

Holmes Eastern Company, LLC
Form 424B5
July 15, 2014

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This prospectus supplement relates to an effective registration statement under the Securities Act of 1933, but is not complete and may be changed. This prospectus supplement is not an offer to sell these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED JULY 15, 2014

PRELIMINARY PROSPECTUS SUPPLEMENT
(to Prospectus dated July 15, 2014)

Bonanza Creek Energy, Inc.

\$300,000,000

% Senior Notes due 2023

Bonanza Creek Energy, Inc. is offering \$300,000,000 aggregate principal amount of % Senior Notes due 2023. Interest is payable on and of each year, beginning on , 2015. The notes will mature on , 2023.

The notes will be fully and unconditionally guaranteed on a senior unsecured basis by our existing and future domestic subsidiaries that incur or guarantee certain indebtedness, including indebtedness under our revolving credit facility (the "subsidiary guarantors"). The notes and the guarantees will rank equally in right of payment with our and the subsidiary guarantors' existing and future senior indebtedness, will be effectively junior to all of our and the subsidiary guarantors' existing and future secured indebtedness (to the extent of the value of the assets securing such indebtedness), including indebtedness under our revolving credit facility, will be structurally junior to the debt and other liabilities of any non-guarantor subsidiaries, and will rank senior in right of payment to all of our and the subsidiary guarantors' future subordinated debt.

We may redeem the notes at any time on or after , 2018 at the redemption prices set forth in this prospectus supplement, together with accrued and unpaid interest, if any, to the date of redemption, and we may redeem the notes prior to , 2018 at the "make-whole" redemption prices described in this prospectus supplement, together with accrued and unpaid interest, if any, to the date of redemption. In addition, we may redeem up to 35% of the notes until , 2017 with an amount of cash equal to the proceeds of certain equity offerings at the redemption price set forth in this prospectus supplement. If we experience specific kinds of changes of control, we must offer to purchase the notes at 101% of the principal amount of the notes, plus accrued and unpaid interest. In some cases we may be required to use proceeds of asset sales to offer to purchase the notes with the net proceeds of the sale at 100% of the principal amount of the notes, plus accrued and unpaid interest.

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The notes offered hereby will be issued only in registered form in denominations of \$2,000 and integral multiples of \$1,000 thereafter.

Investing in the notes involves risks. See "Risk Factors" beginning on page S-19 of this prospectus supplement.

	Per Note	Total
Initial price to public	% \$	
Underwriting discounts and commissions ⁽¹⁾	% \$	
Proceeds, before expenses, to Bonanza Creek Energy, Inc.	% \$	

(1) See "Underwriting; Conflicts of Interest" for additional information regarding underwriting compensation.

None of the Securities and Exchange Commission, any state securities commission, or any other regulatory body has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

We expect delivery of the notes will be made to investors in book-entry form through The Depository Trust Company on or about July _____, 2014.

Joint Book-Running Managers

RBC CAPITAL MARKETS

WELLS FARGO SECURITIES

J.P. MORGAN

KEYBANC CAPITAL MARKETS

BMO CAPITAL MARKETS

Co-Managers

BBVA

IBERIA CAPITAL PARTNERS L.L.C.

SCOTIABANK

**SOCIETE
GENERALE**

**CAPITAL ONE SECURITIES
STERNE AGEE**

**GLOBAL HUNTER SECURITIES
SUNTRUST ROBINSON HUMPHREY**

**MUFG
US BANCORP**

The date of this prospectus supplement is _____, 2014.

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