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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 13D**

**under the Securities Exchange Act of 1934  
(Amendment No. 6)**

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**LILIS ENERGY, INC.**

(Name of Issuer)

**Common Stock, Par Value \$0.001**  
(Title of Class of Securities)

**532403201**  
(CUSIP Number)

**David A. Marple  
Värde Partners, Inc.  
901 Marquette Ave. S, Suite 3300  
Minneapolis, MN 55402  
(952) 893-1554**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

*Copies to:*

**Julian J. Seiguer  
Kirkland & Ellis LLP  
609 Main Street  
Houston, TX 77002  
(713) 836-3600**

**October 10, 2018**  
(Date of Event which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

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\* 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 disclosures provided in a prior cover page.

The information required on 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, as amended ("Securities Exchange Act") or otherwise subject to the liabilities of that section of the Securities Exchange Act but shall be subject to all other provisions of the Securities Exchange Act (however, see the Notes).

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(1)	Name of reporting person The Värde Fund XI (Master), L.P.
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
(3)	SEC use only:
(4)	Source of funds (see instructions): OO
(5)	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e): <input type="checkbox"/>
(6)	Citizenship or place of organization: Delaware
Number of shares beneficially owned by each reporting person with	(7) Sole voting power: 23,739,470
	(8) Shared voting power: 0
	(9) Sole dispositive power: 21,901,504
	(10) Shared dispositive power: 0
(11)	Aggregate amount beneficially owned by each reporting person: 23,739,470
(12)	Check if the aggregate amount in Row (11) excludes certain shares: (see instructions) <input type="checkbox"/>
(13)	Percent of class represented by amount in Row (11): 27.0%*
(14)	Type of reporting person (see instructions): PN

\* The ownership percentage has been calculated based on an aggregate total of 65,900,378 shares of Common Stock (as defined below) issued and outstanding as of September 30, 2018, as disclosed in the Transaction Agreement (as defined below), plus (i) the 13,918,587 shares of Common Stock beneficially owned by the Reporting Persons in connection with the Term Loan, (ii) the 19,512,195 shares of Common Stock, rounded up to the nearest share, beneficially owned in connection with the Series C-1 Preferred Stock (as defined below), excluding 3,112,239 shares of Common Stock, with regards to which the Reporting Persons may be entitled to shared voting power in connection with the Series C-1 Preferred Stock, (iii) the 4,878,049 shares of Common Stock, rounded up to the nearest share, beneficially owned in connection with the Series C-2 Preferred Stock (as defined below), excluding 790,885 shares of Common Stock with regards to which the Reporting Persons may be entitled to shared voting power in connection with the Series C-2 Preferred Stock, (iv) the 5,952,763 shares of Common Stock acquired in connection with the Transaction Agreement and (v) the 8,386,082 shares of Common Stock, rounded up to the nearest share, beneficially owned in connection with the Series D Preferred Stock (as defined below), excluding 515,052 shares of Common Stock the Reporting Persons with regards to which such persons may be entitled to shared voting power in connection with the Series D Preferred Stock.

(1)	Name of reporting person The Värde Fund XI G.P., LLC	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
(3)	SEC use only:	
(4)	Source of funds (see instructions): OO	
(5)	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e): <input type="checkbox"/>	
(6)	Citizenship or place of organization: Delaware	
Number of shares beneficially owned by each reporting person with	(7)	Sole voting power: 23,739,470
	(8)	Shared voting power: 0
	(9)	Sole dispositive power: 21,901,504
	(10)	Shared dispositive power: 0
(11)	Aggregate amount beneficially owned by each reporting person: 23,739,470	
(12)	Check if the aggregate amount in Row (11) excludes certain shares: (see instructions) <input type="checkbox"/>	
(13)	Percent of class represented by amount in Row (11): 27.0%*	
(14)	Type of reporting person (see instructions): OO	

(1)	Name of reporting person The Värde Fund XII (Master), L.P.	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
(3)	SEC use only:	
(4)	Source of funds (see instructions): OO	
(5)	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e): <input type="checkbox"/>	
(6)	Citizenship or place of organization: Delaware	
Number of shares beneficially owned by each reporting person with	(7)	Sole voting power: 16,891,451
	(8)	Shared voting power: 0
	(9)	Sole dispositive power: 15,583,673
	(10)	Shared dispositive power: 0
(11)	Aggregate amount beneficially owned by each reporting person: 16,891,451	
(12)	Check if the aggregate amount in Row (11) excludes certain shares: (see instructions) <input type="checkbox"/>	
(13)	Percent of class represented by amount in Row (11): 20.7%*	
(14)	Type of reporting person (see instructions): PN	

(1)	Name of reporting person The Värde Fund XII G.P., L.P.	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
(3)	SEC use only:	
(4)	Source of funds (see instructions): OO	
(5)	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e): <input type="checkbox"/>	
(6)	Citizenship or place of organization: Delaware	
Number of shares beneficially owned by each reporting person with	(7)	Sole voting power: 16,891,451
	(8)	Shared voting power: 0
	(9)	Sole dispositive power: 15,583,673
	(10)	Shared dispositive power: 0
(11)	Aggregate amount beneficially owned by each reporting person: 16,891,451	
(12)	Check if the aggregate amount in Row (11) excludes certain shares: (see instructions) <input type="checkbox"/>	
(13)	Percent of class represented by amount in Row (11): 20.7%*	
(14)	Type of reporting person (see instructions): PN	

(1)	Name of reporting person The Värde Fund XII UGP, LLC	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
(3)	SEC use only:	
(4)	Source of funds (see instructions): OO	
(5)	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e): <input type="checkbox"/>	
(6)	Citizenship or place of organization: Delaware	
Number of shares beneficially owned by each reporting person with	(7)	Sole voting power: 16,891,451
	(8)	Shared voting power: 0
	(9)	Sole dispositive power: 15,583,673
	(10)	Shared dispositive power: 0
(11)	Aggregate amount beneficially owned by each reporting person: 16,891,451	
(12)	Check if the aggregate amount in Row (11) excludes certain shares: (see instructions) <input type="checkbox"/>	
(13)	Percent of class represented by amount in Row (11): 20.7%*	
(14)	Type of reporting person (see instructions): OO	

(1)	Name of reporting person The Värde Skyway Master Fund, L.P.	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
(3)	SEC use only:	
(4)	Source of funds (see instructions): OO	
(5)	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e): <input type="checkbox"/>	
(6)	Citizenship or place of organization: Cayman Islands	
Number of shares beneficially owned by each reporting person with	(7)	Sole voting power: 7,418,556
	(8)	Shared voting power: 0
	(9)	Sole dispositive power: 6,844,193
	(10)	Shared dispositive power: 0
(11)	Aggregate amount beneficially owned by each reporting person: 7,418,556	
(12)	Check if the aggregate amount in Row (11) excludes certain shares: (see instructions) <input type="checkbox"/>	
(13)	Percent of class represented by amount in Row (11): 10.2%*	
(14)	Type of reporting person (see instructions): PN	

(1)	Name of reporting person The Värde Skyway Fund G.P., LLC	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
(3)	SEC use only:	
(4)	Source of funds (see instructions): OO	
(5)	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e): <input type="checkbox"/>	
(6)	Citizenship or place of organization: Delaware	
Number of shares beneficially owned by each reporting person with	(7)	Sole voting power: 7,418,556
	(8)	Shared voting power: 0
	(9)	Sole dispositive power: 6,844,193
	(10)	Shared dispositive power: 0
(11)	Aggregate amount beneficially owned by each reporting person: 7,418,556	
(12)	Check if the aggregate amount in Row (11) excludes certain shares: (see instructions) <input type="checkbox"/>	
(13)	Percent of class represented by amount in Row (11): 10.2%*	
(14)	Type of reporting person (see instructions): OO	



(1)	Name of reporting person Värde Investment Partners (Offshore) Master, L.P.	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
(3)	SEC use only:	
(4)	Source of funds (see instructions): OO	
(5)	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e): <input type="checkbox"/>	
(6)	Citizenship or place of organization: Cayman Islands	
Number of shares beneficially owned by each reporting person with	(7)	Sole voting power: 3,423,897
	(8)	Shared voting power: 0
	(9)	Sole dispositive power: 3,158,810
	(10)	Shared dispositive power: 0
(11)	Aggregate amount beneficially owned by each reporting person: 3,423,897	
(12)	Check if the aggregate amount in Row (11) excludes certain shares: (see instructions) <input type="checkbox"/>	
(13)	Percent of class represented by amount in Row (11): 5.0%*	
(14)	Type of reporting person (see instructions): PN	

(1)	Name of reporting person The Värde Fund VI-A, L.P.	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
(3)	SEC use only:	
(4)	Source of funds (see instructions): OO	
(5)	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e): <input type="checkbox"/>	
(6)	Citizenship or place of organization: Delaware	
Number of shares beneficially owned by each reporting person with	(7)	Sole voting power: 1,712,062
	(8)	Shared voting power: 0
	(9)	Sole dispositive power: 1,579,512
	(10)	Shared dispositive power: 0
(11)	Aggregate amount beneficially owned by each reporting person: 1,712,062	
(12)	Check if the aggregate amount in Row (11) excludes certain shares: (see instructions) <input type="checkbox"/>	
(13)	Percent of class represented by amount in Row (11): 2.5%*	
(14)	Type of reporting person (see instructions): PN	

(1)	Name of reporting person Värde Investment Partners, L.P.	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
(3)	SEC use only:	
(4)	Source of funds (see instructions): OO	
(5)	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e): <input type="checkbox"/>	
(6)	Citizenship or place of organization: Delaware	
Number of shares beneficially owned by each reporting person with	(7)	Sole voting power: 3,880,417
	(8)	Shared voting power: 0
	(9)	Sole dispositive power: 3,579,984
	(10)	Shared dispositive power: 0
(11)	Aggregate amount beneficially owned by each reporting person: 3,880,417	
(12)	Check if the aggregate amount in Row (11) excludes certain shares: (see instructions) <input type="checkbox"/>	
(13)	Percent of class represented by amount in Row (11): 5.6%*	
(14)	Type of reporting person (see instructions): PN	

(1)	Name of reporting person Värde Investment Partners G.P., LLC	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
(3)	SEC use only:	
(4)	Source of funds (see instructions): OO	
(5)	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e): <input type="checkbox"/>	
(6)	Citizenship or place of organization: Delaware	
Number of shares beneficially owned by each reporting person with	(7)	Sole voting power: 9,016,375
	(8)	Shared voting power: 0
	(9)	Sole dispositive power: 8,318,305
	(10)	Shared dispositive power: 0
(11)	Aggregate amount beneficially owned by each reporting person: 9,016,375	
(12)	Check if the aggregate amount in Row (11) excludes certain shares: (see instructions) <input type="checkbox"/>	
(13)	Percent of class represented by amount in Row (11): 12.1%*	
(14)	Type of reporting person (see instructions): OO	

(1)	Name of reporting person Värde Partners, L.P.	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
(3)	SEC use only:	
(4)	Source of funds (see instructions): OO	
(5)	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e): <input type="checkbox"/>	
(6)	Citizenship or place of organization: Delaware	
Number of shares beneficially owned by each reporting person with	(7)	Sole voting power: 57,065,853
	(8)	Shared voting power: 0
	(9)	Sole dispositive power: 52,647,676
	(10)	Shared dispositive power: 0
(11)	Aggregate amount beneficially owned by each reporting person: 57,065,853	
(12)	Check if the aggregate amount in Row (11) excludes certain shares: (see instructions) <input type="checkbox"/>	
(13)	Percent of class represented by amount in Row (11): 48.1%*	
(14)	Type of reporting person (see instructions): PN	

(1)	Name of reporting person Värde Partners, Inc.	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
(3)	SEC use only:	
(4)	Source of funds (see instructions): OO	
(5)	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e): <input type="checkbox"/>	
(6)	Citizenship or place of organization: Delaware	
Number of shares beneficially owned by each reporting person with	(7)	Sole voting power: 57,065,853
	(8)	Shared voting power: 0
	(9)	Sole dispositive power: 52,647,676
	(10)	Shared dispositive power: 0
(11)	Aggregate amount beneficially owned by each reporting person: 57,065,853	
(12)	Check if the aggregate amount in Row (11) excludes certain shares: (see instructions) <input type="checkbox"/>	
(13)	Percent of class represented by amount in Row (11): 48.1%*	
(14)	Type of reporting person (see instructions): CO	

(1)	Name of reporting person George G. Hicks	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
(3)	SEC use only:	
(4)	Source of funds (see instructions): OO	
(5)	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e): <input type="checkbox"/>	
(6)	Citizenship or place of organization: United States	
Number of shares beneficially owned by each reporting person with	(7)	Sole voting power: 0
	(8)	Shared voting power: 57,065,853
	(9)	Sole dispositive power: 0
	(10)	Shared dispositive power: 52,647,676
(11)	Aggregate amount beneficially owned by each reporting person: 57,065,853	
(12)	Check if the aggregate amount in Row (11) excludes certain shares: (see instructions) <input type="checkbox"/>	
(13)	Percent of class represented by amount in Row (11): 48.1%*	
(14)	Type of reporting person (see instructions): IN	

**SCHEDULE 13D****Item 1. Security and Issuer**

This Schedule 13D relates to the common stock (the “Common Stock”), par value \$0.0001 per share, of Lilis Energy, Inc., a Nevada corporation (the “Issuer”). The Issuer has its principal executive offices at 300 E. Sonterra Blvd., Suite 1220, San Antonio, TX 78258.

This Amendment No. 6 (“Amendment No. 6”) amends and supplements the Schedule 13D filed by the Reporting Persons on May 8, 2017, as amended by Amendment No. 1 to Schedule 13D (“Amendment No. 1”) filed by the Reporting Persons on July 14, 2017, as amended by Amendment No. 2 to Schedule 13D (“Amendment No. 2”) filed by the Reporting Persons on August 12, 2017, as amended by Amendment No. 3 to Schedule 13D (“Amendment No. 3”) filed by the Reporting Persons on November 17, 2017, as amended by Amendment No. 4 to Schedule 13D (“Amendment No. 4”) filed by the Reporting Persons on January 8, 2018 and as amended by Amendment No. 5 to Schedule 13D (“Amendment No. 5”) filed by the Reporting Persons on February 2, 2018 (as so amended through this Amendment No. 6, the “Schedule 13D”).

Except as specifically provided herein, this Amendment No. 6 does not modify any of the information previously reported on the Schedule 13D. Capitalized terms used but not otherwise defined in this Amendment No. 6 shall have the meanings ascribed to them in the Schedule 13D. The filing of this Amendment No. 6 shall not be construed to be an admission by the Reporting Persons that a material change has occurred in the facts set forth in the Schedule 13D or that this Amendment No. 6 is required under Rule 13d-2 of the Securities Exchange Act.

**Item 2. Identity and Background**

No change.

**Item 3. Source and Amount of Funds or Other Consideration**

Item 3 of the Schedule 13D is hereby supplemented by adding the following:

Pursuant to the Transaction Agreement (as defined below), The Värde Fund XI (Master), L.P., The Värde Fund XII (Master), L.P., The Värde Skyway Master Fund, L.P., Värde Investment Partners, L.P., Värde Investment Partners (Offshore) Master, L.P. and the Värde Fund VI-A L.P. (collectively, the “Värde Parties”) purchased 25,000 shares of Series C-2 Convertible Participating Preferred Stock of the Issuer (the “Series C-2 Preferred Stock”). The Värde Parties obtained the funds for the purchase of the Series C-2 Preferred Stock through capital contributions from their partners.

Also Pursuant to the Transaction Agreement, the Company issued to the Värde Parties, as consideration for the reduction of a portion of the outstanding principal amount of the Term Loan (as defined in the the Term Loan Credit Agreement), together with accrued and unpaid interest thereon and the Make-Whole Amount (as defined in the Term Loan Credit Agreement), (i) 5,952,763 shares of Common Stock and (ii) 39,254 shares of Series D Preferred Stock.

**Item 4. Purpose of Transaction**

Item 4 of the Schedule 13D is hereby supplemented by adding the following:

***Transaction Agreement and Certificates of Designation***

Pursuant to the Transaction Agreement, dated as of October 10, 2018 (the “Transaction Agreement”), by and among the Issuer and the Värde Parties, the Värde Parties purchased 25,000 shares of Series C-2 Preferred Stock from the Issuer in a private placement and the Company issued to the Värde Parties, as consideration for the reduction of a portion of the outstanding principal amount of the Term Loan (as defined in the the Term Loan Credit Agreement), together with accrued and unpaid interest thereon and the Make-Whole Amount (as defined in the Term Loan Credit Agreement), (i) 5,952,763 shares of Common Stock and (ii) 39,254 shares of Series D Preferred Stock. The 25,000 shares of Series C-2 Preferred Stock, the 5,952,763 shares of Common Stock and the 39,254 shares of Series D Preferred Stock are referred to herein as the “Securities.”



*Series C Certificate of Designation*

Pursuant to the amended and restated certificate of designation governing the Series C-1 9.75% Convertible Participating Preferred Stock (the “Series C-1 Preferred Stock” and, together with the Series C-2 Preferred Stock, the “Series C Preferred Stock”) and the Series C-2 Preferred Stock (the “Series C Certificate of Designation”), the Series C-2 Preferred Stock has a per share stated value of \$1,000, subject to increase in connection with the payment of dividends (the “Series C-2 Stated Value”). Holders of shares of Series C-2 Preferred Stock will be entitled to receive cumulative preferential dividends, payable and compounded quarterly in arrears at an annual rate of 9.75% of the Series C-2 Stated Value until April 26, 2021, after which the annual dividend rate will increase to 12.00% if paid in full in cash or 15.00% if paid in kind. Dividends are payable, at the Company’s option, (i) in cash, (ii) in kind by increasing the Series C-2 Stated Value by the amount per share of the dividend or (iii) in a combination thereof. In addition to these preferential dividends, holders of shares of Series C-2 Preferred Stock will be entitled to participate in any dividends or distributions paid on the Common Stock on an as-converted basis. Holders of shares of Series C-2 Preferred Stock will be entitled to vote with the holders of shares of Common Stock, as a single class, on all matters submitted for a vote of holders of shares of Common Stock. When voting together with the Common Stock, each share of Series C-2 Preferred Stock will entitle the holder to a number of votes equal to (i) the Series C-2 Stated Value as of the applicable record date or other determination date divided by (ii) \$4.41 (the closing price of the Common Stock on the NYSE American on October 9, 2018).

The Company has the right to redeem the Series C-2 Preferred Stock, in whole or in part at any time (subject to certain limitations on partial redemptions), at a price per share equal to (i) the Series C-2 Stated Value then in effect multiplied by (a) 120% if redeemed during 2018, (b) 125% if redeemed during 2019 or (c) 130% if redeemed after 2019, plus (ii) accrued and unpaid dividends thereon and any other amounts payable by the Company in respect thereof (the “Series C-2 Optional Redemption Amount”).

Each share of Series C-2 Preferred Stock is convertible at any time at the option of the holder into a number of shares of Common Stock equal to (i) the applicable Series C Optional Redemption Amount divided by (ii) a conversion price of \$6.15, subject to adjustment (the “Conversion Price”).

Following the Closing Date, the aggregate number of shares of Series C-2 Preferred Stock became immediately convertible into 4,878,049 shares of Common Stock, based on an initial Conversion Price of \$6.15 and the initial Series C Optional Redemption Amount of 120% of the Series C Stated Value.

*Series D Certificate of Designation*

Pursuant to the certificate of designation governing the Series D Preferred Stock (the “Series D Certificate of Designation”), the Series D Preferred Stock has a per share stated value of \$1,000, subject to increase in connection with the payment of dividends (the “Series D Stated Value”). Holders of shares of Series D Preferred Stock will be entitled to receive cumulative preferential dividends, payable and compounded quarterly in arrears at an annual rate of 8.25% of the Series D Stated Value until April 26, 2021, after which the annual dividend rate will increase to 11.00% if paid in full in cash or 15.00% if paid in kind. Dividends are payable, at the Company’s option, (i) in cash, (ii) in kind by increasing the Series D Stated Value by the amount per share of the dividend or (iii) in a combination thereof. In addition to these preferential dividends, holders of shares of Series D Preferred Stock will be entitled to participate in any dividends or distributions paid on the Common Stock on an as-converted basis. Holders of shares of Series D Preferred Stock will be entitled to vote with the holders of shares of Common Stock, as a single class, on all matters submitted for a vote of holders of shares of Common Stock. When voting together with the Common Stock, each share of Series D Preferred Stock will entitle the holder to a number of votes equal to (i) the Series D Stated Value as of the applicable record date or other determination date divided by (ii) \$4.41 (the closing price of the Common Stock on the NYSE American on October 9, 2018).

The Company has the right to redeem the Series D Preferred Stock, in whole or in part at any time (subject to certain limitations on partial redemptions), at a price per share equal to (i) the Series D Stated Value then in effect multiplied by 117.5%, plus (ii) accrued and unpaid dividends thereon and any other amounts payable by the Company in respect thereof (the “Series D Optional Redemption Amount”).

Each share of Series D Preferred Stock is convertible at any time at the option of the holder into a number of shares of Common Stock equal to (i) the applicable Series D Optional Redemption Amount divided by (ii) a conversion price of \$5.50, subject to adjustment (the “Series D Conversion Price”).

Following the Closing Date, the aggregate number of shares of Series D Preferred Stock became immediately convertible into 8,386,082 shares of Common Stock, based on an initial Series D Conversion Price of \$5.50 and the initial Series D Optional Redemption Amount of 117.5% of the Series D Stated Value.

#### *Board Appointment Rights*

The Series C Certificate of Designation provides that holders of shares of Series C Preferred Stock will have the right, voting separately as a class, to designate (i) two members of the Company's board of directors (the "Board") for as long as the shares of Common Stock issuable on conversion of the outstanding shares of Series C Preferred Stock represent at least 15% of the outstanding shares of Common Stock (giving effect to conversion of all outstanding shares of Series C Preferred Stock) and (ii) one member of the Board for as long as the shares of Common Stock issuable on conversion of the outstanding shares of Series C Preferred Stock represent at least 7.5% of the outstanding shares of Common Stock (giving effect to conversion of all outstanding shares of Series C Preferred Stock).

So long as holders of shares of Series C Preferred Stock do not have the right to designate two members of the Board pursuant to the Series C Certificate of Designation, the Series D Certificate of Designation provides that holders of shares of Series D Preferred Stock will have the right, voting separately as a class, to designate one member of the Board for as long as the shares of Common Stock issuable on conversion of the outstanding shares of Series D Preferred Stock represent at least 7.5% of the outstanding shares of Common Stock (giving effect to conversion of all outstanding shares of Series D Preferred Stock).

The Securities Purchase Agreement and the Transaction Agreement separately grant to the Värde Parties substantially identical rights to appoint members of the Board as long as the Värde Parties and their affiliates beneficially own (as defined in Rule 13d-3 under the Securities Exchange Act of 1934, as amended) shares of Common Stock issued or issuable upon conversion of shares of Series C Preferred Stock and shares of Series D Preferred Stock representing the 15% and 7.5% thresholds of the outstanding Common Stock described above. However, the number of members of the Board the Värde Parties have the right to designate under the Securities Purchase Agreement and the Transaction Agreement will be reduced by the number of directors holders of shares of Series C Preferred Stock have the right to appoint under the Certificate of Designation.

The number of Board members the Värde Parties may appoint is subject to adjustment, upward or downward, as may be required by applicable law or stock exchange rules.

#### ***October 10, 2018 Registration Rights Agreement***

In connection with the issuance, pursuant to the Transaction Agreement, of the Securities, on October 10, 2018, the Issuer and the Värde Parties entered into a new registration rights agreement (the "October 10, 2018 Registration Rights Agreement") pursuant to which the Issuer agreed to file a shelf registration statement providing for the resale of the Securities and/or the underlying shares of Common Stock no later than April 10, 2019. The Värde Parties are also entitled to participate in underwritten registrations under certain conditions, and will also have certain "piggyback" registration rights with respect to registration statements filed by the Issuer.

For so long as the Värde Parties and their affiliates hold at least 5% of the then-outstanding shares of Common Stock, on an as-converted basis, the October 10, 2018 Registration Rights Agreement also contains restrictions whereby the Värde Parties will not affect any public sale or distribution of the registrable securities during the 60-calendar-day period beginning on the date of a prospectus or prospectus supplement filed with the SEC with respect to the pricing of an underwritten offering.

#### ***October 10, 2018 Second Lien Term Loan Credit Agreement Amendment***

On October 10, 2018, the Lenders and the Company entered into the sixth amendment to the Term Loan Credit Agreement (the "October 10, 2018 Second Lien Amendment"). Pursuant to the October 10, 2018 Second Lien Amendment, the Lenders and the Company agreed, among other things, to reduce a portion of the outstanding principal amount of the Term Loan (as defined in the the Term Loan Credit Agreement), together with accrued and unpaid interest thereon and the Make-Whole Amount (as defined in the Term Loan Credit Agreement), in consideration for the Company's issuance to the Värde Parties of (i) 5,952,763 shares of Common Stock and (ii) 39,254 shares of Series D Preferred Stock.

The foregoing descriptions of the Transaction Agreement, the Series C Certificate of Designation, the Series D Certificate of Designation, the Series C Preferred Stock, the Series D Preferred Stock, the October 10, 2018 Registration Rights Agreement and the October 10, 2018 Second Lien Amendment do not purport to be complete and are qualified in their entirety by reference to the full text of such agreements filed as exhibits to this Schedule 13D and incorporated herein by reference.

**General**

The Reporting Persons acquired the securities described in this Schedule 13D for investment purposes and they intend to review their investments in the Issuer on a continuing basis. Any actions the Reporting Persons might undertake will be dependent upon the Reporting Persons' review of numerous factors, including, but not limited to: an ongoing evaluation of the Issuer's business, financial condition, operations and prospects; price levels of the Issuer's securities; general market, industry and economic conditions; the relative attractiveness of alternative business and investment opportunities; and other future developments.

The Reporting Persons may, at any time and from time to time, acquire additional securities of the Issuer, or retain or sell all or a portion of the securities then held, in the open market or in privately negotiated transactions. In addition, subject to the limitations in the Securities Purchase Agreement, the Reporting Persons or their designee(s) to the Issuer's board of directors may engage in discussions with management, the board of directors, and shareholders of the Issuer and other relevant parties or encourage such persons to consider or explore extraordinary corporate transactions, such as: a merger; sales or acquisitions of assets or businesses; changes to the capitalization or dividend policy of the Issuer; or other material changes to the Issuer's business or corporate structure, including changes in management or the composition of the Issuer's board of directors. During the course of such communications, the Reporting Person may advocate or oppose one or more courses of action.

Except as set forth herein and below, or as would occur upon completion of any of the matters discussed herein, the Reporting Persons and, to the best knowledge of the Reporting Persons, or any of the other individuals named in Item 2 above, have no present plans or proposals that would relate to or result in any of the matters set forth in clauses (a) through (j) of Item 4 of Schedule 13D. Although the foregoing reflects activities presently contemplated by such persons with respect to the Issuer, the foregoing is subject to change at any time. The Reporting Persons reserve the right to change their intention with respect to any or all of the matters required to be disclosed in this Item 4.

**Item 5. Interest in Securities of the Issuer**

Items 5(a) and 5(b) of the Schedule 13D are hereby supplemented by adding the following:

(a) The Reporting Persons beneficially own 57,065,853 shares of Common Stock, representing 48.1% of the outstanding shares.

The number of shares of Common Stock beneficially owned in connection with the Series C-1 Preferred Stock is based upon: (1) with respect to dispositive power, an initial aggregate Stated Value of \$100,000,000 multiplied by the optional redemption percentage of 120% and divided by the initial conversion price of \$6.15 and (2) with respect to voting power, an initial aggregate Stated Value of \$100,000,000 divided by \$4.42.

The number of shares of Common Stock beneficially owned in connection with the Series C-2 Preferred Stock is based upon: (1) with respect to dispositive power, an initial aggregate Stated Value of \$25,000,000 multiplied by the optional redemption percentage of 120% and divided by the initial conversion price of \$6.15 and (2) with respect to voting power, an initial aggregate Stated Value of \$25,000,000 divided by \$4.41.

The number of shares of Common Stock beneficially owned in connection with the Series D Preferred Stock is based upon: (1) with respect to dispositive power, an initial aggregate Stated Value of \$39,254,000 multiplied by the optional redemption percentage of 117.5% and divided by the initial conversion price of \$5.50 and (2) with respect to voting power, an initial aggregate Stated Value of \$39,254,000 divided by \$4.41.

The ownership percentage appearing on such cover pages has been calculated based on an aggregate total of 65,900,378 shares of Common Stock issued and outstanding as of September 30, 2018, as disclosed in the Transaction Agreement, plus (i) the 13,918,587 shares of Common Stock beneficially owned by the Reporting Persons in connection with the Term Loan, (ii) the 19,512,195 shares of Common Stock, rounded up to the nearest share, beneficially owned in connection with the Series C-1 Preferred Stock, excluding 3,112,239 shares of Common Stock the Reporting Persons may be entitled to shared voting power in connection with the Series C-1 Preferred Stock, (iii) the 4,878,049 shares of Common Stock, rounded up to the nearest share, beneficially owned in connection with the Series C-2 Preferred Stock, excluding 790,885 shares of Common Stock the Reporting Persons may be entitled to shared voting power in connection with the Series C-2 Preferred Stock, (iv) the 5,952,763 shares of Common Stock acquired in connection with the Transaction Agreement and (v) the 8,386,082 shares of Common Stock, rounded up to the nearest share, beneficially owned in connection with the Series D Preferred Stock, excluding 515,052 shares of Common Stock the Reporting Persons may be entitled to shared voting power in connection with the Series D Preferred Stock.

(b) As described in Items 1 and 3 of this Schedule 13D, each of Fund XI, Fund XI GP, as the general partner of Fund XI GP, Fund XII, Fund XII GP, as the general partner of Fund XII, Fund XII UGP, as the general partner of Fund XII GP, Skyway Fund, Skyway Fund GP, as the general partner of Skyway Fund, Fund VI-A, VIP, VIP Offshore and VIP GP as the general partner of Fund VI-A, VIP and VIP Offshore, directly own 57,065,853 shares of Common Stock.

See items 7 through 10 of the cover pages to this Amendment No. 6 for the number of shares of Common Stock beneficially owned by each of the Reporting Persons as to which there is sole or shared power to vote or to direct the vote, and sole or shared power to dispose or to direct the disposition.

The Reporting Persons have not engaged in any other transactions, other than as disclosed above, in the Issuer's Common Stock during the last 60 days.

#### **Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of Issuer**

Item 4 above summarizes certain provisions of the Transaction Agreement, the Series C Certificate of Designation, the Series D Certificate of Designation, the Series C Preferred Stock, the Series D Preferred Stock, the October 10, 2018 Registration Rights Agreement and the October 10, 2018 Second Lien Amendment. Copies of these agreements are attached as exhibits to this Schedule 13D, and are incorporated herein by reference.

#### **Item 7. Material to Be Filed As Exhibits**

- |           |   |
|-----------|---|
| Exhibit A | Transaction Agreement, dated as of October 10, 2018, by and among Lilis Energy, Inc., and the Värde Parties (incorporated by reference from Exhibit 10.3 to the Issuer's Form 8-K filed October 16, 2018).  |
| Exhibit B | Registration Rights Agreement, dated as of October 10, 2018 by and among Lilis Energy, Inc., and the Värde Parties (incorporated by reference from Exhibit 10.4 to the Issuer's Form 8-K filed October 16, 2018).   |
| Exhibit C | Amended and Restated Certificate of Designation of Preferences, Rights and Limitations of Series C-1 9.75% Convertible Participating Preferred Stock and Series C-2 9.75% Convertible Participating Preferred Stock, dated as of October 10, 2018, by and among Lilis Energy, Inc., and the Värde Parties (incorporated by reference from Exhibit 3.1 to the Issuer's Form 8-K filed October 16, 2018). |
| Exhibit D | Certificate of Designation of Preferences, Rights and Limitations of Series D 8.25% Convertible Participating Preferred Stock, dated as of October, 2018, by and among Lilis Energy, Inc., and the Värde Parties (incorporated by reference from Exhibit 3.2 to the Issuer's Form 8-K filed October 16, 2018).  |
| Exhibit E | Amendment No. 6 to Credit Agreement, dated as of October 10, 2018, by and among Lilis Energy, Inc., the guarantors party thereto, the lenders party thereto and Wilmington Trust, National Association, as administrative agent (incorporated by reference from Exhibit 10.2 to the Issuer's Form 8-K filed October 16, 2018).  |

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**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 as of October 16, 2018**

**THE VÄRDE FUND XI (Master), L.P.**

**By: Värde Partners, L.P., Its Managing Member**

**By: Värde Partners, Inc., Its General Partner**

**By: /s/ David A. Marple** \_\_\_\_\_

**Name: David A. Marple**

**Title: General Counsel**

**THE VÄRDE FUND XI G.P., LLC**

**By: Värde Partners, L.P., Its Managing Member**

**By: Värde Partners, Inc., Its General Partner**

**By: /s/ David A. Marple** \_\_\_\_\_

**Name: David A. Marple**

**Title: General Counsel**

**THE VÄRDE FUND XII (MASTER), L.P.**

**By: The Värde Fund XII G.P., L.P., Its General Partner**

**By: The Värde Fund XII UGP, LLC, Its General Partner**

**By: Värde Partners, L.P., Its Managing Member**

**By: Värde Partners, Inc., Its General Partner**

**By: /s/ David A. Marple** \_\_\_\_\_

**Name: David A. Marple**

**Title: General Counsel**

**THE VÄRDE FUND XII G.P., L.P.**

**By: The Värde Fund XII UGP, LLC, Its General Partner**

**By: Värde Partners, L.P., Its Managing Member**

**By: Värde Partners, Inc., Its General Partner**

**By: /s/ David A. Marple** \_\_\_\_\_

**Name: David A. Marple**

**Title: General Counsel**

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**THE VÄRDE FUND XII UGP, LLC**

**By:** Värde Partners, L.P., Its Managing Member

**By:** Värde Partners, Inc., Its General Partner

**By:** /s/ David A. Marple

**Name:** David A. Marple

**Title:** General Counsel

**THE VÄRDE SKYWAY MASTER FUND, L.P.**

**By:** Värde Skyway Fund G.P., LLC, Its General Partner

**By:** Värde Partners, L.P., Its Managing Member

**By:** Värde Partners, Inc., Its General Partner

**By:** /s/ David A. Marple

**Name:** David A. Marple

**Title:** General Counsel

**THE VÄRDE SKYWAY FUND G.P., LLC**

**By:** Värde Partners, L.P., Its Managing Member

**By:** Värde Partners, Inc., Its General Partner

**By:** /s/ David A. Marple

**Name:** David A. Marple

**Title:** General Counsel

**VÄRDE INVESTMENT PARTNERS (OFFSHORE)  
MASTER, L.P.**

**By:** Värde Investment Partners G.P., LLC, Its General Partner

**By:** Värde Partners, L.P., Its Managing Member

**By:** Värde Partners, Inc., Its General Partner

**By:** /s/ David A. Marple

**Name:** David A. Marple

**Title:** General Counsel

**THE VÄRDE FUND VI-A L.P.**

**By:** Värde Investment Partners G.P., LLC, Its General Partner

**By:** Värde Partners, L.P., Its Managing Member

**By:** Värde Partners, Inc., Its General Partner

**By:** /s/ David A. Marple

**Name:** David A. Marple

**Title:** General Counsel

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**VÄRDE INVESTMENT PARTNERS, L.P.**

**By:** Värde Investment Partners G.P., LLC, Its  
General Partner

**By:** Värde Partners, L.P., Its Managing Member

**By:** Värde Partners, Inc., Its General Partner

**By:** /s/ David A. Marple

**Name:** David A. Marple

**Title:** General Counsel

**VÄRDE INVESTMENT PARTNERS G.P., LLC**

**By:** Värde Partners, L.P., Its Managing Member

**By:** Värde Partners, Inc., Its General Partner

**By:** /s/ David A. Marple

**Name:** David A. Marple

**Title:** General Counsel

**VÄRDE PARTNERS, L.P.**

**By:** Värde Partners, Inc., Its General Partner

**By:** /s/ David A. Marple

**Name:** David A. Marple

**Title:** General Counsel

**VÄRDE PARTNERS, INC.**

**By:** /s/ David A. Marple

**Name:** David A. Marple

**Title:** General Counsel

**GEORGE G. HICKS**

**By:** /s/ George G. Hicks

**Name:** George G. Hicks