

SABINE OIL & GAS CORP  
Form 15-12B  
August 11, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number 001-13515

**SABINE OIL & GAS CORPORATION**

(Exact name of registrant as specified in its charter)

**1415 Louisiana Street, Suite 1600**

**Houston, Texas 77002-7304**

**(832) 242-9600**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Common Stock (\$.10 par value)\***

(Title of each class of securities covered by this Form)

**None**

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

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Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

|                      |                                     |
|----------------------|-------------------------------------|
| Rule 12g-4(a)(1)     | <input checked="" type="checkbox"/> |
| Rule 12g-4(a)(2)     | <input type="checkbox"/>            |
| Rule 12h-3(b)(1)(i)  | <input checked="" type="checkbox"/> |
| Rule 12h-3(b)(1)(ii) | <input type="checkbox"/>            |
| Rule 15d-6           | <input type="checkbox"/>            |

Approximate number of holders of record as of the certification or notice date:

Common Stock (\$.10 par value): 0\*

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\* On July 27, 2016, the United States Bankruptcy Court for the Southern District of New York entered an order confirming the Chapter 11 plan of reorganization (the Plan) of Sabine Oil & Gas Corporation (the Company). The Plan became effective on August 11, 2016 (the Effective Date).

Pursuant to the Plan, on the Effective Date, among other things: (1) all previously issued securities of the Company, including the Common Stock, par value \$0.10 per share, listed in this Form 15, issued and outstanding immediately prior to the Effective Date (the Old Common Stock) were cancelled and extinguished and (2) new Common Stock, par value \$0.10 per share, of the Company (the New Common Stock) was issued for distribution in accordance with the Plan. The number of holders of record of the New Common Stock is less than 300.

This Form 15 is intended to suspend all filing obligations under Section 15(d) with respect to both the Company's Old Common Stock extinguished in accordance with the Plan and any obligation which may exist with respect to its New Common Stock.

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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.

SABINE OIL & GAS CORPORATION

Date: **August 11, 2016**

By: /s/ Michael Magilton  
Michael Magilton  
Senior Vice President and Chief Financial Officer

