

SANDRIDGE ENERGY INC  
Form SC 13D/A  
December 26, 2012

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

SandRidge Energy, Inc.  
(Name of Issuer)

Common Stock, par value \$0.001 per share  
(Title of Class of Securities)

8007T101  
(CUSIP Number)

Dinakar Singh

TPG-Axon Management LP

888 Seventh Avenue, 38<sup>th</sup> Floor

New York, New York 10019

(212) 479-2000

With a copy to:

Marc Weingarten

Schulte Roth & Zabel LLP

919 Third Avenue

New York, New York 10019

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

December 24, 2012

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(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 that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. [ ]

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

	NAME OF REPORTING PERSON
1	TPG-Axon Management LP
	CHECK THE APPROPRIATE <input checked="" type="checkbox"/> x
2	BOX IF A MEMBER OF (b) " A GROUP
3	SEC USE ONLY SOURCE OF FUNDS
4	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING
5	IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
6	Delaware
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	SOLE VOTING POWER
	0 SHARED VOTING POWER
8	33,000,000 shares of Common Stock
	SOLE DISPOSITIVE POWER
9	0 SHARED DISPOSITIVE
10	0 SHARED DISPOSITIVE

POWER

33,000,000  
shares of  
Common Stock

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

33,000,000 shares of  
Common Stock  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..

12 EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
13 AMOUNT IN ROW (11)

6.7%  
TYPE OF REPORTING  
PERSON  
14

PN

	NAME OF REPORTING PERSON
1	TPG-Axon Partners GP, L.P.
	CHECK THE APPROPRIATE <input checked="" type="checkbox"/> x
2	BOX IF A MEMBER OF (b) " A GROUP
3	SEC USE ONLY SOURCE OF FUNDS
4	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING
5	IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
6	Delaware
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	SOLE VOTING POWER
	0 SHARED VOTING POWER
8	12,454,201 shares of Common Stock
	SOLE DISPOSITIVE POWER
9	
	0 SHARED DISPOSITIVE
10	

POWER

12,454,201  
shares of  
Common Stock

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

12,454,201 shares of  
Common Stock

12 CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..

13 EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 2.5%  
TYPE OF REPORTING  
PERSON

PN

1	NAME OF REPORTING PERSON
	TPG-Axon GP, LLC
2	CHECK THE APPROPRIATE <input checked="" type="checkbox"/> BOX IF A MEMBER OF (b) A GROUP
3	SEC USE ONLY SOURCE OF FUNDS
4	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
5	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
6	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	SOLE VOTING POWER
7	0 SHARED VOTING POWER
8	33,000,000 shares of Common Stock
9	SOLE DISPOSITIVE POWER
10	0 SHARED DISPOSITIVE POWER

33,000,000  
shares of  
Common Stock

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

33,000,000 shares of  
Common Stock  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
12 ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES  
13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

6.7%  
14 TYPE OF REPORTING  
PERSON

OO



1	NAME OF REPORTING PERSON
	TPG-Axon Partners, LP
2	CHECK THE APPROPRIATE <input checked="" type="checkbox"/> x BOX IF A MEMBER OF (b) A GROUP
3	SEC USE ONLY SOURCE OF FUNDS
4	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
5	CITIZENSHIP OR PLACE OF ORGANIZATION
6	Delaware
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
8	SOLE VOTING POWER
9	0 SHARED VOTING POWER
10	12,454,201 shares of Common Stock SOLE DISPOSITIVE POWER
11	0 SHARED DISPOSITIVE POWER

12,454,201  
shares of  
Common Stock

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

12 12,454,201 shares of  
Common Stock  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
13 AMOUNT IN ROW (11)

14 2.5%  
TYPE OF REPORTING  
PERSON

PN

	NAME OF REPORTING PERSON
1	TPG-Axon International, L.P.
	CHECK THE APPROPRIATE <input checked="" type="checkbox"/> x
2	BOX IF A MEMBER OF (b) " A GROUP
3	SEC USE ONLY SOURCE OF FUNDS
4	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING
5	IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
6	Cayman Islands
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	SOLE VOTING POWER
	0 SHARED VOTING POWER
8	17,352,944 shares of Common Stock
	SOLE DISPOSITIVE POWER
9	
	0 SHARED DISPOSITIVE
10	

