

Bonanza Creek Energy, Inc.
Form SC 13G
February 14, 2017

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

**SCHEDULE
13G**

Under the
Securities
Exchange Act of
1934

(Amendment
No.)*

Bonanza Creek
Energy, Inc.
(Name of Issuer)

Common Stock,
\$0.001 par value
(Title of Class of
Securities)

097793103
(CUSIP Number)

December 31,
2016
(Date of event
which requires
filing of this
statement)

Check the
appropriate box
to designate the
rule pursuant to
which this
Schedule 13G is

filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(Page 1 of 9

Pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

| | |
|-----------|--|
| 1 | NAMES OF REPORTING PERSONS |
| 2 | Hutchin Hill Capital, LP CHECK THE APPROPRIATE BOX IF A MEMBER (b) " |
| 3 | OF A GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | Delaware SOLE VOTING POWER |
| 5 | - 0 - SHARED VOTING POWER |
| 6 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| 7 | 4,119,600 SOLE DISPOSITIVE POWER |
| 8 | - 0 - SHARED DISPOSITIVE POWER |
| 9 | 4,119,600 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 10 | 4,119,600 .. |

11 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

12 8.3%
TYPE OF
REPORTING
PERSON

IA, PN

| | |
|---|--|
| 1 | NAMES OF REPORTING PERSONS |
| | Hutchin Hill Capital GP, LLC |
| | CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP |
| 2 | |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | Delaware |
| | SOLE VOTING POWER |
| 5 | |
| | - 0 - SHARED VOTING POWER |
| 6 | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 4,119,600 SOLE DISPOSITIVE POWER |
| 7 | |
| | - 0 - SHARED DISPOSITIVE POWER |
| 8 | |
| | 4,119,600 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 10 | 4,119,600 .. |

11 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

12 8.3%
TYPE OF
REPORTING
PERSON

OO

| | |
|---|--|
| 1 | NAMES OF REPORTING PERSONS |
| | Neil A. Chriss |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| | (a) .. |
| | (b) .. |
| 3 | SEC USE ONLY |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | United States |
| 5 | SOLE VOTING POWER |
| | - 0 - |
| 6 | SHARED VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 4,119,600 |
| 7 | SOLE DISPOSITIVE POWER |
| | - 0 - |
| 8 | SHARED DISPOSITIVE POWER |
| | 4,119,600 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 10 | 4,119,600 CHECK BOX IF THE AGGREGATE |

11 AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
ROW (9)

12 8.3%
TYPE OF
REPORTING
PERSON

IN

Item 1(a). NAME OF ISSUER.

The name of the issuer is Bonanza Creek Energy, Inc. (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The Company's principal executive offices are located at 410 17th Street, Suite 1400, Denver, Colorado 80202.

Item 2(a) NAME OF PERSON FILING:

This statement is filed by:

Hutchin Hill Capital, LP (the "Investment Manager"), a Delaware limited partnership, and the investment adviser to Hutchin Hill Capital Primary Fund, Ltd. (the "Hutchin Hill Fund"), with respect to the Shares (as (i) defined in Item 2(d) below) directly held by the Hutchin Hill Fund; and

Hutchin Hill Capital GP, LLC (the "General Partner"), a Delaware limited liability company and the general partner of the Investment Manager, with respect to the Shares directly held by the Hutchin Hill Fund; and (ii)

Neil A. Chriss (the "Principal") a United States citizen and the principal of the General Partner, with respect to the Shares directly held by the Hutchin Hill Fund. (iii)

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons."

The filing of this statement should not be construed as an admission that any of the foregoing persons or any Reporting Person is, for the purposes of Section 13 of the Act, the beneficial owner of the Shares reported herein.

Item 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of the business office of each of the Reporting Persons is 142 West 57th Street, New York, New York 10019.

Item 2(c). CITIZENSHIP:

The Investment Manager is a Delaware limited partnership. The General Partner is a Delaware limited liability company. Mr. Chriss is a citizen of the United States.

Item 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, \$0.001 par value (the "Shares").

Item 2(e). CUSIP NUMBER:

097793103

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO §§ 240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
Employee benefit plan or endowment fund in accordance with

- (f) Rule 13d-1(b)(1)(ii)(F);

Parent holding company or control person in accordance with

- (g) Rule 13d-1(b)(1)(ii)(G);
Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

- (h) Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (i) ..

- (j) Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);

- (k) Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution
in accordance with Rule
13d-1(b)(1)(ii)(J), please
specify the type of institution:

Item 4. OWNERSHIP.

The percentages used herein are calculated based upon 49,672,252 Shares outstanding, which reflects the number of Shares outstanding as of November 7, 2016, as reported in the Company's quarterly report on Form 10-Q filed on November 9, 2016.

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each of the Reporting Persons and is incorporated herein by reference.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

See Item 2.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

Item 10. CERTIFICATION.

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 097793103 13G Page 8 of 9 Pages

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 14, 2017

**HUTCHIN HILL
CAPITAL, LP**

By: /s/ Scott A. Kislin
Name: Scott A. Kislin
Title: Chief Legal Officer

**HUTCHIN HILL
CAPITAL GP, LLC**

By: /s/ Scott A. Kislin
Name: Scott A. Kislin
Title: Chief Legal Officer

/s/ Neil A. Chriss
Neil A. Chriss

CUSIP No. 097793103 13G Page 9 of 9 Pages

EXHIBIT 1

JOINT ACQUISITION STATEMENT
PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: February 14, 2017

**HUTCHIN HILL
CAPITAL, LP**

By: /s/ Scott A. Kislin
Name: Scott A. Kislin
Title: Chief Legal Officer

**HUTCHIN HILL
CAPITAL GP, LLC**

By: /s/ Scott A. Kislin
Name: Scott A. Kislin
Title: Chief Legal Officer

/s/ Neil A. Chriss
Neil A. Chriss