

Bonanza Creek Energy, Inc.
Form 8-A12B
December 09, 2011

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

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

BONANZA CREEK ENERGY, INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State of incorporation or organization)

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

410 17th Street, Suite 1500, Denver, Colorado
(Address of principal executive offices)

80202
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class
to be so registered**
Common stock, par value \$0.001 per share

**Name of each exchange on which
each class is to be registered**
New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

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If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. o

Securities Act registration statement file number to which this form relates: **333-174765**.

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

ITEM 1. DESCRIPTION OF REGISTRANT S SECURITIES TO BE REGISTERED.

The shares (the Shares) to be registered hereunder are shares of common stock, \$0.001 par value per share, of Bonanza Creek Energy, Inc. (the Registrant). A description of the Shares is contained under the heading Description of Capital Stock in the prospectus to be included in an amendment to the Registrant s registration statement on Form S-1 (Registration No. 333-174765), which registration statement was originally filed with the Securities and Exchange Commission (the Commission), on June 7, 2011, and such description is incorporated herein by reference. In addition, a description of the Shares will be included in a prospectus to be subsequently filed by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, relating to the registration statement, and such prospectus is incorporated herein by reference.

ITEM 2. EXHIBITS.

Under the instruction as to exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the registrant are registered with the New York Stock Exchange and the Shares registered hereby are not being registered pursuant to Section 12(g) of the Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

BONANZA CREEK ENERGY, INC.

| | | |
|-----|------------------------|---------------------------------------|
| By: | /s/ Michael R. Starzer | |
| | Name: | Michael R. Starzer |
| | Title: | President and Chief Executive Officer |

Date: December 9, 2011