POWER

17,352,944  
shares of  
Common Stock

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

17,352,944 shares of  
Common Stock

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

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

14 3.5%  
TYPE OF REPORTING  
PERSON

PN

	NAME OF REPORTING PERSON
1	TPG-Axon International GP, LLC
	CHECK THE APPROPRIATE <input checked="" type="checkbox"/> x
2	BOX IF A MEMBER OF (b) " A GROUP
3	SEC USE ONLY SOURCE OF FUNDS
4	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING
5	IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
6	Delaware
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	SOLE VOTING POWER
	0 SHARED VOTING POWER
8	17,352,944 shares of Common Stock
	SOLE DISPOSITIVE POWER
9	
	0 SHARED DISPOSITIVE
10	

POWER

17,352,944  
shares of  
Common Stock

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

12 17,352,944 shares of  
Common Stock  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..

13 EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 3.5%  
TYPE OF REPORTING  
PERSON

OO

1	NAME OF REPORTING PERSON
	Dinakar Singh LLC
2	CHECK THE APPROPRIATE <input checked="" type="checkbox"/> x BOX IF A MEMBER OF (b) A GROUP
3	SEC USE ONLY SOURCE OF FUNDS
4	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
5	CITIZENSHIP OR PLACE OF ORGANIZATION
6	Delaware
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	SOLE VOTING POWER
	0
8	SHARED VOTING POWER
	33,000,000 shares of Common Stock
9	SOLE DISPOSITIVE POWER
	0
10	SHARED DISPOSITIVE POWER

33,000,000  
shares of  
Common Stock

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

33,000,000 shares of  
Common Stock  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
12 ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES  
13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

6.7%  
14 TYPE OF REPORTING  
PERSON

OO



1	NAME OF REPORTING PERSON
	Dinakar Singh
2	CHECK THE APPROPRIATE <input checked="" type="checkbox"/> x BOX IF A MEMBER OF (b) A GROUP
3	SEC USE ONLY SOURCE OF FUNDS
4	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
5	CITIZENSHIP OR PLACE OF ORGANIZATION
6	United States
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	SOLE VOTING POWER
8	0
	SHARED VOTING POWER
9	33,000,000 shares of Common Stock
	SOLE DISPOSITIVE POWER
10	0
	SHARED DISPOSITIVE POWER

33,000,000  
shares of  
Common Stock

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

33,000,000 shares of  
Common Stock  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
12 ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES  
13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

6.7%  
14 TYPE OF REPORTING  
PERSON

IN

1	NAME OF REPORTING PERSON
	Stephen C. Beasley
2	CHECK THE APPROPRIATE <input checked="" type="checkbox"/> x BOX IF A MEMBER OF (b) A GROUP
3	SEC USE ONLY SOURCE OF FUNDS
4	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
5	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
6	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
7	SOLE VOTING POWER
8	3,000 shares of Common Stock SHARED VOTING POWER
9	0 SOLE DISPOSITIVE POWER
10	3,000 shares of Common Stock SHARED DISPOSITIVE POWER

	0
	AGGREGATE
	AMOUNT
	BENEFICIALLY
11	OWNED BY EACH
	PERSON
	3,000 shares of Common
	Stock
	CHECK IF THE
	AGGREGATE
	AMOUNT IN
12	ROW (11) ..
	EXCLUDES
	CERTAIN
	SHARES
	PERCENT OF CLASS
13	REPRESENTED BY
	AMOUNT IN ROW (11)
	0.0%
	TYPE OF REPORTING
14	PERSON
	IN

CUSIP No. 8007T101 SCHEDULE 13D/A Page 11 of 17 Pages

This Amendment No. 2 ("Amendment No. 2") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on November 13, 2012 (the "Original Schedule 13D") and Amendment No. 1 to the Original Schedule 13D, filed on November 30, 2012 ("Amendment No. 1" and together with the Original Schedule 13D and this Amendment No. 2, the "Schedule 13D"), with respect to the common stock, par value \$0.001 per share (the "Common Stock"), of SandRidge Energy, Inc., a Delaware corporation (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 2 have the meanings set forth in the Schedule 13D. This Amendment No. 2 amends Items 2, 3, 4, 5, 6 and 7 as set forth below.

