Bonanza Creek Energy, Inc.
Form 424B5
November 12, 2013

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Table of Contents

FILED PURSUANT TO RULE 424(b)(5)
REGISTRATION NO. 333-192258

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 NOVEMBER 12, 2013

PRELIMINARY PROSPECTUS SUPPLEMENT
(to Prospectus dated November 12, 2013)

Bonanza Creek Energy, Inc.

$150,000,000
$6^3/_4$% Senior Notes due 2021

Bonanza Creek Energy, Inc. is offering $150,000,000 aggregate principal amount of $6^3/_4$% Senior Notes due 2021. Interest is payable on April 15 and October 15 of each year, beginning on April 15, 2014. The notes will mature on April 15, 2021.

The notes offered hereby are an additional issue of our outstanding $6^3/_4$% Senior Notes due 2021, originally issued in an aggregate principal amount of $300 million on April 9, 2013 in a private offering. On July 1, 2013, we consummated an exchange offer in which we issued notes registered with the Securities and Exchange Commission (the "SEC") in exchange for these private notes. We refer to these registered notes as the "existing notes." The notes offered hereby will be issued under the same indenture and be part of the same series as the existing notes and will have the same CUSIP number as the existing notes. We refer to the existing notes and the notes offered hereby together as the "notes," except where the context indicates otherwise.

The notes will be fully and unconditionally guaranteed on a senior unsecured basis by our existing and future 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 April 15, 2017 at the redemption prices set forth in this prospectus supplement and the accompanying prospectus, together with accrued and unpaid interest, if any, to the date of redemption, and we may redeem the notes prior to April 15, 2017 at the "make-whole" redemption prices described in this prospectus supplement and the accompanying prospectus, 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 April 15, 2016 with an amount of cash equal to the proceeds of certain equity offerings at the redemption price set forth in this prospectus supplement and the accompanying prospectus. 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.

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-17 of this prospectus supplement.

	Per Note	Total
Initial price to public(1)	%	$
Underwriting discounts and commissions(2)	%	$
Proceeds, before expenses, to Bonanza Creek Energy, Inc.(1)	%	$

(1) Plus accrued interest from October 15, 2013 to the date of settlement. The accrued interest must be paid by the purchasers of the notes offered hereby.

(2) See "Underwriting; Conflicts of Interest" for additional information regarding underwriter 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 November , 2013.

Joint Book-Running Managers

Wells Fargo Securities **J.P. Morgan**

KeyBanc Capital Markets **RBC Capital Markets** **BMO Capital Markets**

Co-managers

BBVA **IBERIA Capital Partners L.L.C.** **Scotiabank**

SOCIETE GENERALE **Capital One Securities** **Credit Agricole CIB**

Global Hunter Securities **SunTrust Robinson Humphrey**

The date of this prospectus supplement is , 2013.

TABLE OF CONTENTS

Table of Contents

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering. The second part, the accompanying prospectus, gives more general information, some of which may not apply to this offering.

If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

We have not, and the underwriters have not, authorized anyone to provide any information other than that contained or incorporated by reference in this prospectus supplement and the accompanying prospectus or in any free writing prospectus that we may provide to you. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you.

We are not, and the underwriters are not, making an offer of these securities in any jurisdiction where the offer is not permitted.

You should not assume that the information contained in or incorporated by reference in this prospectus supplement or the accompanying prospectus is accurate as of any date other than the dates of this prospectus supplement or the accompanying prospectus or that any information we have incorporated by reference is accurate as of any date other than the date of the document incorporated by reference. Our business, financial condition, results of operations and prospects may have changed since those dates. It is important that you read and consider all of the information in this prospectus supplement and the information contained in the accompanying prospectus and any other document incorporated by reference in making your investment decision.

The terms "we," "us," "our," "our company," "the Company" and "Bonanza Creek Energy" refer to Bonanza Creek Energy, Inc. and its subsidiaries, unless the context otherwise requires or where otherwise indicated.

