

SABINE OIL & GAS CORP  
Form NT 10-K  
March 16, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

**SEC FILE NUMBER: 1-13515**

(Check one):

Form 10-K       Form 20-F       Form 11-K       Form 10-Q       Form 10-D  
 Form N-SAR       Form N-CSR

For Period Ended:      December 31, 2014

Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q  
 Transition Report on Form N-SAR

For the Transition Period Ended:

*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

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**PART I REGISTRANT INFORMATION**

**Sabine Oil & Gas Corporation**

Full Name of Registrant

Former Name if Applicable

**1415 Louisiana, Suite 1600**

Address of Principal Executive Office (*Street and Number*)

**Houston, Texas 77002**

City, State and Zip Code

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**PART II RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
  - (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
  - (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.
- x

**PART III NARRATIVE**

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The Annual Report on Form 10-K of Sabine Oil & Gas Corporation (the Company) for the period ended December 31, 2014 could not be filed with the Securities and Exchange Commission on a timely basis without unreasonable effort or expense, because the Company needs additional time to complete its financial statements. The Company currently anticipates that the Annual Report on Form 10-K will be filed no later than March 31, 2015.

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**PART IV OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification

Michael D. Magilton, Jr.  
(Name)

(832)  
(Area Code)

242-9600  
(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

On December 16, 2014, Sabine Oil & Gas LLC, a Delaware limited liability company ( Sabine O&G ), and Forest Oil Corporation, a New York corporation, completed the combination of their respective businesses through a series of transactions whereby certain indirect equity holders of Sabine O&G contributed the equity interests in Sabine O&G to Forest Oil Corporation. In exchange for this contribution, the equity holders of Sabine O&G received shares of the Company s common stock and Series A senior non-voting equity equivalent preferred stock collectively representing approximately a 73.5% economic interest in the Company and 40% of the total voting power in the Company (the Combination ). The Company anticipates changes in the results of operations since the corresponding period for the year ended December 31, 2013 due to the Combination. For the reasons set forth in Part III above, a reasonable estimate of results of operations for the year ended December 31, 2014 cannot currently be made due to pending finalization of the year-end audit.

Note: This Notification of Late Filing on Form 12b-25 contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements can be identified by the use of forward-looking terminology, including may, believe, will, expect, anticipate, estimate, plan, intend, and other similar words. Statements contained in this Form 12b-25 are based upon information presently available to the registrant, assumptions that it believes to be reasonable and speak only as of the date made. The registrant is not assuming any duty to update this information should those facts change or should it no longer believe the assumptions to be reasonable. Investors are cautioned that all such statements involve risks and uncertainties, including without limitation, statements concerning the filing of the Annual Report. The registrant s actual decisions, performance, and results may differ materially.

**Sabine Oil & Gas Corporation**

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(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date March 16, 2015

By /s/ Timothy D. Yang  
Timothy D. Yang  
Senior Vice President, Land & Legal, General Counsel, Chief  
Compliance Officer and Secretary

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INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

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