

Boland Gregory A.
Form 4
May 24, 2013

FORM 4

**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).

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 *
WEST FACE CAPITAL INC.

(Last) (First) (Middle)

2 BLOOR STREET EAST, SUITE 3000

(Street)

TORONTO, A6 M4W 1A8

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Bonanza Creek Energy, Inc. [BCEI]

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

02/01/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

___ Form filed by One Reporting Person
X 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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.001	02/01/2013		S		13,000,000 (1)	D	\$ 28.32
					8,166,134 (1) (2)	I	(1) (2)

See footnotes 1 and 2

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)

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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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEST FACE CAPITAL INC. 2 BLOOR STREET EAST SUITE 3000 TORONTO, A6 M4W 1A8		X		
Boland Gregory A. 2 BLOOR STREET EAST, SUITE 3000 TORONTO, A6 M4W 1A8		X		

Signatures

WEST FACE CAPITAL INC., By: /s/ Alexander Singh, Attorney-in-fact for Gregory A. Boland, President and Chief Executive Officer of West Face Capital Inc.	05/24/2013
__Signature of Reporting Person	Date
GREGORY A. BOLAND, By: /s / Alexander Singh, Attorney-in-fact for Gregory A. Boland	05/24/2013
__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) These shares of the Issuer's Common Stock, \$.001 par value (the "Shares") were sold for the account of Project Black Bear LP ("Black Bear"), which is an entity managed by West Face Capital Inc. ("West Face"). The general partner of Black Bear, Project Black Bear GP LLC, a Delaware limited liability company, has delegated voting and investment power over the Shares held by Black Bear to West Face, pursuant to an advisory agreement. Gregory A. Boland ("Mr. Boland") is the President and Chief Executive Officer of West Face. Each of Mr. Boland and West Face disclaims beneficial ownership of any Shares held by Black Bear except to the extent of any pecuniary interest therein.
- (2) These Shares are held as follows: 578,275 Shares held directly by Black Bear, and 7,587,859 Shares held by Her Majesty the Queen in Right of the Province of Alberta ("Her Majesty"), in her own capacity and as trustee/nominee for certain Alberta pension clients, for which Alberta Investment Management Corporation, a Canadian corporation ("AIMCo"), serves as investment manager. West Face may exercise voting power over the Shares held by Her Majesty pursuant to an investment management agreement between West Face and AIMCo, on behalf of its clients. This investment management agreement may be terminated upon 90 days prior written notice or immediately in certain circumstances, at which time West Face would no longer be deemed to exercise control over these Shares. Mr.

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Boland is the President and Chief Executive Officer of West Face. Each of Mr. Boland and West Face disclaims beneficial ownership of any Shares held by Her Majesty, except to the extent of any pecuniary interest therein.

Remarks:

Exhibit List: The Joint Filing Agreement filed as Exhibit A, and the Power of Attorney filed as Exhibit B, to the Schedule 13C

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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