## Item 2. IDENTITY AND BACKGROUND

Paragraphs (a), (b), (c) and (f) of Item 2 of the Schedule 13D are hereby amended and restated in their entirety as follows:

(a) This Schedule 13D is filed by: (i) TPG-Axon Management LP, a Delaware limited partnership ("TPG-Axon Management"); (ii) TPG-Axon Partners GP, L.P., a Delaware limited partnership ("PartnersGP"); (iii) TPG-Axon GP, LLC, a Delaware limited liability company ("GPLLC"); (iv) TPG-Axon Partners, LP, a Delaware limited partnership ("TPG-Axon Domestic"); (v) TPG-Axon International, L.P., a Cayman Islands exempted limited partnership ("TPG-Axon International"); (vi) TPG-Axon International GP, LLC, a Delaware limited liability company ("InternationalGP"); (vii) Dinakar Singh LLC, a Delaware limited liability company ("Singh LLC"); (viii) Dinakar Singh, a United States citizen ("Mr. Singh" and together with TPG-Axon Management, PartnersGP, GPLLC, TPG-Axon Domestic, TPG-Axon International, InternationalGP and Singh LLC, "TPG-Axon"); and (ix) Stephen C. Beasley, a United States citizen ("Mr. Beasley").

The foregoing persons are sometimes collectively referred to herein as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are based on the information and belief of the Reporting Persons. References herein to the "Shares" are to the shares of Common Stock being reported herein by the Reporting Persons. The Reporting Persons are making a single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Act. The agreement among the Reporting Persons to file jointly (the "Joint Filing Agreement") is attached hereto as Exhibit 4.

TPG-Axon Management, as investment manager to TPG-Axon Domestic, TPG-Axon International and a managed account (the "Account"), has the power to direct the disposition and voting of the Shares held by TPG-Axon Domestic, TPG-Axon International and the Account. InternationalGP is the general partner of TPG-Axon International. PartnersGP is the general partner of TPG-Axon Domestic and the managing member of InternationalGP. GPLLC is the general partner of PartnersGP and TPG-Axon Management. Singh LLC is the managing member of GPLLC. Mr. Singh, an individual, is the managing member of Singh LLC and in such capacity may be deemed to control Singh LLC, GPLLC and TPG-Axon Management, and therefore may be deemed the beneficial owner of the securities held by TPG-Axon Domestic and TPG-Axon International. Each of Singh LLC, GPLLC, PartnersGP, InternationalGP and Mr. Singh disclaims beneficial ownership of all of the Shares reported in this Schedule 13D. In addition, Mr. Beasley may be deemed to be the beneficial owner of 3,000 Shares by virtue of his role as trustee of a trust for the benefit of his father. Mr. Beasley disclaims beneficial ownership of all Shares

reported in this Schedule 13D as beneficially held by TPG-Axon.

(b) The principal business address of each of the Reporting Persons (other than TPG-Axon International and Mr. Beasley) is 888 Seventh Avenue, 38th Floor, New York, New York 10019. The principal business office of TPG-Axon International is c/o Walkers Corporate Services Limited, 87 Mary Street, George Town, Grand Cayman KY1-9005, Cayman Islands. The principal business address of Mr. Beasley is 2 Eaton Court, Houston, Texas 77024.

(c) Mr. Singh is primarily engaged in the business of investment management. The principal business of TPG-Axon Management is to serve as investment manager to the investment funds TPG-Axon Domestic, TPG-Axon International and the Account, the principal business of each of which is to invest in securities. The principal business of InternationalGP is to serve as the general partner of TPG-Axon International. The principal business of PartnersGP is to serve as the general partner of TPG-Axon Domestic and the managing member of InternationalGP. The principal business of GPLLC is to serve as the general partner of PartnersGP and TPG-Axon Management. The principal business of Singh LLC is to serve as a managing member of GPLLC. The principal business of Mr. Beasley is to serve as President and Chief Executive Officer of Eaton Group, Inc., a Houston-based executive leadership and strategic investments firm.

(f) Mr. Singh and Mr. Beasley are United States citizens.

