

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

**FORM S-8**

**REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

**Bonanza Creek Energy, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**61-1630631**  
(I.R.S. Employer Identification No.)

**410 17th Street, Suite 1400, Denver, Colorado 80202**  
(Address of Principal Executive Offices) (Zip Code)

**Non-Plan Inducement Awards of Restricted Stock Units**  
(Full title of the plan)

**Cyrus D. Marter IV**  
**410 17th Street, Suite 1400**  
**Denver, Colorado 80202**  
**(720) 440-6100**  
(Name, address and telephone number,  
including area code, of agent for service)

**Copies of all communications, including communications sent to agent for service, should be sent to:**

**Matthew R. Pacey, P.C.**  
**Michael P. Fisherman**  
Kirkland & Ellis LLP  
609 Main Street, 45th Floor  
Houston, Texas 77002  
(713) 836-3600

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>		Smaller reporting company	<input type="checkbox"/>
			Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be Registered (1)	Proposed maximum offering price per share (3)	Proposed maximum aggregate offering price (3)	Amount of registration fee
Common stock, par value \$0.01 per share	170,613(2)	\$ 23.74	\$ 4,050,352.62	\$ 490.91

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers an indeterminate amount of shares of common stock to be offered or sold pursuant to the employee benefit plan described herein by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Common Stock.
- (2) Represents shares of the Registrant's common stock issuable pursuant to certain Non-Plan Inducement Awards of Restricted Stock Units.
- (3) Estimated solely for the purposes of determining the amount of the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 under the Securities Act, on the basis of the average of the high and low sale prices for the Common Stock as reported on the New York Stock Exchange on January 28, 2019, which is a date within five business days prior to filing.

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#### EXPLANATORY NOTE

To induce Eric Greager to accept employment as President and Chief Executive Officer of Bonanza Creek Energy, Inc. (the “Company”) and to compensate Mr. Greager for forfeited equity compensation from his former employer, the Company granted an award of restricted stock units (“RSUs”), with a grant-date fair value equal to \$4,000,000, which equated to 147,275 RSUs (the “Greager RSUs”). The Greager RSUs will vest in 20% increments on each of the first through fifth anniversaries of the grant date, subject to Mr. Greager’s continued employment with the Company through such date; and will vest in full upon certain qualifying terminations of employment.

To induce Brant H. DeMuth to accept employment as Executive Vice President and Chief Financial Officer of the Company and to compensate Mr. DeMuth for forfeited equity compensation from his former employer, the Company granted an award of restricted stock units, with a grant-date fair value equal to \$650,000, which equated to 23,338 RSUs (the “DeMuth RSUs” and, together with the Greager RSUs, the “Inducement RSUs”). The DeMuth RSUs will vest in 20% increments on each of the first through fifth anniversaries of the grant date, subject to Mr. DeMuth’s continued employment with the Company through such date; and will vest in full upon certain qualifying terminations of employment.

This Registration Statement registers shares of the Common Stock that may be issued upon the settlement of the Inducement RSUs.

**PART I**  
**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**Item 1. Plan Information**

Information required to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), and the Note to Part I of Form S-8.

**Item 2. Registrant Information and Employee Plan Annual Information.**

Information required to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, Company hereby incorporates by reference into this Registration Statement the following documents, which have been filed by the Company with the Commission:

- a) the Company's Annual Report on Form 10-K for the year ended December 31, 2017;
- b) the Company's Quarterly Report on Form 10-Q for the quarters ended March 31, 2018, June 30, 2018 and September 30, 2018;
- c) the Company's Current Reports on Form 8-K filed on April 5, 2018, April 13, 2018, May 11, 2018, May 22, 2018, June 5, 2018, June 8, 2018, August 7, 2018, November 13, 2018, November 30, 2018 and December 10, 2018; and
- d) the description of the Common Stock of the Company contained in the Company's Registration Statement on Form 8-A, filed with the Commission on April 28, 2017, pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended, including any amendment or report filed for the purpose of updating such description.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, all documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, and all reports on Form 8-K subsequent to the date hereof and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, shall also be deemed to be incorporated herein by reference and to be a part hereof from the dates of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated herein by reference modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Our third amended and restated certificate of incorporation provides that a director will not be liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of the director's duty of loyalty to the Company or its stockholders, (2) for acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of the law, (3) under Section 174 of the DGCL for unlawful payment of dividends or improper redemption of stock or (4) for any transaction from which the director derived an improper personal benefit. In addition, if the DGCL is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Company will be limited to the fullest extent permitted by the amended DGCL.