Table of Contents

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

The information in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference hereto and thereto contains various statements, including those that express belief, expectation or intention, as well as those that are not statements of historic fact, that are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"). These forward-looking statements may include projections and estimates concerning our capital expenditures, our liquidity and capital resources, our estimated revenues and losses, the timing and success of specific projects, outcomes and effects of litigation, claims and disputes, our business strategy and other statements concerning our operations, economic performance and financial condition. When used in this prospectus supplement and the accompanying prospectus, the words "could," "believe," "anticipate," "intend," "estimate," "expect," "may," "continue," "predict," "potential," "project" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words.

Forward-looking statements include statements related to, among other things:

- our financial position;
- reserves estimates;
- estimates of loss contingencies;
- liability for environmental and restoration obligations;
- anticipated amount of production and percentage of liquids production;
- anticipated amount and allocation of forecasted capital expenditures and plans for funding capital expenditures and operating expenses;
- ability to modify future capital expenditures;
- the Wattenberg Field being the most prospective area of the Niobrara formation;
- compliance with debt covenants;
- ability to satisfy obligations related to ongoing operations;
- access to adequate gathering systems and pipeline take-away capacity to execute our drilling program;
- impact from high gas gathering pipeline pressures and emission compliance on production and results of operations;
- fair value measurements;

estimated discount rate;

inflationary pressures;

natural gas, oil and NGL prices and factors affecting the volatility of such prices;

the ability to use derivative instruments to manage commodity price risk and its impact on our cash flows;

creditworthiness of counterparties and the impact of a counterparty's failure to perform;

change in internal controls and risk factors;

plans to drill or participate in wells;

loss of any purchaser of our products;

- compliance with local, state and federal regulation;
- our ability to replace oil and natural gas reserves;
- impact of recently issued accounting pronouncements;
- sufficiency of our cash on hand, cash flow from operating activities and availability under our revolving credit facility to fund our planned capital expenditures and operating expenses and comply with our debt covenants; and
- other economic, competitive, governmental, legislative, regulatory, geopolitical and technological factors that may negatively impact our businesses, operations or pricing.

We have based these forward-looking statements on certain assumptions and analyses we have made in light of our experience and our perception of historical trends, current conditions and expected future developments as well as other factors we believe are appropriate under the circumstances. They can be affected by inaccurate assumptions or by known or unknown risks and uncertainties. Many such factors will be important in determining actual future results. The actual results or developments anticipated by these forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond our control, and may not be realized or, even if substantially realized, may not have the expected consequences. Actual results could differ materially from those expressed or implied in the forward-looking statements.

Factors that could cause actual results to differ materially include, but are not limited to:

- the risk factors discussed in this prospectus supplement and the accompanying prospectus;
- declines or volatility in the prices we receive for our oil, liquids and natural gas;
- general economic conditions, whether internationally, nationally or in the regional and local market areas in which we do business;
- the continuing global economic slowdown that has and may continue to adversely affect consumption of oil and natural gas by businesses and consumers;
- ability of our customers to meet their obligations to us;
- our ability to generate sufficient cash flow from operations, borrowings or other sources to enable us to fully develop our undeveloped acreage positions;
- the presence or recoverability of estimated oil and natural gas reserves and the actual future production rates and associated costs;
- uncertainties associated with estimates of proved oil and gas reserves and, in particular, probable and possible resources;

the possibility that the industry may be subject to future regulatory or legislative actions (including additional taxes and changes in environmental regulation);

environmental risks;

seasonal weather conditions and lease stipulations;

drilling and operating risks, including the risks associated with the employment of horizontal drilling techniques;

ability to acquire adequate supplies of water for drilling operations and to dispose of resulting wastewaters;

availability of oilfield equipment, services and personnel;

exploration and development risks;

Table of Contents

- competition in the oil and natural gas industry;
- management's ability to execute our plans to meet our goals;
- risks related to our derivative instruments;
- our ability to retain key members of our senior management and key technical employees;
- ability to maintain effective internal controls;
- access to adequate gathering systems and pipeline take-away capacity to execute our drilling program;
- our ability to secure firm transportation for oil and natural gas we produce and to sell the oil and natural gas at market prices;
- costs and other risks associated with perfecting title for mineral rights in some of our properties;
- continued hostilities in the Middle East and other sustained military campaigns or acts of terrorism or sabotage; and
- other economic, competitive, governmental, legislative, regulatory, geopolitical and technological factors that may negatively impact our businesses, operations or pricing.