Item  
3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

TPG-Axon used approximately \$205,953,000 (including brokerage commissions) in the aggregate to purchase the Common Stock of TPG-Axon reported in this Schedule 13D. Approximately \$21,750 (including brokerage commissions) in the aggregate was used to purchase the Common Stock reported herein as beneficially owned by Mr. Beasley.

The source of the funds used to acquire the Common Stock of TPG-Axon reported herein is the working capital of TPG-Axon Domestic and TPG-Axon International and margin borrowings described in the following sentence. Such shares of Common Stock are held by TPG-Axon in commingled margin accounts, which may extend margin credit to TPG-Axon from time to time, subject to applicable federal margin regulations, stock exchange rules and credit policies. In such instances, the positions held in the margin accounts are pledged as collateral security for the repayment of debit balances in the accounts. The margin accounts bear interest at a rate based upon the broker's call rate from time to time in effect. Because other securities are held in the margin accounts, it is not possible to determine the amounts, if any, of margin used to purchase the Common Stock of TPG-Axon reported herein.

The source of the funds used to acquire the Common Stock reported herein as beneficially owned by Mr. Beasley is the funds of the family trust for which he serves as trustee and none of the funds used to purchase such Common Stock were provided through borrowings of any nature.

Item 4. PURPOSE OF TRANSACTION

Item 4 of the Schedule 13D is hereby amended and supplemented by the addition of the following:



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On December 21, 2012, the Issuer filed a Current Report on Form 8-K announcing that it had received written consents, dated December 19, 2012 (the "Initial Consent Date"), from a stockholder of record as of the December 13, 2012 record date established by the Board in connection with the Consent Solicitation relating to the proposals discussed in TPG-Axon's prior SEC filings. The Issuer stated that, as a result of its receipt of such written consents, December 19, 2012 began the 60-day period under Section 228 of the General Corporation Law of the State of Delaware during which consents in connection with the Consent Solicitation must be received in order to be considered in the determination of whether TPG-Axon's proposals are adopted.

On December 24, 2012, TPG-Axon filed a complaint against the Issuer and its directors in the Delaware Court of Chancery asserting that the Issuer's determination that the Initial Consent Date began the 60-day period for the delivery of consents in connection with the Consent Solicitation was invalid.

Also on December 24, 2012, TPG-Axon sent a letter to the Board expressing concern with the self-dealing aspects of certain past transactions between the Issuer and WCT Resources, an investment vehicle established by Mr. Ward for the benefit of his children. In addition, the letter noted the drop in the price of Common Stock following the Issuer's announcement on December 20, 2012 of its sale of certain Permian basin assets.

On December 26, 2012, TPG-Axon filed with the Securities and Exchange Commission (the "SEC") a preliminary consent statement on Schedule 14A in connection with the Consent Solicitation.

Item  
5. INTEREST IN SECURITIES OF THE ISSUER

Paragraphs (a), (b) and (c) of Item 5 of the Schedule 13D are hereby amended and restated in their entirety as follows:

(a) and (b) See the rows numbered 7, 8, 9, 10, 11 and 13 on each of the cover pages to this Schedule 13D, which are incorporated into this Item 5 by reference. As of the close of business on December 24, 2012, the Reporting Persons, collectively, may be deemed to beneficially own, in the aggregate, 33,003,000 Shares, representing approximately 6.7% of the Issuer's outstanding Common Stock. Such Shares include an aggregate of 33,000,000 Shares beneficially owned by TPG-Axon through ownership of the Shares by TPG-Axon Domestic, TPG-Axon International and the Account, representing approximately 6.7% of the Issuer's outstanding Common Stock. In addition, such Shares include an aggregate of 3,000 Shares which may be deemed to be beneficially owned by Mr. Beasley, representing approximately 0.0% of the Issuer's outstanding Common Stock. The percentages used herein and in the rest of this Schedule 13D are calculated based upon the 490,475,672 shares of Common Stock outstanding as of November 5, 2012, as reported in the Issuer's Form 10-Q for the quarterly period ended September 30, 2012 filed with the SEC on November 9, 2012.

(c) Schedule A hereto (which is incorporated by reference in this Item 5 as if restated in full herein) sets forth all transactions with respect to the Shares effected by any of the Reporting Persons since the filing of Amendment

No. 1.

