

MILLER ENERGY RESOURCES, INC.
Form SC 13G
January 15, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No ____)

(Name of Issuer)
Miller Energy Resources, Inc.

(Title of Class of Securities)
Common Stock

(CUSIP Number)
600527105

(Date of Event Which Requires Filing of this Statement)
December 31, 2013

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 600527105

(1) Names of reporting persons. Seaside 88, LP

(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization: Florida

(5) Sole voting power: 1,890,156

Number of shares beneficially owned by each reporting person with:

(6) Shared voting power

(7) Sole dispositive power: 1,890,156

(8) Shared dispositive power

(9) Aggregate amount beneficially owned by each reporting person: 1,890,156

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

(11) Percent of class represented by amount in Row 9: 4.2%

(12) Type of reporting person (see instructions): PN

CUSIP No. 600527105

(1) Names of reporting persons. Seaside 88 Advisors, LLC

(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization: Florida

(5) Sole voting power: 1,890,156

Number of shares beneficially owned by each reporting person with:

(6) Shared voting power

(7) Sole dispositive power: 1,890,156

(8) Shared dispositive power

(9) Aggregate amount beneficially owned by each reporting person: 1,890,156

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

(11) Percent of class represented by amount in Row 9: 4.2%

(12) Type of reporting person (see instructions): PN

CUSIP No. 600527105

(1) Names of reporting persons. William J. Ritger

(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization: USA

(5) Sole voting power

(6) Shared voting power:

2,292,588

(7) Sole dispositive power

(8) Shared dispositive power:

2,292,588

Number of shares beneficially owned by each reporting person with:

(9) Aggregate amount beneficially owned by each reporting person: 2,292,588

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

(11) Percent of class represented by amount in Row 9: 5.1%

(12) Type of reporting person (see instructions): IN

CUSIP No. 600527105

(1) Names of reporting persons. Denis M. O'Donnell

(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization: USA

(5) Sole voting power

(6) Shared voting power:

1,890,156

(7) Sole dispositive power

(8) Shared dispositive power:

1,890,156

Number of shares beneficially owned by each reporting person with:

(9) Aggregate amount beneficially owned by each reporting person: 1,890,156

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

(11) Percent of class represented by amount in Row 9: 4.2%

(12) Type of reporting person (see instructions): IN

Item 1.

Item 1(a) Name of issuer: Miller Energy Resources, Inc., a Tennessee corporation (formerly Miller Petroleum, Inc.)
Item 1(b) Address of issuer's principal executive offices: 9721 Cogdill Road, Suite 302, Knoxville, TN 37932

Item 2.

2(a) Name of person filing: Name of person filing: Seaside 88, LP
Seaside 88 Advisors LLC

William J. Ritger

Denis M. O'Donnell

2(b) Address or principal business office or, if none, residence: 860 US Highway 1, Suite 208 B, North Palm Beach, FL 33408

2(c) Citizenship: Reference is made to Item 4 of pages 2-5 of this Schedule 13G which Items are incorporated herein by reference.

2(d) Title of class of securities: Common Stock, \$0.0001 par value per share

2(e) CUSIP No.: 600527105

Item 3.

If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- a. Broker or dealer registered under Section 15 of the Act.
- b. Bank as defined in Section 3(a)(6) of the Act.
- c. Insurance company as defined in Section 3(a)(19) of the Act.
- d. Investment company registered under Section 8 of the Investment Company Act of 1940.
- e. An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- f. An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- g. A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- h. A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- i. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;

j. Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership

Reference is hereby made to Items 5-9 and 11 of pages 2-5 of this Schedule 13G, which Items are incorporated by reference herein.

The securities to which this Schedule relates (the "Securities") are owned by Seaside 88, LP, a Florida limited partnership ("Seaside"), for which Seaside 88 Advisors, LLC serves as general partner. William J. Ritger and Denis M. O'Donnell, as managing members of the general partner of Seaside, may therefore be deemed to beneficially own the Securities owned by Seaside for the purposes of Rule 13d-3 of the Securities Exchange Act of 1934, as amended (the "Act"), insofar as they may be deemed to have the power to direct the voting or disposition of those Securities.

Neither the filing of this Schedule nor any of its contents shall be deemed to constitute an admission that any of Seaside 88 Advisors, LLC, Mr. Ritger or Dr. O'Donnell is, for any other purpose, the beneficial owner of any of the Securities, and each of Seaside 88 Advisors, LLC, Mr. Ritger and Dr. O'Donnell disclaims beneficial ownership as to the Securities, except to the extent of his or its pecuniary interests therein.

