

SANDRIDGE ENERGY INC  
Form SC 13G  
December 17, 2014

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G

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

SandRidge  
Energy, Inc.  
(Name of  
Issuer)

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

8007T101  
(CUSIP  
Number)

December 17,  
2014<sup>[1]</sup>  
(Date of Event  
Which Requires  
Filing of This  
Statement)

Check the  
appropriate box  
to designate the  
rule pursuant to  
which this

Schedule is  
filed:

- ý Rule 13d-1(b)
- ¨ Rule 13d-1(c)
- ¨ Rule 13d-1(d)

(Page 1 of 18  
Pages)

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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 the disclosures provided in a prior cover page.

The information required in 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).

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[1] The Reporting Persons are making this filing voluntarily because, while their aggregate beneficial ownership of Common Stock does not exceed 5% of the outstanding Common Stock, they have economic exposure to approximately 6.5% of the outstanding Common Stock as a result of the Basket Swap Agreement (as defined and discussed in Item 4 of this Schedule 13G). This filing is being made for informational purposes only and not because the Reporting Persons are required to do so pursuant to Section 13 of the Act.

|          |  |
|----------|--|
| <b>1</b> | NAME OF REPORTING PERSON   |
|          | TPG-Axon Management LP   |
| <b>2</b> | CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP             |
| <b>3</b> | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION                  |
|          | Delaware   |
| <b>5</b> | SOLE VOTING POWER  |
|          | 0 SHARED VOTING POWER  |
| <b>6</b> | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: |
|          | 20,224,001 shares of Common Stock                                  |
| <b>7</b> | SOLE DISPOSITIVE POWER   |
|          | 0 SHARED DISPOSITIVE POWER   |
| <b>8</b> | 20,224,001 shares of Common Stock                                  |
| <b>9</b> | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING              |

PERSON

20,224,001 shares of  
Common Stock (see  
Item 4)

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

**10**

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

**11**

AMOUNT IN ROW

(9)

4.1% (see Item 4)

TYPE OF

REPORTING

**12**

PERSON

PN

|          |   |
|----------|---|
| <b>1</b> | NAME OF REPORTING PERSON  |
|          | TPG-Axon Partners<br>GP, L.P.<br>CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP |
| <b>2</b> | SEC USE ONLY  |
| <b>3</b> | CITIZENSHIP OR PLACE OF ORGANIZATION  |
|          | Delaware  |
| <b>5</b> | SOLE VOTING POWER   |
|          | 0 SHARED VOTING POWER   |
| <b>6</b> | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:                      |
|          | 16,428,799 shares of Common Stock   |
| <b>7</b> | SOLE DISPOSITIVE POWER  |
|          | 0 SHARED DISPOSITIVE POWER  |
| <b>8</b> | 16,428,799 shares of Common Stock   |
| <b>9</b> | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING                                   |

PERSON

16,428,799 shares of  
Common Stock (see  
Item 4)

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

**10**

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

**11**

AMOUNT IN ROW

(9)

3.3% (see Item 4)

TYPE OF

REPORTING

**12**

PERSON

PN

|  |  |
|--|--|
| <b>1</b>   | NAME OF REPORTING PERSON   |
| <b>2</b>   | TPG-Axon GP, LLC<br>CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP |
| <b>3</b>   | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION                          |
| <b>4</b>   | Delaware   |
| <b>5</b>   | SOLE VOTING POWER  |
| <b>6</b>   | 0 SHARED VOTING POWER  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 20,224,001 shares of Common Stock  |
| <b>7</b>   | SOLE DISPOSITIVE POWER   |
| <b>8</b>   | 0 SHARED DISPOSITIVE POWER   |
| <b>9</b>   | 20,224,001 shares of Common Stock  |
| <b>9</b>   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON               |

20,224,001 shares of  
Common Stock (see  
Item 4)

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

**10**

REPRESENTED BY  
AMOUNT IN ROW  
(9)