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO  
SECURITIES OF THE ISSUER

Item 6 is hereby amended and supplemented by the addition of the following:

As described in Item 2 above, the Reporting Persons are parties to the Joint Filing Agreement, a copy of which is attached hereto as Exhibit 4 and is incorporated by reference herein.

Item 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit Description

4 Joint Filing Agreement, dated December 26, 2012.

**SIGNATURES**

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: December 26, 2012

**TPG-AXON MANAGEMENT LP**

By: TPG-Axon GP, LLC, general partner

/s/ Dinakar Singh

Name: Dinakar Singh

Title: Chief Executive Officer

**TPG-AXON GP, LLC**

/s/ Dinakar Singh

Name: Dinakar Singh

Title: Chief Executive Officer

**TPG-AXON PARTNERS GP, L.P.**

By: TPG-Axon GP, LLC, general partner

/s/ Dinakar Singh

Name: Dinakar Singh

Title: Chief Executive Officer

**TPG-AXON PARTNERS, LP**

By: TPG-Axon Partners GP, L.P., general partner

By: TPG-Axon GP, LLC, general partner

/s/ Dinakar Singh

Name: Dinakar Singh

Title: Chief Executive Officer

**TPG-AXON INTERNATIONAL GP, LLC**

/s/ Dinakar Singh

Name: Dinakar Singh

Title: Chief Executive Officer

**TPG-AXON INTERNATIONAL, L.P.**

By: TPG-Axon International GP, LLC, general partner

/s/ Dinakar Singh

Name: Dinakar Singh

Title: Chief Executive Officer

**DINAKAR SINGH LLC**

/s/ Dinakar Singh

Name: Dinakar Singh

Title: Managing Member

/s/ Dinakar Singh

Dinakar Singh

/s/ Stephen C. Beasley

Stephen C. Beasley

**Schedule A**

The following table sets forth all transactions with respect to the Shares effected during the past 60 days by any of the Reporting Persons. Except as otherwise noted, all such transactions in the table were effected in the open market, and the table includes commissions paid in per share prices.

**TPG-Axon Domestic**

<u>Date of Transaction</u>	<u>Shares Purchased (Sold)</u>	<u>Price per Share (\$)</u>
11/30/2012	949,000	5.8605
12/3/2012	475,605	5.9786
12/3/2012	(68,618)	6.08
12/5/2012	188,700	6.4297
12/5/2012	188,700	6.4433
12/6/2012	9,435	6.8
12/6/2012	188,700	6.5477
12/6/2012	367,965	6.7003
12/10/2012	(607,695)	6.8799

**TPG-Axon International**

<u>Date of Transaction</u>	<u>Shares Purchased (Sold)</u>	<u>Price per Share (\$)</u>
11/30/2012	1,341,250	5.8605
12/3/2012	663,251	5.9786
12/3/2012	(349,782)	6.08
12/5/2012	263,150	6.4297
12/5/2012	263,150	6.4433
12/6/2012	13,157	6.8
12/6/2012	263,150	6.5477
12/6/2012	513,142	6.7003
12/10/2012	(846,725)	6.8799

**Account**

<u>Date of Transaction</u>	<u>Shares Purchased (Sold)</u>	<u>Price per Share (\$)</u>
11/30/2012	209,750	5.8605
12/3/2012	121,359	5.9786
12/3/2012	418,400	6.08
12/5/2012	48,150	6.4297
12/5/2012	48,150	6.4433

12/6/2012	2,408	6.8
12/6/2012	93,893	6.7003
12/6/2012	48,150	6.5477
12/10/2012	(155,795)	6.8799

**Mr. Beasley**

Date of Transaction	Shares Purchased (Sold)	Price per Share (\$)
12/7/2012	3,000	7.25

ys after notice to us; and certain events of bankruptcy, insolvency and reorganization.