All forward-looking statements speak only as of the date of the document in which they are made. We disclaim any obligation to update or revise these statements unless required by law, and you should not place undue reliance on these forward-looking statements. Although we believe that our plans, intentions and expectations reflected in or suggested by the forward-looking statements we make in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference hereto and thereto are reasonable, we can give no assurance that these plans, intentions or expectations will be achieved. We disclose important factors that could cause our actual results to differ materially from our expectations under "Risk Factors" and elsewhere in this prospectus supplement and in the section entitled "Risk Factors" included in our Annual Report on Form 10-K for the year ended December 31, 2012 and any subsequently filed reports, which are incorporated by reference in this prospectus supplement and the accompanying prospectus. These cautionary statements qualify all forward-looking statements attributable to us or persons acting on our behalf.

Table of Contents

SUMMARY

This summary highlights some of the information contained elsewhere in this prospectus supplement or the accompanying prospectus, or that is incorporated by reference herein or therein and does not contain all of the information that may be important to you. You should read this entire prospectus supplement, the accompanying prospectus and the information incorporated by reference herein and therein before making an investment decision. You should carefully consider the information set forth under "Risk Factors" in this prospectus supplement as well as those risks described in our Annual Report on Form 10-K for the year ended December 31, 2012 and any subsequently filed reports, which are incorporated by reference in this prospectus supplement and the accompanying prospectus. In addition, certain statements include forward-looking information that involve risks and uncertainties. See "Cautionary Statement Regarding Forward-Looking Statements." We have provided definitions for certain oil and natural gas terms used in this prospectus supplement in the "Glossary of Oil and Natural Gas Terms."

Bonanza Creek Energy, Inc.

Overview

We are an independent energy company engaged in the acquisition, exploration, development and production of onshore oil and associated liquids-rich natural gas in the United States. Our oil and liquids-weighted assets are concentrated primarily in the Wattenberg Field in Colorado (Rocky Mountain region) and the Dorcheat Macedonia Field in southern Arkansas (Mid-Continent region). In addition, we own and operate oil-producing assets in other fields in Arkansas and the North Park Basin in Colorado. During the second quarter of 2012, we began the divestiture process for all of our California properties, with one property remaining to be sold as of September 30, 2013. Under generally accepted accounting principles, the results of operations for the California properties are presented as "discontinued operations" and are not included in this summary unless otherwise noted. Our management team has extensive experience acquiring and operating oil and gas properties and significant expertise in horizontal drilling and fracture stimulation, which we believe will continue to contribute to the development of our sizable inventory of projects. As of December 31, 2012, we operated approximately 99.3% of our proved reserves with an average working interest of 87.3%, providing us with significant control over the rate of development of our asset base.

As of December 31, 2012, we had accumulated 79,843 gross (69,184 net) leasehold acres across our properties. We are currently focused on the horizontal development of significant resource potential from the Niobrara and Codell formations in the Wattenberg Field in Colorado, and are investing approximately 80% of our 2013 capital budget in this project. Approximately 20% of our 2013 budget is allocated to our Mid-Continent region, primarily to the vertical development of the Dorcheat Macedonia Field in southern Arkansas, targeting the oily Cotton Valley sands. We also plan to drill development wells in the nearby McKamie Patton Field, and during the first quarter of 2013, we completed an expansion of our gas processing facilities associated with these fields in Arkansas.

We believe the location, size and concentration of our acreage in our core project areas provide an opportunity to significantly increase production, lower costs and further delineate our resource potential. Excluding California, for the nine months ended September 30, 2013, we drilled 105 operated wells and participated in two non-operated wells, achieving a production rate of 14,504 Boe/d, of which 72% was crude oil and natural gas liquids, representing a 73% increase over the production rate for the nine months ended September 30, 2012. Excluding California, for the three months ended September 30, 2013, our production rate averaged 17,656 Boe/d from continuing operations, of which 72% was crude oil and natural gas liquids, representing an 88% increase over the production rate for the three months ended September 30, 2012. For the third quarter of 2013, our assets in the Rocky Mountain region contributed 67% of our overall net sales volumes.

