

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>STRONGHOLD ENERGY II OPERATING, LLC</u> (Last) (First) (Middle) 508 W. WALL STREET, SUITE 550 (Street) MIDLAND TX 79701 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RING ENERGY, INC. [REI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/27/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Common Stock, \$0.001 par value per share ("Common Stock")	10/27/2022		C		42,548,892	A	(1)	63,888,878	I	See Footnotes ⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾	
Common Stock	10/27/2022		J ⁽³⁾		4,294,025	D	\$0	59,594,853	I	See Footnotes ⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Convertible Preferred Stock	(1)	10/27/2022		C		153,176 ⁽²⁾	(1)	09/30/2027	Common Stock	42,548,892 ⁽²⁾	(1)	0	I	See Footnotes ⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾	

1. Name and Address of Reporting Person*
[STRONGHOLD ENERGY II OPERATING, LLC](#)
 (Last) (First) (Middle)
 508 W. WALL STREET, SUITE 550
 (Street)
 MIDLAND TX 79701
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
[STRONGHOLD ENERGY II INTERMEDIATE, LLC](#)
 (Last) (First) (Middle)
 508 W. WALL STREET, SUITE 550
 (Street)
 MIDLAND TX 79701
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
[STRONGHOLD ENERGY II HOLDINGS, LLC](#)
 (Last) (First) (Middle)
 508 W. WALL STREET, SUITE 550
 (Street)

MIDLAND	TX	79701
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
BEN-DOR ROY		
(Last)	(First)	(Middle)
C/O WARBURG PINCUS LLC		
450 LEXINGTON AVENUE		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)

Explanation of Responses:

1. Pursuant to the purchase and sale agreement between Ring Energy, Inc. (the "Issuer," "Ring" or the "Company") and Stronghold Energy II Operating, LLC ("Stronghold OpCo") (the "Purchase Agreement"), Stronghold OpCo, who is the sole holder of record of the reported securities, converted the reported Series A Convertible Preferred Stock, \$0.001 par value per share ("Preferred Stock") into shares of Common Stock upon approval from the holders of the Company under the NYSE American securities exchange rules and subject to the terms and conditions of the Certificate of Designation filed on August 30, 2022 (the "Certificate of Designation").
2. Pursuant to the Certificate of Designation, the Preferred Stock was converted into Common Stock at a conversion rate of 277.7778 shares of Common Stock for each share of Preferred Stock.
3. Represents a pro rata distribution of the post-conversion shares of Common Stock to various underlying members of Stronghold Energy II Holdings, LLC.
4. The reported securities are held directly by Stronghold OpCo. Stronghold Energy II Intermediate, LLC ("Stronghold Intermediate") is the managing member of Stronghold OpCo, and Stronghold Energy II Holdings, LLC ("Stronghold Holdings" and, collectively with Stronghold OpCo and Stronghold Intermediate, the "Stronghold Entities") is the managing member of Stronghold Intermediate. In connection with the closing of the Purchase Agreement, Stronghold OpCo received the right to designate two directors to serve on the Issuer's Board, subject to certain approval rights of the Issuer. One of the designated directors, Roy Ben-Dor, is a managing director of Warburg Pincus & Company US, LLC ("Warburg Pincus").
5. Warburg Pincus is the general partner of Warburg Pincus Partners II (US), L.P., which is the managing member of Warburg Pincus (E&P) Energy LLC and Warburg Pincus (E&P) XII LLC. Warburg Pincus (E&P) Energy LLC is the general partner of Warburg Pincus (E&P) Energy GP, L.P., which is the general partner of Warburg Pincus Energy (E&P)-A, L.P., WP Energy Stronghold Holdings, L.P., WP Energy Partners Stronghold Holdings, L.P., Warburg Pincus Energy (E&P) Partners-A, L.P., and Warburg Pincus Energy (E&P) Partners-B, L.P. Warburg Pincus Energy (E&P) Partners-B, L.P. is the managing member of Warburg Pincus Energy (E&P) Partners-B Stronghold, LLC.
6. Warburg Pincus (E&P) XII LLC is the general partner of Warburg Pincus (E&P) XII, L.P., which is the general partner of Warburg Pincus XII (E&P) Partners-1, L.P., Warburg Pincus XII (E&P) Partners-2, L.P., WP XII Stronghold Holdings, L.P., WP XII (E&P) Partners (A), L.P., Warburg Pincus Private Equity (E&P) XII (A), L.P., Warburg Pincus Private Equity (E&P) XII-D (A), L.P., and Warburg Pincus Private Equity (E&P) XII-E (A), L.P. Warburg Pincus XII (E&P) Partners-2, L.P. is the managing member of Warburg Pincus XII (E&P) Partners-2 Stronghold, LLC (Warburg Pincus and the other entities listed in these footnotes 4 and 5, collectively, the "Warburg Entities").
7. The Warburg Entities collectively hold a majority of the membership interest in Stronghold Holdings. Each of the Stronghold Entities, Warburg Entities and Roy Ben-Dor, (collectively, the "Reporting Persons") directly (whether through ownership or position) or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owner of some or all of the shares owned by the Stronghold and, therefore, a "ten percent holder" hereunder.
8. Each of the Reporting Persons other than Stronghold OpCo disclaims beneficial ownership of the securities reported herein, except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.

Remarks:

This report is filed as form 1 of 3 to report related transactions for the following filers: Stronghold Energy II Operating, LLC, Stronghold Energy II Intermediate, LLC, Stronghold Energy II Holdings, LLC, Warburg Pincus Energy (E&P)-A, L.P., WP Energy Stronghold Holdings, L.P., WP Energy Partners Stronghold Holdings, L.P., Warburg Pincus Energy (E&P) Partners-B Stronghold, LLC, Warburg Pincus Energy (E&P) Partners-A, L.P., Warburg Pincus Private Equity (E&P) XII (A), L.P., Warburg Pincus Private Equity (E&P) XII-D (A), L.P., Warburg Pincus Private Equity (E&P) XII-E (A), L.P., WP XII (E&P) Partners (A), L.P., WP XII Stronghold Holdings, L.P., Warburg Pincus XII (E&P) Partners-1, L.P., Warburg Pincus XII (E&P) Partners-B, L.P., Warburg Pincus (E&P) XII, L.P., Warburg Pincus (E&P) XII LLC, Warburg Pincus XII (E&P) Partners-2, L.P., Warburg Pincus XII (E&P) Partners-2 Stronghold, LLC, Warburg Pincus Energy (E&P) Partners-B, L.P., Warburg Pincus Partners II (US), L.P., Warburg Pincus & Company US, LLC, Warburg Pincus (E&P) Energy LLC, Warburg Pincus (E&P) Energy GP, L.P. and Roy Ben-Dor.

[Stronghold Energy II Operating, LLC, By: Stronghold Energy II Intermediate, LLC., By: /s/ Caleb Weatherl](#) 10/31/2022

[Stronghold Energy II Holdings, LLC., By: Stronghold Energy II Intermediate, LLC., By: /s/ Caleb Weatherl](#) 10/31/2022

[Stronghold Energy II Intermediate, LLC., By: /s/ Caleb Weatherl](#) 10/31/2022

[By: /s/ Roy Ben-Dor](#) 10/31/2022

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.