An event of default for a particular series of debt securities does not necessarily impact any other series of debt securities issued under the indenture. (SECTION 501)

If an event of default for any series of debt securities occurs and continues, the trustee or the holders of at least 25% of the principal amount of the debt securities of the series may declare the entire principal of all the debt securities of that series to be due and payable immediately. If this happens, subject to certain conditions, the holders of a majority of the principal amount of the debt securities of that series can rescind the declaration if there has been deposited with the trustee a sum sufficient to pay all matured installments of interest, principal and any premium. (SECTION 502)

The holders of more than 50% of the principal amount of any series of the debt securities, may, on behalf of the holders of all of the debt securities of that series, control any proceedings resulting from an event of default or waive any past default except a default in the payment of principal, interest or any premium. (SECTION 512) We are required to file an annual certificate with the trustee stating whether we are in compliance with all of the conditions and covenants under the indenture. (SECTION 704)

**Concerning the Trustee**

Within 90 days after a default occurs, the trustee must notify the holders of the debt securities of the series of all defaults known to the trustee if we have not remedied them (default is defined for this purpose to include the events of default specified above absent any grace periods or notice). If a default described in the third bullet point under Events of Default occurs, the trustee will not give notice to the holders of the series until at least 60 days after the occurrence of that default. The trustee may withhold notice to the holders of the debt securities of any default (except in the payment of principal, interest or any premium) if it in good faith believes that withholding this notice is in the interest of the holders. (SECTION 602)

Prior to an event of default, the trustee is required to perform only the specific duties stated in the indenture, and after an event of default, must exercise the same degree of care as a prudent individual would exercise in the conduct of his or her own affairs. (SECTION 601) The trustee is not required to take any action permitted by the indenture at the request of holders of the debt securities, unless those holders protect the trustee against costs, expense and liabilities. (SECTION 603) The trustee is not required to spend its own funds or become financially liable when performing its duties if it reasonably believes that it will not be adequately protected financially. (SECTION 601)



U.S. Bank National Association, the trustee, and its affiliates have commercial banking relationships with us and some of our affiliates and serves as trustee or paying agent under indentures relating to

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debt securities issued by us and some of our affiliates.

## **CLEARING AND SETTLEMENT**

The following discussion pertains to debt securities that are issued in book-entry only form.

### **The Clearing Systems**

In the event that the debt securities are issued in book-entry only form, the debt securities may be settled through DTC. In the event that the prospectus supplement to this prospectus so provides, debt securities in book-entry only form may also be settled through accounts maintained at Clearstream Banking, *société anonyme*, Luxembourg, commonly known as Clearstream, or the Euroclear System, commonly known as Euroclear. In this case, links will be established among DTC, Clearstream and Euroclear to facilitate the issuance of the debt securities and cross-market transfers of the debt securities associated with secondary market trading. DTC is linked indirectly to Clearstream and Euroclear through the depository accounts of their respective U.S. depositories.

The clearing systems have advised us as follows:

### **DTC**

DTC is a limited-purpose trust company organized under the New York Banking Law, a banking organization within the meaning of the New York Banking Law, a member of the United States Federal Reserve System, a clearing corporation within the meaning of the New York Uniform Commercial Code and a clearing agency registered under Section 17A of the Securities Exchange Act of 1934. DTC holds securities that its participants, known as DTC participants, deposit with DTC. DTC also facilitates the settlement among DTC participants of securities transactions, such as transfers and pledges, in deposited securities through computerized records for DTC participants' accounts. This eliminates the need to exchange certificates. DTC participants include securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations.

DTC's book-entry system is also used by other organizations such as securities brokers and dealers, banks and trust companies that work through a DTC participant. The rules that apply to DTC and its participants are on file with the SEC.

DTC is owned by a number of its DTC participants and by the New York Stock Exchange, Inc., The American Stock Exchange, Inc. and the National Association of Securities Dealers, Inc.

Upon receipt of any payment of principal or interest, DTC will credit DTC participants' accounts on the payment date according to their respective holdings of beneficial interests in the global securities as shown on DTC's records. In addition, it is DTC's current practice to assign any consenting or voting rights to DTC participants whose accounts are credited with securities on a record date, by using an omnibus proxy. Payments by DTC participants to owners of beneficial interests in the global securities, and voting by DTC participants, will be governed by the customary practices between the DTC participants and owners of beneficial interests, as is the case with securities held for the account of customers registered in street name. However, these payments will be the responsibility of the DTC participants and not of DTC, the trustee, or us.