Section 145 of the DGCL provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement in connection with specified actions, suits and proceedings whether civil, criminal, administrative, or investigative, other than a derivative action by or in the right of the corporation, if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. A similar standard is applicable in the case of derivative actions, except that indemnification extends only to expenses, including attorneys' fees, incurred in connection with the defense or settlement of such action and the statute requires court approval before there can be any indemnification where the person seeking indemnification has been found liable to the corporation. The statute provides that it is not exclusive of other indemnification that may be granted by a corporation's certificate of incorporation, bylaws, disinterested director vote, stockholder vote, agreement or otherwise.

Our third amended and restated certificate of incorporation contains indemnification rights for our directors and our officers. Additionally, our fourth amended and restated bylaws provides that we will indemnify and advance expenses to any officer or director to the fullest extent authorized by the DGCL and that persons who are not directors or officers may be similarly indemnified for service to the Company to the extent authorized by our board of directors.

We have obtained directors' and officers' insurance to cover our directors, officers and some of our employees for certain liabilities. Further, we have entered into written indemnity agreements with our directors and executive officers. Under these agreements, if a director or officer makes a claim of indemnification to us, either a majority of the independent directors or independent legal counsel selected by the independent directors will review the relevant facts and make a determination regarding whether the officer or director has met the standards of conduct under Delaware law that would permit (under Delaware law) and require (under the indemnity agreement) us to indemnify the officer or director.

Any underwriting agreement that the Registrant may enter into in connection with the sale of any securities registered hereunder, may provide for indemnification of directors and certain officers of the Registrant by the underwriters against certain liabilities. To the extent that the Registrant enters into any such underwriting agreement, the Registrant will file it as an exhibit to a Current Report on Form 8-K, which will be incorporated by reference into this registration statement.

The foregoing is only a general summary of certain aspects of Delaware law, our third amended and restated certificate of incorporation and our fourth amended and restated bylaws dealing with indemnification of directors and officers, and does not purport to be complete. It is qualified in its entirety by reference to the detailed provisions of Section 145 of the DGCL, our third amended and restated certificate of incorporation and fourth amended and restated bylaws.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

## Item 8. Exhibits.

The exhibits listed in the accompany Exhibit Index are filed as part of this Registration Statement.

<u>Exhibit</u>	<u>Description</u>
4.1	<a href="#"><u>Third Amended and Restated Certificate of Incorporation of Bonanza Creek Energy, Inc., filed with the Secretary of State of the State of Delaware on April 28, 2017 (incorporated by reference to Exhibit 3.1 to the Registrant's registration statement on Form 8-A filed on April 28, 2017)</u></a>
4.2	<a href="#"><u>Fourth Amended and Restated Bylaws of Bonanza Creek Energy, Inc. (incorporated by reference to Exhibit 3.2 to the Registrant's registration statement on Form 8-A filed on April 28, 2017)</u></a>
5.1*	<a href="#"><u>Opinion of Kirkland &amp; Ellis LLP as to the legality of the securities being registered</u></a>
23.1*	<a href="#"><u>Consent of Grant Thornton LLP</u></a>
23.2*	<a href="#"><u>Consent of Hein &amp; Associates LLP</u></a>
23.3*	<a href="#"><u>Consent of Independent Petroleum Engineers, Netherland, Sewell &amp; Associates, Inc.</u></a>
23.4*	<a href="#"><u>Consent of Kirkland &amp; Ellis LLP (contained in Exhibit 5.1)</u></a>
24.1*	<a href="#"><u>Powers of Attorney (included on the signature page of this Registration Statement)</u></a>

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\* Filed or furnished herewith.

## Item 9. Undertakings.

- a) The undersigned Registrant hereby undertakes:
- To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
    - To include any prospectus required by Section 10(a)(3) of the Securities Act;
    - To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and
    - To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;  
*provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference into this Registration Statement.
  - That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado on January 30, 2019.

**BONANZA CREEK ENERGY, INC.**

By: /s/ Eric T. Greager  
Eric T. Greager  
*President and Chief Executive Officer*

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Brant H. DeMuth and Cyrus D. Marter IV, and each of them severally, each of whom may act without the joinder of the other, as his true and lawful attorney-in-fact and agents, with full power of substitution and re-substitution, for him and on his behalf and in his name, place and stead, in any and all capacities, to execute any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, including, without limitation, additional registration statements filed pursuant to Rule 462(b) under the Securities Act, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same, as fully and to all intents and purposes as he might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or his or their substitute or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons on January 30, 2019 in the capacities indicated.

