORONTO,Â A6Â M5J 2N7

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)  
11/15/2012

3. Issuer Name **and** Ticker or Trading Symbol  
SANDRIDGE ENERGY INC [SD]4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)

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

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting  
Person  
\_X\_ Form filed by More than One  
Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)Common Stock, \$0.001 par value ("Common  
Shares")

24,740,200

I

See Footnote <sup>(1)</sup>

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

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security4. Conversion  
or Exercise5. Ownership  
Form of6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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Date Exercisable	Expiration Date	(Instr. 4)		Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)	
		Title	Amount or Number of Shares			
6.0% Conv. Perp. Preferred Stock ("6.0% Preferred Shares")	Â (2)	Â (2)	Common Stock, \$0.001 par value	18,422,992 (3)	\$ (3)	I See Footnote (4)
8.5% Conv. Perp. Preferred Stock ("8.5% Preferred Shares")	Â (5)	Â (6)	Common Stock, \$0.001 par value	11,388,456 (7)	\$ (7)	I See Footnote (8)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAIRFAX FINANCIAL HOLDINGS LTD/ CAN 95 WELLINGTON STREET WEST SUITE 800 TORONTO,Â A6Â M5J 2N7	Â	Â X	Â	Â
Northbridge Commercial Insurance Corp 55 UNIVERSITY AVENUE SUITE 1500 TORONTO,Â A6Â M5J 2H7	Â	Â X	Â	Â
Federated Insurance CO of Canada 717 PORTAGE AVENUE WINNIPEG,Â A2Â R3C 3C9	Â	Â X	Â	Â
Northbridge Indemnity Insurance Corp 595 BURNARD STREET SUITE 1500, BOX 49115 BENTALL TOWER III VANCOUVER,Â A1Â V7X 1G4	Â	Â X	Â	Â
Northbridge General Insurance Corp 105 ADELAIDE STREET WEST 3RD FLOOR TORONTO,Â A6Â M5H 1P9	Â	Â X	Â	Â
UNITED STATES FIRE INSURANCE CO 305 MADISON AVENUE MORRISTOWN,Â NJÂ 07962	Â	Â X	Â	Â
NORTH RIVER INSURANCE CO 305 MADISON AVENUE MORRISTOWN,Â NJÂ 07962	Â	Â X	Â	Â
	Â	Â X	Â	Â

Zenith Insurance Co  
21255 CALIFA STREET  
WOODLAND HILLS, CA 91367-5021

Falcon Insurance Co (Hong Kong) Ltd  
6/F, DCH COMMERCIAL CENTRE  
25 WESTLANDS ROAD  
QUARRY BAY, K3

^ ^ X ^ ^

CLEARWATER INSURANCE CO  
300 FIRST STAMFORD PLACE  
STAMFORD, CT 06902

^ ^ X ^ ^

## Signatures

/s/ Paul Rivett, Vice President, Operations	11/19/2012
Signature of Reporting Person	Date
/s/ Craig Pinnock, Chief Financial Officer	11/19/2012
Signature of Reporting Person	Date
/s/ Craig Pinnock, Chief Financial Officer	11/19/2012
Signature of Reporting Person	Date
/s/ Craig Pinnock, Chief Financial Officer	11/19/2012
Signature of Reporting Person	Date
/s/ Craig Pinnock, Chief Financial Officer	11/19/2012
Signature of Reporting Person	Date
/s/ Paul W. Bassaline, Vice President	11/19/2012
Signature of Reporting Person	Date
/s/ Paul W. Bassaline, Vice President	11/19/2012
Signature of Reporting Person	Date
/s/ Michael Jansen, Executive Vice President and General Counsel	11/19/2012
Signature of Reporting Person	Date
/s/ Gobinath Athapan, Chief Executive Officer	11/19/2012
Signature of Reporting Person	Date
/s/ John J. Bator, Senior Vice President	11/19/2012
Signature of Reporting Person	Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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).

277,000 Common Shares are held directly by V. Prem Watsa, 544,000 Common Shares are held by Northbridge Commercial Insurance Corporation (formerly Markel Insurance Company of Canada), 781,000 Common Shares are held by Federated Insurance Company of Canada, 1,578,000 Common Shares are held by Northbridge Indemnity Insurance Corporation (formerly Commonwealth Insurance Company), 2,230,200 Common Shares are held by Northbridge General Insurance Corporation (formerly Lombard General Insurance Company of Canada), 2,048,400 Common Shares are held by TIG Insurance Company, 2,500,000 Common Shares are held by Zenith Insurance Company, 6,415,100 Common Shares are held by Odyssey Reinsurance Company (formerly Odyssey America Reinsurance Corporation) and 1,023,000 Common Shares are held by Clearwater Insurance Company.

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- (2) The 6.0% Preferred Shares are convertible into Common Shares at the option of the holder thereof at any time prior to December 21, 2014, on which date the 6.0% Preferred Shares will be automatically converted into Common Shares.
- (3) Each 6.0% Preferred Share is convertible into approximately 9.21 Common Shares, subject to adjustment under certain circumstances.  
206,000 6.0% Preferred Shares are held by Fairfax (US) Inc., 460,000 6.0% Preferred Shares are held by Fairfax Financial Holdings Limited, 750,000 6.0% Preferred Shares are held by Odyssey Reinsurance Company (formerly Odyssey America Reinsurance Corporation), 294,000 6.0% Preferred Shares are held by Clearwater Insurance Company, 250,000 6.0% Preferred Shares are held by United States Fire Insurance Company and 40,000 6.0% Preferred Shares held by pension plans of certain subsidiaries of Fairfax Financial Holdings Limited.
- (5) The 8.5% Preferred Shares are convertible at any time at the holder's option.
- (6) After February 20, 2014, Sandridge Energy Inc. may cause all outstanding 8.5% Preferred Shares to automatically convert into Common Shares at the then-prevailing conversion rate if certain conditions are met.
- (7) Each 8.5% Preferred Share is convertible into 12.4805 Common Shares, subject to adjustment under certain circumstances.  
57,600 8.5% Preferred Shares are held by United States Fire Insurance Company, 44,400 8.5% Preferred Shares are held by The North River Insurance Company, 69,000 8.5% Preferred Shares are held by TIG Insurance Company, 444,900 8.5% Preferred Shares are held
- (8) by Odyssey Reinsurance Company (formerly Odyssey America Reinsurance Corporation), 22,700 8.5% Preferred Shares are held by Falcon Insurance Company (Hong Kong) Ltd., and 8,600 8.5% Preferred Shares are held by pension plans of certain subsidiaries of Fairfax Financial Holdings Limited.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.