Table of Contents

Cawley, Gillespie & Associates, Inc., our independent reserve engineers, estimated our net proved reserves, including our California properties, as of December 31, 2012, to be as follows:

Estimated Proved Reserves	**Crude Oil (MBbls)**	**Natural Gas (MMcf)**	**Natural Gas Liquids (MBbls)**	**Total Proved (MBoe)**
Developed				
Rocky Mountain	8,365	31,646		13,639
Mid-Continent	5,934	17,296	1,345	10,162
California	31			31
Undeveloped				
Rocky Mountain	10,847	47,692		18,796
Mid-Continent	4,982	21,914	1,762	10,396
California				
Total Proved	30,159	118,548	3,107	53,024

	Estimated Proved Reserves at December 31, 2012(1)				**Production for the Nine Months Ended September 30, 2013**		
	Total Proved (MBoe)	**% of Total**	**% Proved Developed**	**PV-10 ($ in millions)(2)**	**Average Net Daily Production (Boe/d)**	**% of Total**	**Estimated 2013 Capital Expenditures ($ in millions)**
Rocky Mountain	32,435	61%	42%	$ 450.2	9,129	63	$ 368-380
Mid-Continent	20,558	39%	49%	383.9	5,376	37	92-95
California(3)	31	0%	100%	0.6	46		
Total	53,024	100%	45%	$ 834.7	14,551	100%	$ 460-475

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(1) Proved reserves and related future net revenue and PV-10 were calculated using prices equal to the twelve-month unweighted arithmetic average of the first-day-of-the-month commodity prices for each of the preceding twelve months, which were $94.71 per Bbl WTI of oil/condensate and $2.757 per MMBtu HH of natural gas. Adjustments were then made for location, grade, transportation, gravity, and Btu content, which resulted in a decrease of $3.67 per Bbl and an increase of $1.02 per MMBtu.

(2) PV-10 is a non-GAAP financial measure and represents the present value of estimated future cash inflows from proved crude oil and natural gas reserves, less future development and production costs, discounted at 10% per annum to reflect timing of future cash inflows and using the twelve-month unweighted arithmetic average of the first-day-of-the-month commodity prices (after adjustment for differentials in location and quality) for each of the preceding twelve months. We believe that PV-10 provides useful information to investors as it is widely used by professional analysts and sophisticated investors when evaluating oil and gas companies. We believe that PV-10 is relevant and useful for evaluating the relative monetary significance of our reserves. Professional analysts and sophisticated investors may utilize the measure as a basis for comparison of the relative size and value of our reserves to other companies' reserves. Because there are many unique factors that can impact an individual company when estimating the amount of future income taxes to be paid, we believe the use of a pre-tax measure is valuable in evaluating our reserves. PV-10 is not intended to represent the current market value of our estimated reserves. PV-10 differs from Standardized Measure of Discounted Future Net Cash Flows ("Standardized

Table of Contents

Measure") because PV-10 does not include the effect of future income taxes. See "Summary Reserves and Operations Data Reconciliation of PV-10 to Standardized Measure" below. PV-10 may not be comparable to similar measures used in our various agreements, including our revolving credit facility and the indenture that will govern the notes.

(3) In the second quarter 2012, we began divesting our non-core properties in California. Beginning in 2012 the California properties have been treated as assets held for sale, and production, revenue and expenses associated with these properties were removed from continuing operations and reported as discontinued operations. During 2012, we sold a majority of our properties in California for approximately $9.3 million in the aggregate.

Our Core Operations

Rocky Mountain Region

The main area in which we operate in the Rocky Mountain region is the Wattenberg Field in Weld County, Colorado. We also own additional, largely undeveloped assets in the North Park Basin in Jackson County, Colorado.

The bulk of our operations are in the oil and liquids-weighted extension area of the Wattenberg Field targeting the Niobrara and Codell formations. As of December 31, 2012, our Wattenberg position consisted of approximately 36,000 gross (31,700 net) acres and we have maintained an active leasing program throughout 2013. We own 3-D seismic surveys covering substantially all of our acreage in the Wattenberg Field, which helps provide efficient and targeted operations. Our estimated proved reserves at December 31, 2012 in the Wattenberg Field were 31,943 MBoe. As of September 30, 2013, we had a total of 276 producing wells, of which 101 were horizontal wells, and our average daily production for the third quarter of 2013 was approximately 11,802 Boe/d, of which 94% came from horizontal wells. Our working interest for all producing wells averages approximately 91% and our net revenue interest is approximately 75%.

