

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-1

**REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

Silver Run Acquisition Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

6770
(Primary Standard Industrial
Classification Code Number)

47-5381253
(I.R.S. Employer
Identification Number)

**1000 Louisiana Street, Suite 1450
Houston, TX 77002
(713) 357-1400**

(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

Stephen S. Coats
Secretary
Silver Run Acquisition Corporation
1000 Louisiana Street, Suite 1450
Houston, TX 77002
(713) 357-1400

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

Copies to:

Jennifer A. Bensch, Esq.
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
Tel: (212) 310-8000
Fax: (212) 310-8007

Paul D. Tropp, Esq.
Freshfields Bruckhaus Deringer US LLP
601 Lexington Avenue
New York, NY 10022
Tel: (212) 277-4000
Fax: (212) 277-4001

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-209140

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Security Being Registered	Amount Being Registered(1)	Proposed Maximum Offering Price per Security(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)
Units, each consisting of one share of Class A common stock, \$.0001 par value, and one-third of one warrant	5,750,000 Units	\$ 10.00	\$ 57,500,000	\$ 5,791
Share of Class A common stock included as part of the units(4)	5,750,000 Shares	—	—	—(5)
Warrants included as part of the units(4)	1,916,666 Warrants	—	—	—(5)
Total			\$ 57,500,000	\$ 5,791

- (1) Represents only the additional number of securities being registered and includes 750,000 units, consisting of 750,000 shares of Class A common stock and 250,000 warrants, which may be issued upon exercise of a 45-day option granted to the underwriters to cover over-allotments, if any. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-209140).
- (2) Estimated solely for the purpose of calculating the registration fee.
- (3) The Registrant previously registered securities having a proposed maximum aggregate offering price of \$460,000,000 on its Registration Statement on Form S-1, as amended (File No. 333-209140) which was declared effective by the Securities and Exchange Commission on February 23, 2016. In accordance with Rule 462(b) under the Securities Act, an additional number of securities having a proposed maximum offering price of \$57,500,000 is hereby registered, which includes securities issuable upon the exercise of the underwriters' over-allotment option.
- (4) Pursuant to Rule 416, there are also being registered an indeterminable number of additional securities as may be issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (5) No fee pursuant to Rule 457(g).

**The Registrant Statement shall become effective upon filing with the Securities and Exchange Commission
in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

This Registration Statement on Form S-1 is being filed by Silver Run Acquisition Corporation, a Delaware corporation (the "Registrant"), pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction V to Form S-1. This Registration Statement relates to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-209140) (the "Prior Registration Statement"), initially filed by the Registrant on January 27, 2016 and declared effective by the Securities and Exchange Commission on February 23, 2016. This Registration Statement covers the registration of an additional 5,750,000 of the Registrant's units, each consisting of one share of the Registrant's Class A common stock, \$0.0001 par value per share, and one-third of one warrant, each whole warrant entitling the holder thereof to purchase one whole share of the Registrant's Class A common stock, including 750,000 units that may be purchased by the underwriters to cover over-allotments, if any. The required opinions of counsel and related consents and accountant's consent are attached hereto and filed herewith. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into this Registration Statement.

CERTIFICATION

The registrant hereby certifies to the Securities and Exchange Commission that (1) it has instructed its bank to pay the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission's account at U.S. Bank as soon as practicable (but no later than the close of business as of February 24, 2016), (2) it will not revoke such instructions, (3) it has sufficient funds in the relevant account to cover the amount of such filing fee and (4) it will confirm receipt of such instructions by its bank during regular business hours no later than February 24, 2016.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 23rd day of February, 2016.

Silver Run Acquisition Corporation

By: /s/ Thomas J. Walker
 Name: Thomas J. Walker
 Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Position	Date
* Mark G. Papa	Chief Executive Officer and Director (Principal Executive Officer)	February 23, 2016
/s/ Thomas J. Walker Thomas J. Walker	Chief Financial Officer (Principal Financial and Accounting Officer)	February 23, 2016
* By: /s/ Thomas J. Walker Thomas J. Walker Attorney-in-fact		

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EXHIBIT INDEX

Exhibit No.	Description
5.1	Opinion of Weil, Gotshal & Manges LLP, counsel to the Registrant.
23.1	Consent of WithumSmith+Brown, PC.
23.2	Consent of Weil, Gotshal & Manges LLP (included on Exhibit 5.1).
24.1	Power of Attorney (included in signature page to the Registrant's Prior Registration Statement (File No. 333-209140) filed on January 27, 2016.