**11**

4.1% (see Item 4)  
TYPE OF  
REPORTING  
PERSON

**12**

OO

|          |  |
|----------|--|
| <b>1</b> | NAME OF REPORTING PERSON   |
|          | TPG-Axon International, L.P.                                       |
| <b>2</b> | CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP             |
| <b>3</b> | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION                  |
|          | Cayman Islands   |
| <b>5</b> | SOLE VOTING POWER  |
|          | 0 SHARED VOTING POWER  |
| <b>6</b> | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: |
|          | 16,428,799 shares of Common Stock                                  |
| <b>7</b> | SOLE DISPOSITIVE POWER   |
|          | 0 SHARED DISPOSITIVE POWER   |
| <b>8</b> | 16,428,799 shares of Common Stock                                  |
| <b>9</b> | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING              |

PERSON

16,428,799 shares of  
Common Stock (see  
Item 4)

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

**10**

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

**11**

AMOUNT IN ROW

(9)

3.3% (see Item 4)

TYPE OF

REPORTING

**12**

PERSON

PN

|          |  |
|----------|--|
| <b>1</b> | NAME OF REPORTING PERSON   |
|          | TPG-Axon International GP, LLC                                     |
| <b>2</b> | CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP             |
| <b>3</b> | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION                  |
|          | Delaware   |
| <b>5</b> | SOLE VOTING POWER  |
|          | 0 SHARED VOTING POWER  |
| <b>6</b> | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: |
|          | 16,428,799 shares of Common Stock                                  |
| <b>7</b> | SOLE DISPOSITIVE POWER   |
|          | 0 SHARED DISPOSITIVE POWER   |
| <b>8</b> | 16,428,799 shares of Common Stock                                  |
| <b>9</b> | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING              |

PERSON

16,428,799 shares of  
Common Stock (see  
Item 4)

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

**10**

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

**11**

AMOUNT IN ROW

(9)

3.3% (see Item 4)

TYPE OF

REPORTING

**12**

PERSON

OO

|  |   |
|--|---|
| <b>1</b>   | NAME OF REPORTING PERSON  |
| <b>2</b>   | Dinakar Singh LLC<br>CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP |
| <b>3</b>   | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION                           |
| <b>4</b>   | Delaware  |
| <b>5</b>   | SOLE VOTING POWER   |
| <b>6</b>   | 0 SHARED VOTING POWER   |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 20,224,001 shares of Common Stock   |
| <b>7</b>   | SOLE DISPOSITIVE POWER  |
| <b>8</b>   | 0 SHARED DISPOSITIVE POWER  |
| <b>9</b>   | 20,224,001 shares of Common Stock   |
| <b>9</b>   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                |

20,224,001 shares of  
Common Stock (see  
Item 4)

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

**10**

REPRESENTED BY  
AMOUNT IN ROW  
(9)

**11**

4.1% (see Item 4)  
TYPE OF  
REPORTING  
PERSON

**12**

OO

|          |  |
|----------|--|
| <b>1</b> | NAME OF REPORTING PERSON   |
|          | Dinakar Singh  |
| <b>2</b> | CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP             |
| <b>3</b> | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION                  |
|          | United States  |
| <b>5</b> | SOLE VOTING POWER  |
|          | 0  |
|          | SHARED VOTING POWER  |
| <b>6</b> | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: |
|          | 20,224,001 shares of Common Stock                                  |
| <b>7</b> | SOLE DISPOSITIVE POWER   |
|          | 0  |
|          | SHARED DISPOSITIVE POWER   |
| <b>8</b> | 20,224,001 shares of Common Stock                                  |
| <b>9</b> | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON       |

20,224,001 shares of  
Common Stock (see  
Item 4)

**10** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
**11** REPRESENTED BY  
AMOUNT IN ROW  
(9)

4.1% (see Item 4)  
TYPE OF  
REPORTING  
**12** PERSON

IN

**Item 1(a). NAME OF ISSUER**

SandRidge Energy, Inc. (the "Issuer")