Under the definition of "beneficial ownership" in Rule 13d-3 under the Act, it is also possible that the members of Seaside might be deemed the "beneficial owners" of some or all of the Securities insofar as they may be deemed to share the power to direct the voting or disposition of the Securities. Neither the filing of this Schedule nor any of its contents shall be deemed to constitute an admission that any of such individuals is, for any purpose, the beneficial owner of any of the Securities, and such beneficial ownership is expressly disclaimed.

The calculation of the number of shares owned includes 1,820,156 shares and a warrant to purchase 70,000 shares currently owned by Seaside. In addition, William J. Ritger is a member and manager of Seaside Capital, LLC, which holds 142,045 shares of the issuer; is the trustee of Seaside Capital Trust, which holds 22,042 shares of common stock, and 1,000 shares of preferred stock that is convertible into 2,500 shares of common stock, of the issuer; is the manager and a member of Seaside 21, LLC, which holds 92,000 shares of common stock, and 44,713 shares of preferred stock that is convertible into 111,783 shares of common stock, of the issuer; and holds as an individual 12,825 shares of preferred stock that is convertible into 32,063 shares of the issuer's common stock. He may, therefore, be deemed to beneficially own the Securities owned by Seaside Capital, LLC, Seaside Capital Trust and Seaside 21, LLC. The shares shown for Mr. Ritger includes the foregoing amounts, although he disclaims beneficial ownership of them, except to the extent of his pecuniary interest in each such entity. Neither of Seaside, Seaside 88 Advisors, LLC nor Denis M. O'Donnell are deemed beneficial owners of the shares held by Seaside Capital, LLC, Seaside Capital Trust or Seaside 21, LLC, for purposes of Rule 13d-3 of the Act.

The calculation of percentage of beneficial ownership in item 11 of pages 2-5 was derived from the Issuer's Quarterly Report on Form 10-Q for the quarter ended October 31, 2013, filed with the Securities and Exchange Commission on December 10, 2013, in which the Issuer stated that the number of shares of its common stock outstanding as of December 2, 2013 was 44,524,779 shares.

Item 5.

Ownership of 5 Percent or Less of a Class. **p**

Item 6. Ownership of More than 5 Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature.

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date January 15, 2014 SEASIDE 88, LP

/s/ William J. Ritger

By: SEASIDE 88 ADVISORS, LLC

By: William J. Ritger, Manager

SEASIDE 88 ADVISORS, LLC

/s/ William J. Ritger

By: William J. Ritger, Manager

WILLIAM J. RITGER

/s/ William J. Ritger

William J. Ritger

DENIS M. O'DONNELL

/s/ Denis M. O'Donnell

Denis M. O'Donnell

EXHIBIT INDEX

Exhibit A Joint Filing Undertaking Page 10

EXHIBIT A

JOINT FILING UNDERTAKING

The undersigned, being authorized thereunto, hereby execute this agreement as an exhibit to this Schedule 13G to evidence the agreement of the below-named parties, in accordance with rules promulgated pursuant to the Securities Exchange Act of 1934, to file this Schedule, as it may be amended, jointly on behalf of each of such parties.

Date January 15, 2014 SEASIDE 88, LP

/s/ William J. Ritger

By: SEASIDE 88 ADVISORS, LLC

By: William J. Ritger, Manager

SEASIDE 88 ADVISORS, LLC

/s/ William J. Ritger

By: William J. Ritger, Manager

WILLIAM J. RITGER

/s/ William J. Ritger

William J. Ritger

DENIS M. O'DONNELL

/s/ Denis M. O'Donnell

Denis M. O'Donnell

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Item 4.

Purpose of Transaction.

As an inducement for Sanofi to enter into the Merger Agreement (as defined below), the Supporting Stockholders entered into the Stockholder Support Agreement. The purpose of the Stockholder Support Agreement is to facilitate the transactions contemplated by the Merger Agreement.

Merger Agreement

On October 28, 2010, the Company, sanofi-aventis and Star 2010, Inc., a Delaware corporation and a wholly owned subsidiary of Sanofi ("Merger Sub") entered into an Agreement and Plan of Merger (the "Merger Agreement").

Pursuant to the terms and subject to the conditions set forth in the Merger Agreement, Merger Sub will be merged with and into the Company and, as a result of the merger, the separate corporate existence of Merger Sub will cease and the Company will continue as the surviving corporation and become a wholly owned subsidiary of Sanofi.

At the effective time of the merger, by virtue of the merger, each share of the Common Stock issued and outstanding immediately prior to the effective time of the merger will be cancelled and converted into the right to receive \$10.00 in cash, without interest and less any required withholding taxes, other than the following shares, which will be cancelled and no payment made with respect thereto:

- shares of the Common Stock owned directly or indirectly by Sanofi or Merger Sub or held by the Company as treasury stock (in each case, other than any such shares held on behalf of third parties) immediately prior to the effective time of the merger; and
- shares of the Common Stock which have properly exercised their appraisal rights in accordance with Delaware law.

