

Bonanza Creek Energy, Inc.
 Form 4
 April 26, 2017

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Jaques Wade E

(Last) (First) (Middle)

410 17TH STREET, SUITE 1400

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Bonanza Creek Energy, Inc. [BCEI]

3. Date of Earliest Transaction (Month/Day/Year)

04/24/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

VP, Chief Accounting Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/24/2017		M		3,507 A <u>(1)</u>	35,023	D
Common Stock	04/24/2017		F		1,257 <u>(2)</u> D \$ 0.87	33,766	D
Common Stock	04/24/2017		M		25,218 A <u>(3)</u>	58,984	D
Common Stock	04/24/2017		F		9,402 <u>(4)</u> D \$ 0.87	49,582	D
Common Stock	04/24/2017		F		619 <u>(5)</u> D \$ 1.13	48,963	D

Common Stock 04/24/2017 F 976 ⁽⁵⁾ D \$ 1.13 47,987 D

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	<u>(1)</u>	04/24/2017		M	3,507	<u>(1)</u>	<u>(1)</u>	Common Stock	3,507
LTIP Units	<u>(3)</u>	04/24/2017		M	25,218	<u>(3)</u>	<u>(3)</u>	Common Stock	25,218

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jaques Wade E 410 17TH STREET SUITE 1400 DENVER, CO 80202			VP, Chief Accounting Officer	

Signatures

/s/ Roberta L. Louis, Attorney-in-fact for Wade E. Jaques 04/26/2017

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each performance share represented a contingent right to receive between 0% and 200% of a share based on the level of attainment of the applicable performance goal. The award was settled in shares on April 24, 2017.

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- (2) Represents shares withheld to satisfy tax withholding obligations arising on settlement of the performance shares referenced in footnote 1.
Each LTIP unit represents a contingent right to receive one share based on the level of attainment of the applicable performance goal.
- (3) One-third of the award was settled in shares on April 24, 2017. The remaining two-thirds of the award is scheduled to vest in equal installments on March 15, 2018 and March 15, 2019.
- (4) Represents shares withheld to satisfy tax withholding obligations arising on settlement of the LTIP units referenced in footnote 3.
- (5) Represents shares withheld to satisfy tax withholding obligations arising on vesting of restricted stock on March 15, 2017.

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.