### ***Clearstream***

Clearstream is incorporated under the laws of Luxembourg as a professional depository. Clearstream holds securities for its participating organizations, known as Clearstream participants, and facilitates the clearance and settlement of

securities transactions between Clearstream participants through electronic book-entry changes in accounts of Clearstream participants, eliminating the need for physical movement of certificates. Clearstream provides to Clearstream participants, among other things, services for safekeeping, administration, clearance and settlement of internationally traded securities and securities lending and borrowing. Clearstream interfaces with domestic markets in several countries. As a professional depository, Clearstream is subject to regulation by the Luxembourg Monetary Institute. Clearstream participants are recognized financial institutions around the world, including underwriters, securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations and may include the underwriters. Indirect access to Clearstream is also available to others, such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a Clearstream participant either directly or indirectly.

Distributions with respect to debt securities held beneficially through Clearstream will be credited to

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cash accounts of Clearstream participants in accordance with its rules and procedures, to the extent received by the U.S. depositary for Clearstream.

### ***Euroclear***

Euroclear was created in 1968 to hold securities for its participants, known as Euroclear participants, and to clear and settle transactions between Euroclear participants and between Euroclear participants and participants of certain other securities intermediaries through simultaneous electronic book-entry delivery against payment, eliminating the need for physical movement of certificates and any risk from lack of simultaneous transfers of securities and cash. Euroclear is owned by Euroclear Clearance System Public Limited Company and operated through a license agreement by Euroclear Bank S.A./N.V., known as the Euroclear operator. The Euroclear operator provides Euroclear participants, among other things, with safekeeping, administration, clearance and settlement, securities lending and borrowing and related services. Euroclear participants include banks (including central banks), securities brokers and dealers and other professional financial intermediaries and may include the underwriters.

Indirect access to Euroclear is also available to others that clear through or maintain a custodial relationship with a Euroclear participant, either directly or indirectly.

The Euroclear operator is regulated and examined by the Belgian Banking and Finance Commission.

Securities clearance accounts and cash accounts with the Euroclear Operator are governed by the Terms and Conditions Governing Use of Euroclear and the related Operating Procedures of the Euroclear System, and applicable Belgian law, collectively referred to as the terms and conditions. The terms and conditions govern transfers of securities and cash within Euroclear, withdrawals of securities and cash from Euroclear, and receipts of payments with respect to securities in Euroclear. All securities in Euroclear are held on a fungible basis without attribution of specific certificates to specific securities clearance accounts. The Euroclear operator acts under the terms and conditions only on behalf of Euroclear participants, and has no record of or relationship with persons holding through Euroclear participants.

Distributions with respect to debt securities held beneficially through Euroclear will be credited to the cash accounts of Euroclear participants in accordance with the terms and conditions, to the extent received by the U.S. depositary for Euroclear.

### **Global Clearance and Settlement Procedures**

Initial settlement for the debt securities will be made in same-day funds. Secondary market trading between DTC participants will occur in the ordinary way in accordance with DTC rules and will be settled in same-day funds using DTC's Same-Day Funds Settlement System. In the event that the prospectus supplement to this prospectus provides that the debt securities may also be settled through Clearstream and Euroclear, secondary market trading between Clearstream participants and/or Euroclear participants will occur in the ordinary way in accordance with the applicable rules and operating procedures of Clearstream and Euroclear and will be settled using the procedures applicable to conventional eurobonds in same-day funds.

Cross-market transfers between persons holding directly or indirectly through DTC participants, on the one hand, and directly or indirectly through Clearstream or Euroclear participants, on the other, will be effected in DTC in accordance with DTC rules on behalf of the European international clearing system by its U.S. depositary; however, these cross-market transactions will require delivery of instructions to the European international clearing system by the counterparty in that system in accordance with its rules and procedures and within its established deadlines (European time). The European international clearing system will, if a transaction meets its settlement requirements,

deliver instructions to its U.S. depository to take action to effect final settlement on its behalf by delivering or receiving debt securities in DTC, and making or receiving payment in accordance with normal procedures for settlement in DTC. Clearstream participants and Euroclear participants may not deliver instructions directly to their respective U.S. depository.