Each share of common stock of Merger Sub outstanding immediately prior to the effective time of the merger will be converted into and become one share of common stock of the surviving corporation with the same rights, powers and

privileges as the shares so converted and will constitute the only outstanding shares of capital stock of the surviving corporation.

The completion of the merger is subject to various customary conditions, including, among other things, (i) approval and adoption of the Merger Agreement and the merger by a majority of the outstanding shares of the Common Stock, and (ii) the issuance by the PRC's Ministry of Commerce a decision under the PRC Merger Regulation approving the merger.

Pursuant to the Merger Agreement, at the effective time of the Merger, the directors of Merger Sub will become the directors of the Company.

After the completion of the merger, the Common Stock will cease to be traded on the NASDAQ-Global Market and price quotations with respect to sales of shares of the Common Stock in the public market will no longer be available. In addition, registration of the Common Stock under the Securities Exchange Act of 1934 (the "Exchange Act") will be terminated.

It is currently contemplated that the consideration paid to the holders of the Common Stock pursuant to the Merger Agreement will be financed by Sanofi through its available cash.

The description of the Merger Agreement contained herein is qualified in its entirety by reference to Exhibit A, which is incorporated herein by reference.

Stockholder Support Agreement

Pursuant to the Stockholder Support Agreement, the Supporting Stockholders have agreed to vote (or cause to be voted) all the Common Stock beneficially owned by them in favor of the adoption of the Merger Agreement and any actions required in furtherance of the Merger Agreement.

Each of Supporting Stockholders also agreed to vote (or cause to be voted) shares of the Common Stock he/she beneficially owns against the following actions:

- any Company Alternative Proposal (as such term is defined in the Merger Agreement);
- any amendment to the Company's certificate of incorporation or bylaws or any other proposal or transaction involving the Company, the purpose of which amendment or other proposal or transaction is to delay, prevent or nullify the merger or the transactions contemplated by the Merger Agreement or change in any manner the voting rights of any capital stock of the Company, and against any other action or agreement that would result in a breach in any material respect of any covenant, representation or warranty or any other obligation or agreement of the Company under the Merger Agreement.

In connection with the Stockholder Support Agreement, the Supporting Stockholders further agreed not to:

- enter into any agreement directly or indirectly to vote, grant any proxy or give instructions with respect to the voting of, the shares of the Common Stock beneficially owned by the Supporting Stockholders in respect of the matters described above, the effect of which would be inconsistent with or violate any provision described above;
- sell, transfer, pledge, hypothecate, encumber, assign or dispose of the shares of the Common Stock beneficially owned by the Supporting Stockholders unless the transferee executes a counterpart of the Stockholder Support Agreement and the proxy; and
- make any press release or public announcement with respect to the Stockholder Support Agreement, the Merger Agreement or any of the transactions contemplated thereby, directly or indirectly, without the prior written consent of Sanofi, except as may be required by applicable law or as may be permitted by the Merger Agreement.

Each of the Supporting Stockholders has irrevocably granted to, and appointed Sanofi as that party's attorney and proxy to vote, or grant a consent or approval in respect of, that party's shares of the Common Stock which are subject to the Stockholder Support Agreement in favor of the adoption of the Merger Agreement and any actions required in furtherance thereof and against any Company Alternative Proposal or frustrating transaction. The proxy granted under the Stockholder Support Agreement is irrevocable.

The description of the Stockholder Support Agreement contained herein is qualified in its entirety by reference to Exhibit B, which is incorporated herein by reference.

Except as set forth in this Statement, the Merger Agreement and the Stockholder Support Agreement, neither Sanofi nor to Sanofi's knowledge, any person named on Schedule A has any present plans which relate to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

The responses of Sanofi to Rows (7) through (13) of the cover pages of this Schedule 13D are hereby incorporated by reference in this Item 5.

Pursuant to the Stockholder Support Agreement, Sanofi may be deemed to beneficially own 11,522,308 shares of the Common Stock beneficially owned by the Supporting Stockholders, which represents 24.59 % of the outstanding shares of the Common Stock as of November 22, 2010, all as calculated pursuant to Rule 13d-3, promulgated under the Exchange Act. Neither the filing of this Statement nor any of its contents shall be deemed to constitute an admission by Sanofi that it is the beneficial owner of any of the Common Stock referenced herein for purposes of the Exchange Act, or for any other purpose, and such beneficial ownership is expressly disclaimed.

Except as disclosed in this Schedule 13D, neither Sanofi, nor to Sanofi's knowledge, any person named on Schedule A, beneficially owns any Common Stock or has the right to acquire any Common Stock.

Except as disclosed in this Schedule 13D, neither Sanofi, nor to Sanofi's knowledge, any person named on Schedule A, presently has the power to vote or to direct the vote or to dispose or direct the disposition of any of the that they may be deemed to beneficially own.

Except as disclosed in this Schedule 13D, neither Sanofi, nor to Sanofi's knowledge, any person named on Schedule A, has effected any transaction in the Common Stock during the past 60 days.

Except as disclosed in this Schedule 13D, neither Sanofi, nor to Sanofi's knowledge, any person named on Schedule A, has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the Common Stock.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The information set forth in Items 3, 4 and 5 is hereby incorporated by reference in this Item 6.

Except as described above or elsewhere in this Schedule 13D or incorporated by reference in this Schedule 13D, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between Sanofi or, to the best of their knowledge, any of the persons named in Schedule A hereto and any other person with respect to any securities of the Company, including, but not limited to, transfer or voting of any securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

Item 7. Material to Be Filed as Exhibits.

Exhibit No.	Description
A	Merger Agreement, dated as of October 28, 2010, among sanofi-aventis, Star 2010, Inc. and BMP Sunstone Corporation (Incorporated by reference to Exhibit 2.1 of the Current Report on Form 8-K, filed by BMP Sunstone Corporation on November 2, 2010).
B	Stockholder Support Agreement, dated as of October 28, 2010, among sanofi-aventis and the directors and executive officers of BMP Sunstone Corporation (Incorporated by reference to Exhibit 99.1 of the Current Report on Form 8-K, filed by BMP Sunstone Corporation on November 2, 2010).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated:

December 1, 2010

SANOFI-AVENTIS

By: /s/ John Felitti
Name: John Felitti
Title: Associate Vice President,
Corporate Law, Financial &
Securities Law

SCHEDULE A

sanofi-aventis
Directors and Executive Officers

Name	Present Principal Occupation	Business Address	Citizenship
Serge Weinberg	Chairman of the Board of Directors, Director	174 Avenue de France, 75635 Paris Cedex 13, France	France
Christopher Viehbacher	Chief Executive Officer, Director	174 Avenue de France, 75635 Paris Cedex 13, France	Germany and Canada
Uwe Bicker	Independent Director	174 Avenue de France, 75635 Paris Cedex 13, France	Germany
Robert Castaigne	Director	174 Avenue de France, 75635 Paris Cedex 13, France	France
Thierry Desmarest	Director	174 Avenue de France, 75635 Paris Cedex 13, France	France
Lord Douro	Independent Director	174 Avenue de France, 75635 Paris Cedex 13, France	United Kingdom
Jean-René Fourtou	Independent Director	174 Avenue de France, 75635 Paris Cedex 13, France	France
Claudie Haigneré	Independent Director	174 Avenue de France, 75635 Paris Cedex 13, France	France
Igor Landau	Director	174 Avenue de France, 75635 Paris Cedex 13, France	France
Christian Mulliez	Director	174 Avenue de France, 75635 Paris Cedex 13, France	France
Lindsay Owen-Jones	Director	174 Avenue de France, 75635 Paris Cedex 13, France	United Kingdom
Klaus Pohle	Independent Director	174 Avenue de France, 75635 Paris Cedex 13, France	Germany

Gérard Van Kemmel	Independent Director	174 Avenue de France, 75635 Paris Cedex 13, France	France
Hanspeter Spek	Member of the Management Committee, President Global Operations, Member of the Executive Committee	174 Avenue de France, 75635 Paris Cedex 13, France	Germany
Jérôme Contamine	Member of the Management Committee, Executive Vice President, Chief Financial Officer, Member of the Executive Committee	174 Avenue de France, 75635 Paris Cedex 13, France	France
Marc Cluzel	Member of the Management Committee, Executive Vice President Research & Development, Member of the Executive Committee	174 Avenue de France, 75635 Paris Cedex 13, France	France
Karen Linehan	Member of the Management Committee, Senior Vice President Legal Affairs and General Counsel, Member of the Executive Committee	174 Avenue de France, 75635 Paris Cedex 13, France	United States of America and Ireland
Philippe Luscan	Member of the Management Committee, Senior Vice President Industrial Affairs, Member of the Executive Committee	174 Avenue de France, 75635 Paris Cedex 13, France	France
Wayne Pisano	Member of the Management Committee, Senior Vice President Vaccines, Member of the Executive Committee	174 Avenue de France, 75635 Paris Cedex 13, France	United States of America
Roberto Pucci	Member of the Management Committee, Senior Vice President Human Resources, Member of the Executive Committee	174 Avenue de France, 75635 Paris Cedex 13, France	Italy and Switzerland

EXHIBIT INDEX

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