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

123 Robert S. Kerr Avenue, Oklahoma City, Oklahoma 73102

**Item 2(a). NAME OF PERSON FILING**

This Statement is filed by each of the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons":

(i) TPG-Axon Management LP ("TPG-Axon Management"), a Delaware limited partnership, with respect to the shares of Common Stock reported in this Schedule 13G held by TPG-Axon International, L.P. ("TPG-Axon International") and a managed account (the "Account" and together with TPG-Axon International, the "Funds");

(ii) TPG-Axon Partners GP, L.P. ("PartnersGP"), a Delaware limited partnership, which serves as the managing member of InternationalGP, with respect to the shares of Common Stock reported in this Schedule 13G managed by TPG-Axon Management and held by TPG-Axon International;

(iii) TPG-Axon GP, LLC ("GPLLC"), a Delaware limited liability company, which serves as the general partner of TPG-Axon Management and PartnersGP, with respect to the shares of Common Stock reported in this Schedule 13G managed by TPG-Axon Management and held by the Funds;

(iv) TPG-Axon International, a Cayman Islands exempted limited partnership, with respect to the shares of Common Stock reported in this Schedule 13G directly held by it;

(v) TPG-Axon International GP, LLC ("InternationalGP"), a Delaware limited liability company, which serves as the general partner of TPG-Axon International, with respect to the shares of Common Stock reported in this Schedule 13G managed by TPG-Axon Management and held by TPG-Axon International;

(vi) Dinakar Singh LLC ("Singh LLC"), a Delaware limited liability company, which serves as the managing member of GPLLC, with respect to the shares of Common Stock reported in this Schedule 13G managed by TPG-Axon Management and held by the Funds; and

(vii) Dinakar Singh ("Mr. Singh"), an individual who serves as the managing member of Singh LLC, with respect to the shares of Common Stock reported in this Schedule 13G managed by TPG-Axon Management and held by the Funds.

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

All Reporting Persons, except TPG-Axon International:

888 Seventh Avenue

38<sup>th</sup> Floor

New York, NY 10019

TPG-Axon International:

c/o Maples Corporate Services Limited

PO Box 309, Ugland House

Grand Cayman KY1-1104

Cayman Islands

**Item 2(c). CITIZENSHIP**

Delaware (all, except TPG-Axon International and Mr. Singh); TPG-Axon International: Cayman Islands; Mr. Singh is a United States citizen.

**Item 2(d). TITLE OF CLASS OF SECURITIES**

Common Stock, par value \$0.001 per share (the "Common Stock")

**Item 2(e). CUSIP NUMBER**

8007T101

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;

- (d) Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

- (i) ..A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) "A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k)"Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: \_\_\_\_\_

**Item**  
**4. OWNERSHIP**

TPG-Axon Management, as investment manager to the Funds has the power to direct the disposition and voting of the shares of Common Stock held by the Funds. InternationalGP is the general partner of TPG-Axon International. PartnersGP is 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 the Funds.

Each of Singh LLC, GPLLC, PartnersGP, InternationalGP, and Mr. Singh disclaim beneficial ownership of all of the shares of Common Stock reported in this Schedule 13G.

Percentages used in this Schedule 13G are calculated based upon 490,527,381 shares of Common Stock outstanding, which was calculated by subtracting the 3,500,000 aggregate shares of Common Stock repurchased by the Issuer, as reported by the Issuer in its Form 8-K filed with the SEC on November 5, 2014, from the 494,027,381 shares of Common Stock outstanding as of July 31, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended June 30, 2014, filed with the SEC on August 7, 2014.