Beginning in 2011, we have successfully used horizontal drilling and multi-stage fracture stimulation techniques to achieve significantly improved recoveries from the Niobrara and Codell formations in the Wattenberg Field. We are continuing to develop the Niobrara B Bench at 80-acre spacing, while testing the Niobrara C bench and Codell as well as further down spacing and extended reach laterals. Since we began our horizontal Niobrara B Bench development program in 2011, through September 30, 2013, we have drilled 96 Niobrara B Bench wells, of which 87 are approximately 4,000 foot laterals, six of which are on 40-acre spacing, and three are extended reach laterals of greater than 9,000 feet. We began testing Niobrara B Bench wells on 40 acre spacing in 2013. The first two of these wells were drilled as offsets to an existing well and produced 30-day average initial production rates of approximately 418 Boe/d at 80% crude oil. Our subsequent four well pilot test of the Niobrara B Bench at 40 acre spacing achieved 30-day average initial production rates of 343 Boe/d at 83% crude oil with 60-day average initial production rates of 292 Boe/d at 77% crude oil. We have drilled three extended reach lateral wells targeting the Niobrara B Bench, and have average 30-day initial production rates on two of them of 781 Boe/d at 78% crude oil and 60-day initial production rates on two of them of 711 Boe/d at 73% crude oil. We believe our acreage position has been fully delineated for the Niobrara B Bench and expect this horizon to be a primary source of future production growth.

Our testing in the Niobrara C Bench and Codell formation has been successful and supports future delineation and development drilling. We have drilled five wells in the Niobrara C Bench with average 30-day initial production rates of 422 Boe/d, of which 83% is crude oil. We are continuing to test the Codell formation, which we deem to be prospective on approximately 15,000 of our net acres, with our first three horizontal Codell wells achieving average 30-day initial production rates of 539 Boe/d, of which 71% is crude oil.

Table of Contents

Mid-Continent Region

In southern Arkansas, we target the oil-rich Cotton Valley sands primarily in the Dorcheat Macedonia Field and have additional assets in McKamie Patton and other fields. We average an approximately 74% working interest and an approximately 64% net revenue interest on all producing wells, and all of our acreage is held by production in the Mid-Continent region. As of December 31, 2012, our estimated proved reserves in this region were approximately 20,558 Mboe. For the nine months ended September 30, 2013, we drilled 40 wells, and our average net daily production increased to 5,854 Boe/d for the quarter ended September 30, 2013. In the Dorcheat Macedonia Field, we have drilled eight wells to test five acre downspacing and positive early results warrant further testing across our acreage.

Gas Processing Facilities. Our Mid-Continent gas processing facilities are located in Lafayette and Columbia counties in Arkansas and are strategically located to serve our production in the region. In the aggregate, our Arkansas gas processing facilities have approximately 40 MMcf/d of capacity with 86,000 gallons per day of associated natural gas liquids capacity. Our ownership of these facilities and related gathering pipeline provides us with the benefit of controlling processing and compression of our natural gas production and timing of connection to our newly completed wells.

2014 Capital Program

Our anticipated total 2014 capital budget is in a range of $575 million to $625 million. We plan to spend approximately 85% of our total 2014 budget on our assets in the Rocky Mountain region and approximately 15% on our assets in southern Arkansas. The ultimate amount of capital we will expend may fluctuate materially based on, among other things, market conditions, the success of our drilling results as the year progresses and changes in the borrowing base under our revolving credit facility.

Our Business Strategies

Our goal is to increase our production, proved reserves and cash flow. We intend to accomplish this by focusing on the following key strategies:

Increase Production from Wattenberg Horizontal Opportunities and Develop Additional Resource Potential in Both our Core Areas. We intend to continue to develop the Niobrara and Codell formations utilizing horizontal drilling. While we are focused on the Niobrara B Bench, primarily using 4,000 foot laterals, we have begun, and plan to continue, to develop the Niobrara C Bench and Codell formation as well as to test extended reach lateral drilling in the Wattenberg Field and downspacing concepts in both of our core areas. We expect to continue to generate profitable, long-term reserve and production growth predominantly through repeatable, lower-risk development drilling on our assets, which have multiple resource horizons in each play.