<u>Signature</u>	<u>Title</u>
<u>/s/ Eric T. Greager</u> Eric T. Greager	President, Chief Executive Officer and Director (principal executive officer)
<u>/s/ Brant H. DeMuth</u> Brant H. DeMuth	Executive Vice President and Chief Financial Officer (principal financial officer)
<u>/s/ Sandra K. Garbiso</u> Sandra K. Garbiso	Vice President and Chief Accounting Officer (principal accounting officer)
<u>/s/ Jack E. Vaughn</u> Jack E. Vaughn	Director
<u>/s/ Paul Keglevic</u> Paul Keglevic	Director
<u>/s/ Brian Steck</u> Brian Steck	Director
<u>/s/ Thomas B. Tyree</u> Thomas B. Tyree	Director
<u>/s/ Scott D. Vogel</u> Scott D. Vogel	Director
<u>/s/ Jeffrey E. Wojahn</u> Jeffrey E. Wojahn	Director

**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

609 Main Street  
Houston, TX 77002  
United States

+1 713 836 3600

www.kirkland.com

January 30, 2019

Facsimile:  
+1 713 836 3601

Bonanza Creek Energy, Inc.  
410 17th Street, Suite 1400  
Denver, Colorado 80202

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We are issuing this opinion letter in our capacity as special counsel for Bonanza Creek Energy, Inc., a Delaware corporation (the “Company”), and have acted as such in connection with the preparation of a Registration Statement on Form S-8 (the “Registration Statement”) filed with the U.S. Securities and Exchange Commission on the date hereof. The Registration Statement relates to the registration of the offer and sale by the Company under the Securities Act of 1933, as amended (the “Securities Act”), of an aggregate of 170,613 shares of the Company’s common stock, par value \$0.01 per share (the “Common Shares”), subject to issuance by the Company upon the vesting of restricted stock units granted pursuant to certain Restricted Stock Unit Agreements by and between the Company and each of Eric T. Greager and Brant H. DeMuth (together, the “RSU Agreements”).

In connection with the opinion expressed herein, we have reviewed such corporate records, certificates and other documents and such questions of law as we have deemed necessary or appropriate for the purposes of this opinion. We have assumed that all signatures are genuine, that all documents submitted to us as originals are authentic and that all copies of documents submitted to us conform to the originals.

For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto other than the Company, and the due authorization, execution and delivery of all documents by the parties thereto other than the Company. As to any facts material to the opinions expressed herein that we have not independently established or verified, we have relied upon statements and representations of officers and other representatives of the Company.

Beijing Boston Chicago Dallas Hong Kong London Los Angeles Munich New York Palo Alto San Francisco Shanghai Washington, D.C.

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Our opinion expressed below is subject to the qualifications that we express no opinion as to the applicability of, compliance with, or effect of (i) any bankruptcy, insolvency, reorganization, fraudulent transfer, fraudulent conveyance, moratorium or other similar law affecting the enforcement of creditors' rights generally, (ii) general principals of equity (regardless of whether enforcement is considered in a proceeding in equity or at law) and (iii) public policy considerations that may limit the rights of parties to obtain certain remedies.

Based upon the foregoing, we are of the opinion that the Common Shares have been duly authorized and that the Common Shares, when duly issued in accordance with the terms of the RSU Agreements, will be validly issued, fully paid and non-assessable.

The foregoing opinion is limited in all respects to the General Corporation Law of the State of Delaware (including the applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting these laws) and the federal securities laws of the United States of America. We do not express any opinion herein on the laws of any other jurisdiction.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. This opinion speaks only as of the date hereof and we assume no obligation to revise or supplement this opinion.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the reference to Kirkland & Ellis LLP in the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Kirkland & Ellis LLP

KIRKLAND & ELLIS LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated March 14, 2018 with respect to the consolidated financial statements and internal control over financial reporting of Bonanza Creek Energy, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2017, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement.

/s/ GRANT THORNTON LLP

Oklahoma City, Oklahoma  
January 30, 2019

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Bonanza Creek Energy, Inc. of our report dated March 15, 2017, relating to our audit of the consolidated financial statements of Bonanza Creek Energy, Inc., appearing in the Prospectus, which is a part of this Registration Statement.

Our report dated March 15, 2017 contains an explanatory paragraph that states that the Company suffered a significant deterioration in liquidity during 2016 and filed for bankruptcy under Chapter 11 of the Bankruptcy Code on January 4, 2017, which raises substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Hein & Associates LLP

Denver, Colorado  
January 30, 2019

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CONSENT OF INDEPENDENT PETROLEUM ENGINEERS AND GEOLOGISTS

As independent petroleum engineers, we hereby consent to the inclusion of information included or incorporated by reference in this Registration Statement on Form S-8 of Bonanza Creek Energy, Inc. (the "Company") with respect to the information from our firm's reserves report dated January 24, 2018, which sets forth our estimates of reserves and revenue to the Company's interest in certain oil and gas properties, as of December 31, 2017, and in reliance upon the authority of this firm as experts in petroleum engineering. We hereby further consent to the reference to this firm under the heading "Experts" in such Registration Statement.

**NETHERLAND, SEWELL & ASSOCIATES, INC.**

By: /s/ C.H. (Scott) Rees III  
C.H. (Scott) Rees III, P.E.  
Chairman and Chief Executive Officer

Dallas, Texas  
January 30, 2019

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