Because of time-zone differences, credits of debt securities received in Clearstream or Euroclear as a result of a transaction with a DTC participant will be made during subsequent securities settlement processing and dated the business day following the DTC settlement date. The credits or any transactions in the debt securities settled during this processing will be reported to the Clearstream or Euroclear participants on the same business day. Cash received

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in Clearstream or Euroclear as a result of sales of the debt securities by or through a Clearstream participant or a Euroclear participant to a DTC participant will be received with value on the DTC settlement date but will be available in the Clearstream or Euroclear cash account only as of the business day following settlement in DTC.

Although DTC, Clearstream and Euroclear are expected to follow these procedures in order to facilitate transfers of the debt securities among participants of DTC, Clearstream and Euroclear, they will be under no obligation to perform or continue to perform these procedures and these procedures may be changed or discontinued at any time.

## **EXPERTS**

The consolidated financial statements of Verizon Communications incorporated by reference in Verizon Communications Annual Report (Form 10-K) for the year ended December 31, 2006 (including the schedule appearing therein), and Verizon Communications management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2006 incorporated by reference therein, have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their reports thereon incorporated by reference therein, and incorporated herein by reference. Such consolidated financial statements and management's assessment have been incorporated herein by reference in reliance upon such reports given on the authority of such firm as experts in accounting and auditing.

## **LEGAL MATTERS**

William P. Barr, Executive Vice President and General Counsel of Verizon Communications, will issue an opinion about the validity of the common stock, the preferred stock and the debt securities. As of January 31, 2008, Mr. Barr beneficially owned approximately 14,199 shares of Verizon Communications common stock and had options to purchase an aggregate of 1,273,917 shares of Verizon Communications common stock within the next 60 days.

Milbank, Tweed, Hadley & McCloy LLP of New York, New York will issue an opinion on certain legal matters for the agents or underwriters. Milbank, Tweed, Hadley & McCloy LLP from time to time represents Verizon Communications and its affiliates in connection with matters unrelated to the offering of the securities.

## **PLAN OF DISTRIBUTION**

We may sell any of the securities:

through underwriters or dealers;

through agents; or

directly to one or more purchasers.

The prospectus supplement or pricing supplement will include:

the initial public offering price;

the names of any underwriters, dealers or agents;

the purchase price of the securities;

our proceeds from the sale of the securities;

any underwriting discounts or agency fees and other underwriters' or agents' compensation;

any discounts or concessions allowed or reallocated or paid to dealers; and

any option by the underwriters to purchase additional securities.

If underwriters are used in the sale, they will buy the securities for their own account. The underwriters may then resell the securities in one or more transactions, at any time or times, at a fixed public offering price or at varying prices.

This prospectus should not be considered an offer of the securities in states where prohibited by law.

If there is a default by one or more of the underwriters affecting 10% or less of the total number of shares of capital stock or principal amount of debt securities offered, the non-defaulting underwriters must purchase the securities agreed to be purchased by the defaulting underwriters. If the default affects more than 10% of the total number of shares of capital stock or principal amount of the debt

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securities, we may, at our option, sell less than all the securities offered.

Underwriters and agents that participate in the distribution of the securities may be underwriters as defined in the Securities Act of 1933. Any discounts or commission that we pay them and any profit that they receive from the resale of the securities by them may be treated as underwriting discounts and commissions under the Securities Act of 1933. We may have agreements with underwriters, dealers and agents to indemnify them against certain civil liabilities, including liabilities under the Securities Act of 1933, or to contribute with respect to payments which they may be required to make.

Underwriters and agents may be customers of us or our affiliates, may engage in transactions with us or our affiliates or perform services for us or our affiliates in the ordinary course of business.



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\$

**Verizon Communications Inc.**

\$ % Notes due 2013

\$ % Notes due 2018

\$ % Notes due 2038

**PROSPECTUS SUPPLEMENT**

**February , 2008**

**Credit Suisse**

**Goldman, Sachs & Co.**

**Barclays Capital**

*Joint Book-Running Managers (Notes due 2013)*

**JPMorgan**

*Joint Book-Running Managers (Notes due 2018)*

**JPMorgan**

*Joint Book-Running Managers (Notes due 2038)*

**Citi**

**RBS Greenwich Capital**

**UBS Investment Bank**

**JPMorgan**