Pursue Low-Risk Growth Strategy. We intend to pursue bolt-on acquisitions in the Wattenberg Field and in southern Arkansas where we can take advantage of our operational scale and local knowledge. In addition, we will evaluate unconventional oil and liquids-rich opportunities where we believe the application of our core competencies of horizontal drilling and fracture stimulation will enhance the value and performance of the acquired properties.

Maintain High Degree of Operatorship. We currently have and intend to maintain a high working interest in our assets, thereby allowing us to leverage our technical, operating and management skills and control the timing of our capital expenditures.

Manage Risk Exposure. In order to achieve more predictable cash flow and to reduce our exposure to adverse fluctuations in oil prices, we have entered into and intend in the future to enter into hedging transactions for a significant portion of our expected oil production.

Table of Contents

Our Competitive Strengths

We believe the following combination of strengths will enable us to implement our strategies:

High Quality Asset Base with Oil and Liquids-Weighted Growth. As of December 31, 2012, we have accumulated approximately 31,700 net acres in the Wattenberg Field prospective for the Niobrara formation, approximately 15,000 net acres of which are also prospective for the Codell formation. Our acreage is in an area noted for its net high oil and liquids content, with oil and NGLs comprising approximately 63% of proved reserves and approximately 72% of current production, yielding strong economic returns. We believe our acreage position represents a large inventory of high value, ready-to-drill potential locations with significant upside potential and that the consistently positive results in this play by us and other operators validate our investment and the continued development of the area. We believe adequate gathering systems and takeaway capacity are in place, enabling a short time period from well completion to first product sales and relatively strong pricing.

Contiguous Nature of Our Leasehold. Our acreage positions in the Wattenberg Field and in the Mid-Continent region are highly contiguous which allows for more efficient field operations. In the Wattenberg Field, we believe our leasehold is particularly advantaged for development with horizontal wells and extended reach laterals.

High Degree of Operational Control. We operate approximately 99% of our proved reserves with an average working interest of approximately 87%, providing us with significant control over the rate of development of our asset base. This allows us to employ the drilling and completion techniques we believe to be most effective, manage costs and control the timing and allocation of our capital expenditures.

Gas Processing Capability in Southern Arkansas. We own three gas processing facilities and 150 miles of gathering pipeline that principally serve our production from the Dorcheat Macedonia Field and our McKamie Patton Field properties. We believe the ownership of this gathering and processing infrastructure allows us to better control the timing of the development of our reserves and improves our economics in southern Arkansas.

Experienced Management Team with Proven Track Record. Our senior management team has extensive experience in the oil and gas industry. Our senior technical team averages more than 30 years of industry experience, including experience in multiple North American resource plays and basins. We believe our management and technical team is one of our principal competitive strengths due to its proven track record in identification, acquisition and execution of resource conversion opportunities. In addition, this team possesses substantial expertise in horizontal drilling techniques and fracture stimulation.

Financial Flexibility. Our capital structure is intended to provide a high degree of financial flexibility to grow our asset base, both through organic projects and opportunistic acquisitions. As of September 30, 2013, on an as adjusted basis to give effect to this offering and the application of the net proceeds therefrom as described in "Use of Proceeds," we would have total liquidity of approximately $419.5 million, comprised of $294.0 million of availability under our revolving credit facility and approximately $125.5 million of cash and equivalents on hand. We also employ a disciplined approach to management of leverage, setting our target maximum leverage at 2.0x net debt/EBITDAX.

Recent Developments

Amendment to Our Revolving Credit Facility

On November 6, 2013, we amended our revolving credit facility to, among other things, (i) increase the borrowing base from $330 million to $450 million (although bank commitments are currently limited

S-5

Table of Contents

to $330 million, we have the option to access, subject to lender commitments, the full $450 million prior to the next semi-annual borrowing base redetermination), (ii) provide that from the date of the amendment until the next borrowing base redetermination, we may issue up to $200 million in debt securities without incurring a reduction in our borrowing base and (iii) extend the maturity of our revolving credit facility to September 15, 2017.

