

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2007-12-10** | Period of Report: **2007-11-29**

SEC Accession No. **0000899681-07-000828**

(HTML Version on secdatabase.com)

ISSUER

RAM ENERGY RESOURCES INC

CIK: **1282648** | IRS No.: **200700684** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **1311** Crude petroleum & natural gas

Mailing Address	Business Address
5100 E SKELLY DRIVE - SUITE 650 TULSA OK 74135	5100 E SKELLY DRIVE - SUITE 650 TULSA OK 74135 918-663-2800

REPORTING OWNER

JEFFERIES GROUP INC /DE/

CIK: **1084580** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: **000-50682** | Film No.: **071297235**
SIC: **6211** Security brokers, dealers & flotation companies

Mailing Address	Business Address
520 MADISON AVENUE 12TH FLOOR NEW YORK NY 10022	520 MADISON AVENUE 12TH FLOOR NEW YORK NY 10022 212-284-2550

Jefferies High Yield Holdings, LLC

CIK: **1420619** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: **000-50682** | Film No.: **071297234**

Mailing Address	Business Address
THE METRO CENTER, ONE STATION PLACE THREE NORTH STAMFORD CT 06902	THE METRO CENTER, ONE STATION PLACE THREE NORTH STAMFORD CT 06902 203-708-5800

Jefferies High Yield Trading, LLC

CIK: **1420793** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: **000-50682** | Film No.: **071297237**

Mailing Address	Business Address
THE METRO CENTER ONE STATION PLACE, THREE NORTH STAMFORD CT 06902	THE METRO CENTER ONE STATION PLACE, THREE NORTH STAMFORD CT 06902 203-708-5800

JEFFERIES & COMPANY, INC.

CIK: **1265287** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: **000-50682** | Film No.: **071297236**

Mailing Address	Business Address
520 MADISON AVE. 12TH FL. NEW YORK NY 10022	520 MADISON AVE. 12TH FL. NEW YORK NY 10022 2122842316

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0104
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person JEFFERIES & COMPANY, INC. (Last) (First) (Middle) 520 MADISON AVENUE, 12TH FLOOR, (Street) NEW YORK, NY 10022 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/29/2007	3. Issuer Name and Ticker or Trading Symbol RAM ENERGY RESOURCES INC [RAME]		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director <input checked="" type="checkbox"/> 10% Owner _____ Officer (give title below) _____ Other (specify below)		5. If Amendment, Date Original Filed (Month/Day/Year)
				6. Individual or Joint/Group Filing (Check applicable line) _____ Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock ⁽¹⁾	1,449,399 ⁽²⁾	D	
Common Stock ⁽¹⁾	12,348,636 ^{(2) (4)}	I	See footnote ⁽³⁾

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants to Purchase Common Stock ⁽¹⁾	11/29/2007	05/11/2008	Common Stock	478,417 ^{(2) (4)}	\$5	D	
Warrants to Purchase Common Stock ⁽¹⁾	11/29/2007	05/11/2008	Common Stock	4,076,035 ^{(2) (4)}	\$5	I	See footnote (3) ⁽³⁾ ⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

JEFFERIES & COMPANY, INC. 520 MADISON AVENUE, 12TH FLOOR NEW YORK, NY 10022		X		
JEFFERIES GROUP INC /DE/ 520 MADISON AVENUE, 12TH FLOOR NEW YORK, NY 10022		X		
Jefferies High Yield Trading, LLC THE METRO CENTER ONE STATION PLACE, THREE NORTH STAMFORD, CT 10022		X		
Jefferies High Yield Holdings, LLC THE METRO CENTER ONE STATION PLACE, THREE NORTH STAMFORD, CT 10022		X		

Explanation of Responses:

1. See Exhibit 99.
2. See Exhibit 99.
3. See Exhibit 99.
4. See Exhibit 99.

Signatures

/s/ Roland T. Kelly

** Signature of Reporting Person

12/10/2007

Date

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

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

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

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

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

(1) The filing of this Form 3 shall not be construed as an admission that (i) Jefferies Group, Inc. ("Group") is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Act"), the beneficial owner of the shares of common stock, par value \$0.001 (the "Common Stock"), of RAM Energy Resources, Inc. (the "Issuer") and/or the warrants to purchase shares of Common Stock ("Warrants"), held for the accounts of Jefferies & Company, Inc. ("Jefferies") or Jefferies High Yield Trading, LLC ("Trading"), or (ii) Jefferies or Jefferies High Yield Holdings, LLC ("Holdings") is or was for the purposes of Section (16) (a) of the Act, the beneficial owner of the shares of Common Stock and/or Warrants held for the account of Trading. Pursuant to Rule 16a-1 under the Act, Group, Jefferies and Holdings disclaim such beneficial ownership.

(2) Jefferies and Trading received shares of Common Stock and Warrants pursuant to the Agreement and Plan of Merger, by and among the Issuer, Ascent Acquisition Corp. and Ascent Energy Inc. ("Ascent"), dated as of October 16, 2007 (the "Merger Agreement"), and the Note Holder Payoff and Recapitalization Agreement, dated as of October 16, 2007, by and among Ascent, South Louisiana Property Holdings, Inc. and the other parties listed on the signature pages thereto (the "Recapitalization Agreement"). Jefferies and Trading received the shares of Common Stock and Warrants reported herein upon the consummation of the transactions contemplated by the Merger Agreement and the Recapitalization Agreement on November 29, 2007. Prior to the consummation of the transactions contemplated by the Merger Agreement, Jefferies held one (1) share of Common Stock, which it purchased in the ordinary course of business.

(3) Jefferies holds these shares of Common Stock and Warrants indirectly through the account of Trading. Jefferies has a service agreement with Trading, pursuant to which Trading has granted to Jefferies the power to vote or direct the vote, and to dispose or to direct the disposition of the shares of Common Stock and Warrants reported herein which are held for the account of Trading and, in such capacity, may be deemed to beneficially own the shares of Common Stock and Warrants reported herein which are held for the account of Trading. Holdings is the sole owner of Trading, and, in such capacity, may be deemed to beneficially own the shares of Common Stock reported herein which are held for the account of Trading. Jefferies Group is the sole owner of Jefferies and a member of Holdings, and, in such capacity, may be deemed to beneficially own the shares of Common Stock reported herein which are held for the accounts of Jefferies and Trading.

(4) Each of (i) ING Barings Global Leveraged Equity Plan Ltd. ("ING Barings"), which beneficially owns 125,910 shares of Common Stock and 41,560 Warrants; (ii) ING Barings U.S. Leveraged Equity Plan LLC ("ING US"), which beneficially owns 292,221 shares of Common Stock and 96,456 Warrants; and (iii) ING Furman Selz Investors III L.P. ("Furman" and, together with ING Barings and ING US, collectively, "Jefferies Capital Partners"), which beneficially owns 960,904

shares of Common Stock and 317,174 Warrants, may be considered an affiliate of the Reporting Persons, and the Reporting Persons may be deemed to beneficially own the shares of Common Stock held by Jefferies Capital Partners. In addition, the Reporting Persons and Jefferies Capital Partners may coordinate their decisions or actions relating to the holding, voting and/or disposition of the shares of Common Stock beneficially owned by each entity. Each of the Reporting Persons expressly disclaims (a) beneficial ownership of the shares of Common Stock beneficially owned by Jefferies Capital Partners and (b) that the Reporting Persons and Jefferies Capital Partners constitute a "group" or "person" for purposes of Section 13 of the Act.

JEFFERIES & COMPANY, INC.

By: /s/ Roland T. Kelly

Name: Roland T. Kelly
Title: Senior Vice President and
Associate General Counsel

JEFFERIES GROUP, INC.

By: /s/ Roland T. Kelly

Name: Roland T. Kelly
Title: Assistant Secretary

JEFFERIES HIGH YIELD TRADING, LLC

By: /s/ Robert J. Welch

Name: Robert J. Welch
Title: Chief Financial Officer

JEFFERIES HIGH YIELD HOLDING, LLC

By: /s/ Robert J. Welch

Name: Robert J. Welch
Title: Chief Financial Officer