(I) TPG-Axon Management

(a) Amount beneficially owned: 20,224,001 shares of Common Stock

(b) Percent of class: 4.1%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 20,224,001 shares of Common Stock

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition: 20,224,001 shares of Common Stock



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(II) Partners GP

- (a) Amount beneficially owned: 16,428,799 shares of Common Stock
- (b) Percent of class: 3.3%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 0
  - (ii) shared power to vote or to direct the vote: 16,428,799 shares of Common Stock
  - (iii) sole power to dispose or to direct the disposition: 0
  - (iv) shared power to dispose or to direct the disposition: 16,428,799 shares of Common Stock

(III) GPLLC

- (a) Amount beneficially owned: 20,224,001 shares of Common Stock
- (b) Percent of class: 4.1%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 0
  - (ii) shared power to vote or to direct the vote: 20,224,001 shares of Common Stock
  - (iii) sole power to dispose or to direct the disposition: 0
  - (iv) shared power to dispose or to direct the disposition: 20,224,001 shares of Common Stock

(IV) TPG-Axon International

- (a) Amount beneficially owned: 16,428,799 shares of Common Stock
- (b) Percent of class: 3.3%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 0
  - (ii) shared power to vote or to direct the vote: 16,428,799 shares of Common Stock
  - (iii) sole power to dispose or to direct the disposition: 0
  - (iv) shared power to dispose or to direct the disposition: 16,428,799 shares of Common Stock

(V) International GP

- (a) Amount beneficially owned: 16,428,799 shares of Common Stock
- (b) Percent of class: 3.3%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 0
  - (ii) shared power to vote or to direct the vote: 16,428,799 shares of Common Stock
  - (iii) sole power to dispose or to direct the disposition: 0
  - (iv) shared power to dispose or to direct the disposition: 16,428,799 shares of Common Stock

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(VI) Singh LLC

(a) Amount beneficially owned: 20,224,001 shares of Common Stock

(b) Percent of class: 4.1%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 20,224,001 shares of Common Stock

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition: 20,224,001 shares of Common Stock

(VII) Mr. Singh

(a) Amount beneficially owned: 20,224,001 shares of Common Stock

(b) Percent of class: 4.1%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 20,224,001 shares of Common Stock

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition: 20,224,001 shares of Common Stock

The Reporting Persons previously filed a Schedule 13D with respect to the Issuer. On December 15, 2014, the Reporting Persons fell below the Schedule 13D reporting threshold as a result of the sale of Common Stock and on December 17, 2014 made an exit filing in connection with such sale of Common Stock. Subsequent to such sale, on December 15, 2014, certain of the Reporting Persons entered into a contractual agreement with regard to a cash-settled swap agreement to which TPG-Axon Partners LP, an investment fund for which TPG-Axon Management serves as investment manager, is party that references in part, among other securities of certain issuers, shares of Common Stock (the "Basket Swap Agreement") with a settlement date of December 18, 2014. The Basket Swap Agreement constitutes, among other things, economic exposure to 11,775,999 shares of Common Stock, or 2.4% of the shares of Common Stock outstanding. Including both the shares of Common Stock referenced in this Schedule 13G and the shares referenced in the Basket Swap Agreement, the Reporting Persons have aggregate economic interest in 32,000,000 shares of Common Stock.

The Basket Swap Agreement does not give the Reporting Persons direct or indirect voting, investment or dispositive control over any shares of Common Stock and/or other equity, debt, notes, instruments or other securities of the Issuer (collectively, "Securities") and does not require the counterparty thereto to acquire, hold, vote or dispose of any Securities. Accordingly, the Reporting Persons disclaim any beneficial ownership of the Common Stock that may be referenced in the Basket Swap Agreement or that may be held from time to time by the counterparty to the Basket Swap Agreement for hedging purposes or otherwise. The Reporting Persons no longer hold any Securities with the purpose or effect of altering or influencing control of the Issuer, or in connection with or as a participant in any transaction having such purpose or effect.

**Item 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [ ].

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON**

See Item 4.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP**

Not applicable.

**Item 10. CERTIFICATION**

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not

held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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**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 17, 2014

**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 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

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EXHIBIT 1

**JOINT FILING AGREEMENT  
PURSUANT TO RULE 13d-1(k)**

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATE: December 17, 2014

**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 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