

Bonanza Creek Energy, Inc.  
 Form 5  
 February 14, 2012

# FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 D. E. Shaw Synoptic Portfolios 5, L.L.C.  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
 Bonanza Creek Energy, Inc. [BCEI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

See footnotes 2 and 3.

1166 AVENUE OF THE AMERICAS, NINTH FLOOR  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2011

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10036  
 (City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Amount or Price  |  |   |
| Class A Common Stock (1)        | 12/20/2011                           | ^  | J(1)                           | D   | \$ 0 3,763,908 (1) (1)   | D (2) (3)  | ^   |
| Common Stock (1)                | 12/20/2011                           | ^  | J(1)                           | A   | \$ 0 3,763,908 (1) (1)   | D (2) (3)  | ^   |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Price of Underlying Security (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                        |
|--|---------------|-----------|---------|------------------------|
|  | Director      | 10% Owner | Officer | Other                  |
| D. E. Shaw Synoptic Portfolios 5, L.L.C.<br>1166 AVENUE OF THE AMERICAS<br>NINTH FLOOR<br>NEW YORK, NY 10036 | ^             | ^ X       | ^       | See footnotes 2 and 3. |
| D. E. SHAW & CO, L.P.<br>1166 AVENUE OF THE AMERICAS,<br>NINTH FLOOR<br>NEW YORK, NY 10036                   | ^             | ^ X       | ^       | See footnotes 2 and 3. |
| D. E. SHAW & CO, L.L.C.<br>1166 AVENUE OF THE AMERICAS,<br>NINTH FLOOR<br>NEW YORK, NY 10036                 | ^             | ^ X       | ^       | See footnotes 2 and 3. |
| SHAW DAVID E<br>120 WEST FORTY-FIFTH STREET<br>39TH FLOOR<br>NEW YORK, NY 10036                              | ^             | ^ X       | ^       | See footnotes 2 and 3. |

## Signatures

|   |            |
|---|------------|
| /s/ Nathan Thomas, Authorized Signatory, D. E. Shaw Synoptic Portfolios 5, L.L.C. | 02/14/2012 |
| **Signature of Reporting Person   | Date       |
| /s/ Nathan Thomas, Chief Compliance Officer, D. E. Shaw & Co., L.P.               | 02/14/2012 |
| **Signature of Reporting Person   | Date       |
| /s/ Nathan Thomas, Authorized Signatory, D. E. Shaw & Co., L.L.C.                 | 02/14/2012 |

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\_\_Signature of Reporting Person

Date

/s/ Nathan Thomas, Attorney-in-Fact for David E. Shaw

02/14/2012

\_\_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) Reporting owner previously held 3,763,908 shares of Class A common stock of the company. Pursuant to the second amended and restated certificate of incorporation of the company, in connection with the December 20, 2011 closing of the company's initial public offering of common stock, each share of Class A common stock of the company was automatically reclassified as one share of common stock.

The securities reported in this Form 5 are directly held by D. E. Shaw Synoptic Portfolios 5, L.L.C. ("Synoptic"). D. E. Shaw & Co., L.P. ("DESCO LP"), as investment adviser to Synoptic; D. E. Shaw & Co., L.L.C. ("DESCO LLC"), as manager of Synoptic; and Mr. David
  - (2) E. Shaw ("David E. Shaw") (as president and sole shareholder of D. E. Shaw & Co., Inc., which is the general partner of DESCO LP, and as president and sole shareholder of D. E. Shaw & Co. II, Inc., which is the managing member of DESCO LLC) may be deemed to be the beneficial owners of the securities reported in this Form 5 for purposes of Rule 16a-1(a) of the Securities Exchange Act of 1934.
  - (3) In accordance with instruction 4(b)(iv), the entire number of shares of Common Stock of the Issuer that may be deemed to be beneficially owned by Synoptic, DESCO LP, and DESCO LLC is reported herein. Each of DESCO LP, DESCO LLC, and David E. Shaw disclaims any beneficial ownership of any security listed in this Form 5, except to the extent of any pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.