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Weil, Gotshal & Manges LLP

767 Fifth Avenue
 New York, NY 10153-0119
 +1 212 310 8000 tel
 +1 212 310 8007 fax

February 23, 2016

Silver Run Acquisition Corporation
 1000 Louisiana Street, Suite 1450
 Houston, TX 77002

Ladies and Gentlemen:

We have acted as counsel to Silver Run Acquisition Corporation, a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission of the Company's Registration Statement on Form S-1, File No. 333-209140 (as amended, the "Registration Statement"), under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of the offer and sale by the Company of (a) 5,750,000 units (the "Firm Units") of the Company, each such unit consisting of one share of Class A common stock of the Company, par value \$0.0001 per share ("Common Stock"), and one-third of one warrant of the Company (each whole warrant, a "Warrant"); each whole Warrant entitles the holder thereof to purchase one share of Common Stock as specified in the Registration Statement, (b) up to an additional 750,000 units that the underwriters will have a right to purchase from the Company to cover over-allotments (the "Option Units" and, together with the Firm Units, the "Units") and (c) all shares of Common Stock and all Warrants issued as part of the Units as specified in the Registration Statement.

In so acting, we have examined originals or copies (certified or otherwise identified to our satisfaction) of (i) the form of Amended and Restated Certificate of Incorporation of the Company that is filed as Exhibit 3.3 to the Registration Statement; (ii) the Bylaws of the Company that are filed as Exhibit 3.4 to the Registration Statement; (iii) the Registration Statement; (iv) the form of the underwriting agreement proposed to be entered into between the Company and the underwriters named therein (the "Underwriting Agreement") that is filed as Exhibit 1.1 to the Registration Statement; (v) the Specimen Unit Certificate that is filed as Exhibit 4.1 to the Registration Statement; (vi) the Specimen Class A Common Stock Certificate that is filed as Exhibit 4.2 to the Registration Statement; (vii) the Specimen Warrant Certificate that is filed as Exhibit 4.3 to the Registration Statement; (viii) the form of warrant agreement proposed to be entered into by and between the Company and Continental Stock Transfer & Trust Company, as warrant agent (the "Warrant Agent") that is filed as Exhibit 4.4 to the Registration Statement; and (ix) such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary as a basis for the opinion hereinafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original

documents of all documents submitted to us as certified, conformed or photostatic copies, and the authenticity of the originals of such latter documents. As to all questions of fact material to this opinion that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Company. We have further assumed that each of the documents identified in clauses (i) through (viii) of the preceding paragraph will be entered into, adopted or filed as appropriate.

Based on the foregoing, and subject to the qualifications stated herein, we are of the opinion that:

1. The Units, when delivered to and paid for by the underwriters in accordance with the terms of the Underwriting Agreement, and assuming the due authorization, execution and delivery thereof by Continental Stock Transfer & Trust Company, as transfer agent, will constitute the legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, subject to applicable bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium and similar laws affecting creditors' rights and remedies generally, and subject, as to enforceability, to general principles of equity, including principles of commercial reasonableness, good faith and fair dealing (regardless of whether enforcement is sought in a proceeding at law or in equity).

2. The Common Stock included in the Units, when the Units are delivered to and paid for by the underwriters in accordance with the terms of the Underwriting Agreement, will be validly issued, fully paid and nonassessable.

3. The Warrants included in the Units, when the Units are delivered to and paid for by the underwriters in accordance with the terms of the Underwriting Agreement, and assuming the due authorization, execution and delivery of such Warrants by the Warrant Agent, will constitute the legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, subject to applicable bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium and similar laws affecting creditors' rights and remedies generally, and subject, as to enforceability, to general principles of equity, including principles of commercial reasonableness, good faith and fair dealing (regardless of whether enforcement is sought in a proceeding at law or in equity).

The opinions expressed herein are limited to the laws of the State of New York and the corporate laws of the State of Delaware and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction.

We hereby consent to the filing of this letter as an exhibit to the Registration Statement and to the reference to our firm under the caption "Legal Matters" in the prospectus which is a part of the Registration Statement. In giving such consent we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Weil, Gotshal & Manges LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement of our report dated January 12, 2016, relating to the balance sheet of Silver Run Acquisition Corporation as of December 31, 2015, and the related statements of operations, changes in stockholder's equity and cash flows for the period from November 4, 2015 (date of inception) to December 31, 2015, appearing in the Registration Statement on Form S-1, File No. 333-209140 and to the reference to our Firm under the caption "Experts" in the Prospectus.

/s/ WithumSmith+Brown, PC

New York, New York
February 23, 2016