Issuance of Existing 6.75% Senior Notes due 2021

On April 9, 2013, we issued and sold $300 million in aggregate principal amount of our 6.75% Senior Notes due 2021 in a private offering. On July 1, 2013, we consummated an exchange offer in which we issued notes registered with the SEC in exchange for these private notes. We refer to these registered notes as the "existing notes." The existing notes are general senior unsecured obligations of the Company and will mature on April 15, 2021. Interest on the existing notes accrues at the rate of 6.75% per annum and is payable semiannually in arrears on April 15 and October 15, commencing on October 15, 2013. Each of our subsidiaries that incurs or guarantees certain indebtedness, including borrowings under our revolving credit facility, guarantees the existing notes. These guarantees are senior unsecured obligations of the subsidiary guarantors. We used the net proceeds from this offering to repay all outstanding borrowings under our revolving credit facility and to fund our drilling and development program and other capital expenditures.

The notes offered hereby are additional notes under the indenture pursuant to which the existing notes were issued and will have identical terms, other than the issue date, and will constitute part of the same series as and will be fungible with the existing notes. For a more detailed summary of the terms and conditions of the existing notes and the notes offered hereby, see "Description of Notes" included in the accompanying prospectus.

Corporate Information

Our principal executive offices are located at 410 17th Street, Suite 1400, Denver, Colorado 80202. The telephone number at our principal executive offices is (720) 440-6100 and our website address is *www.bonanzacrk.com*. Information contained on our website is not incorporated by reference into this prospectus supplement or the accompanying prospectus, and you should not consider the information contained on our website to be part of this prospectus supplement or the accompanying prospectus.

Table of Contents

THE OFFERING

The summary below describes the principal terms of the notes offered hereby. Some of the terms and conditions described below are subject to important limitations and exceptions. For a more detailed summary of the terms and conditions of the notes offered hereby, see the "Description of Notes" section of the accompanying prospectus.

Issuer	Bonanza Creek Energy, Inc.
Notes Offered	\$150,000,000 aggregate principal amount of $6^3/_4$% senior notes due 2021.
	The notes offered hereby are an additional issue of our outstanding $6^3/_4$% Senior Notes due 2021, originally issued in an aggregate principal amount of \$300 million on April 9, 2013 in a private offering. On July 1, 2013, we consummated an exchange offer in which we issued notes registered with the SEC in exchange for these private notes. We refer to these registered notes as the "existing notes." The notes offered hereby will be issued under the same indenture and part of the same series as the existing notes and will have the same CUSIP number as the existing notes. We refer to the existing notes and the notes offered hereby together as the "notes," except where the context indicates otherwise.
Issue Price	% of principal amount plus accrued interest from October 15, 2013.
Maturity	April 15, 2021.
Interest	6.75% per annum.
Interest Payment Dates	April 15 and October 15 of each year, commencing April 15, 2014.
Ranking	The notes will be our general unsecured obligations. The notes will rank:
	equally in right of payment with all of our existing and future senior debt, including the \$300.0 million of existing notes;
	senior in right of payment to all of our future subordinated indebtedness;
	effectively junior to (i) our existing and future secured indebtedness, including indebtedness under our revolving credit facility, to the extent of the value of the collateral securing such indebtedness and (ii) claims preferred by operation of law; and
	structurally junior to all existing and future debt and other liabilities (including trade payables) of any subsidiaries that are not guarantors of the notes.

Table of Contents

	As of November 11, 2013, after giving effect to this offering and the application of the net proceeds therefrom as described under "Use of Proceeds," we and our subsidiaries would have had $294.0 million of unused capacity under our revolving credit facility and no outstanding borrowings thereunder, exclusive of $36.0 million of outstanding letters of credit. All obligations under our revolving credit facility are secured, and as a result, effectively senior to the notes and the guarantees of the notes by the subsidiary guarantors (as defined in " Subsidiary Guarantees") (to the extent of the value of the collateral securing such obligations).
Subsidiary Guarantees	The notes will be jointly and severally guaranteed on a senior unsecured basis by our existing and future subsidiaries that guarantee or are borrowers under our revolving credit facility or certain other indebtedness, which we refer to as the "subsidiary guarantors." The guarantees of the notes will rank: