

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM S-8**

**Registration Statement Under the Securities Act of 1933**

**SRC ENERGY INC.**

(Exact name of registrant as specified in its charter)

**Colorado**  
(State or other jurisdiction of incorporation or organization)

**20-2835920**  
(I.R.S. Employer Identification No.)

**1675 Broadway, Suite 2600  
Denver, CO 80202  
(720) 616-4300**  
(Address, including zip code and telephone number, including area code, of registrant's principal executive office)

**SRC Energy Inc. 2015 Equity Incentive Plan**  
(Full Title of the Plan)

**Cathleen M. Osborn  
Vice President and General Counsel  
SRC Energy Inc.  
1675 Broadway, Suite 2600  
Denver, CO 80202  
(720) 616-4300**

With a copy to:

**John A. Elofson, Esq.  
Davis Graham & Stubbs LLP  
1550 Seventeenth Street, Suite 500  
Denver, CO 80202  
(303) 892-9400**

(Name, address, including zip code and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value per share	6,000,000 shares	\$ 12.83	\$ 76,980,000	\$ 9,584.01

(1) The SRC Energy Inc. 2015 Equity Incentive Plan (the "Plan") provides for possible adjustment of the number of and class of and/or price of shares subject to outstanding awards, in the event of certain capital or other changes affecting the common stock. Thus, in addition to the above stated 6,000,000 shares, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement on Form S-8 also covers an indeterminate number of shares of common stock that may become subject to the Plan by means of any such adjustment.

(2) The offering price is estimated in accordance with Rules 457(c) and 457(h) under the Securities Act solely for the purpose of computing the amount of the registration fee and is based upon the average of the high and low prices of the Registrant's common stock on May 18, 2018, as reported on the NYSE American.



**FORM S-8 PURSUANT TO GENERAL INSTRUCTION E**

This Registration Statement registers 6,000,000 shares of the common stock (the “Common Stock”), par value \$0.001 per share, of SRC Energy Inc. (the “Registrant”) issuable under the SRC Energy Inc. 2015 Equity Incentive Plan (the “Plan”). The remaining 4,500,000 shares have been previously registered by Registration Statement on Form S-8, No. 333-208589, which is hereby incorporated by reference.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference**

The following documents filed by the Registrant with the Securities and Exchange Commission (the “Commission”) are incorporated by reference into this Registration Statement:

- a. The Registrant’s Annual Report on Form 10-K for the year ended December 31, 2017 filed on February 21, 2018 (including the portions of the Registrant’s Definitive Proxy Statement on Schedule 14A for the Registrant’s 2018 annual meeting of stockholders incorporated by reference therein);
- b. The Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, filed on May 2, 2018;
- c. The Registrant’s Current Reports on Form 8-K filed on January 30, 2018, February 23, 2018, April 3, 2018, and May 23, 2018; and
- d. The description of the capital stock contained in the Registrant’s Registration Statement on Form 8-A filed with the Securities and Exchange Commission on July 19, 2011, filed under the Exchange Act, as amended and superseded by the disclosure set forth in “Description of Capital Stock” in the Registrant’s Registration Statement on Form S-3 filed on September 11, 2015.

All reports and other documents subsequently filed with the Commission by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), prior to the filing of a post-effective amendment which indicates that all securities offered herein have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents, excluding any information furnished under Item 7.01 or Item 2.02 of any Current Report on Form 8-K.

**Item 8. Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
5.1*	<a href="#">Opinion of Davis Graham &amp; Stubbs LLP.</a>
23.1*	<a href="#">Consent of Deloitte &amp; Touche LLP.</a>
23.2*	<a href="#">Consent of EKS&amp;H LLLP.</a>
23.3*	<a href="#">Consent of Ryder Scott Company, L.P.</a>
23.4	<a href="#">Consent of Davis Graham &amp; Stubbs LLP (included in Exhibit 5.1).</a>
24.1	<a href="#">Power of Attorney (included on the signature page hereto for SRC Energy Inc.).</a>
99.1	<a href="#">SRC Energy Inc. 2015 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K filed on May 23, 2018).</a>

\* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado, on May 23, 2018.

### SRC ENERGY INC.

By: /s/ LYNN A. PETERSON  
Name: Lynn A. Peterson  
Title: Chief Executive Officer, President and Chairman

### Power of Attorney

The undersigned directors and officers of SRC Energy Inc. hereby constitute and appoint Lynn A. Peterson, James P. Henderson and Cathleen M. Osborn, and each of them singly, each with full power to act and with full power of substitution and resubstitution, our true and lawful attorneys-in-fact and agents with full power to execute in our name and behalf in the capacities indicated below any and all amendments (including post-effective amendments) to this registration statement and to file the same, with all exhibits and other documents relating thereto with the United States Securities and Exchange Commission and hereby ratify and confirm all that such attorney-in-fact or his or her substitute shall lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ LYNN A. PETERSON</u> Lynn A. Peterson	Chief Executive Officer, President and Chairman	May 23, 2018
<u>/s/ JAMES P. HENDERSON</u> James P. Henderson	Executive Vice President and Chief Financial Officer	May 23, 2018
<u>/s/ JARED C. GRENZENBACH</u> Jared C. Grenzenbach	Vice President of Accounting and Chief Accounting Officer	May 23, 2018
<u>/s/ RAYMOND E. MCELHANEY</u> Raymond E. McElhaneay	Director	May 23, 2018
<u>/s/ JACK N. AYDIN</u> Jack N. Aydin	Director	May 23, 2018
<u>/s/ DANIEL E. KELLY</u> Daniel E. Kelly	Director	May 23, 2018
<u>/s/ PAUL J. KORUS</u> Paul J. Korus	Director	May 23, 2018
<u>/s/ JENNIFER S. ZUCKER</u> Jennifer S. Zucker	Director	May 23, 2018

DAVIS  
GRAHAM &  
STUBBS

May 23, 2018

SRC Energy Inc.  
1675 Broadway, Suite 2600  
Denver, Colorado 80202

Re: SRC Energy Inc.  
Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to SRC Energy Inc., a Colorado corporation (the "Company"), in connection with the filing of the Registration Statement on Form S-8 (the "Registration Statement") with respect to the registration under the Securities Act of 1933, as amended (the "Securities Act"), of a total of 6,000,000 shares of the Company's common stock, par value \$0.001 per share (the "Shares"), which may be offered and issued under the SRC Energy Inc. 2015 Equity Incentive Plan (the "Plan").

In connection therewith, we have examined, and relied upon the accuracy of factual matters contained in, the Registration Statement, the Plan, and originals and copies, certified or otherwise identified to our satisfaction, of such other agreements, documents, corporate records, and instruments as we have deemed necessary for the purposes of the opinion expressed below. In giving this opinion, we are assuming the authenticity of all instruments presented to us as originals, the conformity with the originals of all instruments presented to us as copies, and the genuineness of all signatures.

We assume that the Registration Statement has been filed by the Company with the U.S. Securities and Exchange Commission (the "Commission") and will be effective at the time that any of the Shares are issued, and that persons acquiring the Shares will do so strictly in accordance with the terms of the Plan. We further assume that the Shares will continue to be duly and validly authorized on the dates that the Shares are issued pursuant to the terms of the Plan and, upon the issuance of any of the Shares, the total number of shares of common stock of the Company issued and outstanding, after giving effect to such issuance of such Shares, will not exceed the total number of shares of common stock that the Company is then authorized to issue under its restated articles of incorporation.

Based upon the foregoing, we are of the opinion that the Shares, when issued in accordance with the terms of the Plan, will be legally issued, fully paid, and nonassessable.

This opinion is limited to the matters expressly stated herein. No implied opinion may be inferred to extend this opinion beyond the matters expressly stated herein. This opinion is limited to the Federal law of the United States of America and to the laws of the State of Colorado. We express no opinion with respect to the blue sky securities laws of any state, including the State of Colorado.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this

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consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Davis Graham & Stubbs LLP

DAVIS GRAHAM & STUBBS LLP

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 21, 2018, relating to the consolidated financial statements of SRC Energy Inc. and subsidiaries, and the effectiveness of SRC Energy Inc. and subsidiaries' internal control over financial reporting, appearing in the Annual Report on Form 10-K of SRC Energy Inc. for the year ended December 31, 2017.

/s/ DELOITTE & TOUCHE LLP

Denver, Colorado  
May 23, 2018

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the use in this Registration Statement on Form S-8 of our report dated April 22, 2016 relating to the consolidated financial statements of SRC Energy Inc. (formerly known as Synergy Resources Corporation), which appears in its Annual Report on Form 10-K for the year ended December 31, 2017. We also consent to the reference to us under the heading “Experts” in such Registration Statement.

/s/ EKS&H LLLP

Denver, Colorado  
May 23, 2018

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**CONSENT OF INDEPENDENT PETROLEUM ENGINEERS**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report relating to SRC Energy Inc.'s proven oil and gas reserves which was filed as Exhibit 99.1 to SRC Energy Inc.'s Annual Report on Form 10-K for the year ended December 31, 2017 (the "10-K"), and information derived from our report included in the 10-K.

/s/ RYDER SCOTT COMPANY, L.P.

RYDER SCOTT COMPANY, L.P.  
TBPE Firm Registration No. F-1580

Denver, Colorado

May 23, 2018

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