

RAM ENERGY RESOURCES INC  
Form 8-K  
November 02, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): October 29, 2010

RAM ENERGY RESOURCES, INC.  
(Exact Name of Registrant as Specified in Charter)

Delaware (State or Other Jurisdiction of Incorporation)	000-50682 (Commission File Number)	20-0700684 (IRS Employer Identification No.)
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5100 E. Skelly Drive, Suite 650, Tulsa, Oklahoma (Address of Principal Executive Offices)	74135 (Zip Code)
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Registrant's telephone number, including area code: (918) 663-2800

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(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry Into a Material Definitive Agreement.

On October 29, 2010, our wholly-owned subsidiary, RWG Energy, Inc., entered into a Purchase and Sale Agreement with Milagro Producing, LLC, a privately owned company located in Houston, Texas, for the sale of all of our oil and natural gas properties and related assets located in the Boonsville and Newark East fields of Jack and Wise Counties, Texas. The sale properties include all of our Bend Conglomerate shallow gas properties, a mature natural gas field, and all of our North Texas Barnett Shale properties, a developing field, including both producing properties and undeveloped leasehold. The agreed purchase price is \$43.75 million, subject to customary closing adjustments. The effective date of the proposed sale is October 1, 2010, and closing is scheduled for December 8, 2010.

Proved reserves from these properties accounted for approximately 26.4 billion cubic feet equivalent (Bcfe) of natural gas, natural gas liquids and oil, or an estimated 13% of our year-end 2009 proved reserves of 204 Bcfe. For the quarter ended June 30, 2010, our net production from the properties averaged 5,635 Mcfe per day, accounting for 10% of our aggregate field operating cash flow (defined as revenues less production expenses and severance taxes) during the quarter.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

10.13 Purchase and Sale Agreement dated October 29, 2010, by and between RWG Energy, Inc., as Seller, and Milagro Producing, LLC, as Buyer.

99.1 Press release issued November 1, 2010, regarding entry into a definitive agreement to sell oil and natural gas properties to Milagro Producing, LLC

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RAM ENERGY RESOURCES, INC.  
(Registrant)

November 2, 2010

By: /s/ Sabrina M. Gicaletto  
Name: Sabrina M. Gicaletto  
Title: Vice President, Finance and  
Treasury

EXHIBIT INDEX

Exhibit No.	Description of Exhibit	Method of Filing
10.13	Purchase and Sale Agreement dated October 29, 2010, by and between RWG Energy, Inc., as Seller, and Milagro Producing, LLC, as Buyer	Filed herewith electronically
99.1	Press release issued November 1, 2010	Filed herewith electronically

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