

SARATOGA RESOURCES INC /TX
Form 8-K
July 11, 2011

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): July 7, 2011

SARATOGA RESOURCES, INC.
(Exact name of registrant as specified in Charter)

| | | |
|-----------------------------------------------------------------------------------|--------------------------------------------|--------------------------------------------------------|
| Texas (State or other jurisdiction of incorporation or organization) | 0-27563 (Commission File No.) | 76-0314489 (IRS Employer Identification No.) |
|-----------------------------------------------------------------------------------|--------------------------------------------|--------------------------------------------------------|

7500 San Felipe, Suite 675

Houston, Texas 77063
(Address of Principal Executive Offices)(Zip Code)

713-458-1560
(Issuer Telephone number)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01 Regulation FD Disclosure.

On July 7, 2011, Saratoga Resources, Inc. (the Company) issued a press release announcing the pricing of its private placement of \$127.5 million aggregate principal amount of 12.5% Senior Notes due 2016. A copy of the Company s press release is filed as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

The notes have not been registered under the Securities Act of 1933 (the Securities Act) or any state securities laws; and unless so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

The press release and the information contained in this Current Report on Form 8-K are neither an offer to sell nor a solicitation of an offer to buy the notes or any other securities and shall not constitute an offer to sell or a solicitation of an offer to buy, or a sale of, the notes or any other securities in any jurisdiction in which such offer, solicitation or sale is unlawful.

Item 9.01 Financial Statements and Exhibits.

(d)

Exhibits.

| Exhibit No. | Description |
|-------------|-----------------------------------|
| 99.1* | Press release dated July 7, 2011. |

* Furnished pursuant to Regulation FD

SIGNATURE

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 thereunto duly authorized.

SARATOGA RESOURCES, INC.

Date: July 8, 2011

By: /s/ Edward Hebert
Edward Hebert
Vice President Finance