

**SC 13D/A - 2013-01-09**

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**SC 13D/A**

SC 13D/A 1 sc13da509013002\_01042013.htm AMENDMENT NO. 5 TO THE SCHEDULE 13D

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

**SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. 5)<sup>1</sup>

Lucas Energy, Inc.  
(Name of Issuer)

Common Stock, \$0.001 par value  
(Title of Class of Securities)

549333 20 1  
(CUSIP Number)

RYAN J. MORRIS  
MESON CAPITAL PARTNERS LLC  
2687 California Street  
San Francisco, California 94115  
(607) 279-5382

ROBERT L. FROME, ESQ.  
RON S. BERENBLAT, ESQ.  
OLSHAN FROME WOLOSKY LLP  
Park Avenue Tower  
65 East 55th Street  
New York, New York 10022  
(212) 520-2300

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

January 4, 2013  
(Date of Event Which Requires Filing of This Statement)

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 “.”

*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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<sup>1</sup> 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 (“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*).

1	NAME OF REPORTING PERSON  MESON CAPITAL CONSTRUCTIVE PARTNERS L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 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  - 0 -
	8	SHARED VOTING POWER  4,240,346 (1)
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  4,240,346 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  4,240,346 (1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  15.8%	
14	TYPE OF REPORTING PERSON  PN	

(1) Includes 187,500 Shares underlying Warrants.

1	NAME OF REPORTING PERSON  MESON CAPITAL PARTNERS LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  NEW YORK	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  1,010,655
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  1,010,655
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,010,655	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  3.8%	
14	TYPE OF REPORTING PERSON  PN	

1	NAME OF REPORTING PERSON  MESON CAPITAL PARTNERS LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 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  - 0 -
	8	SHARED VOTING POWER  5,251,001 (1)
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  5,251,001 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  5,251,001 (1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  19.5%	
14	TYPE OF REPORTING PERSON  OO	

(1) Includes 187,500 Shares underlying Warrants.

1	NAME OF REPORTING PERSON  RYAN J. MORRIS	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  AF, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  CANADA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  5,259,334 (1)
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  5,259,334 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  5,259,334 (1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  19.6%	
14	TYPE OF REPORTING PERSON  IN	

(1) Includes 187,500 Shares underlying Warrants and 8,333 Shares underlying stock options that are exercisable within 60 days of the date hereof.

1	NAME OF REPORTING PERSON  YOUNG CAPITAL PARTNERS, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  CALIFORNIA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  346,666 (1)
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  346,666 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  346,666 (1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  1.3%	
14	TYPE OF REPORTING PERSON  PN	

(1) Includes 150,000 Shares underlying Warrants.

1	NAME OF REPORTING PERSON  YOUNG CAPITAL MANAGEMENT, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  CALIFORNIA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  346,666 (1)
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  346,666 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  346,666 (1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  1.3%	
14	TYPE OF REPORTING PERSON  OO	

(1) Includes 150,000 Shares underlying Warrants.

1	NAME OF REPORTING PERSON  JOSHUA D. YOUNG	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  AF, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  354,999 (1)
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  354,999 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  354,999 (1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  1.3%	
14	TYPE OF REPORTING PERSON  IN	

(1) Includes 150,000 Shares underlying Warrants and 8,333 Shares underlying stock options that are exercisable within 60 days of the date hereof.

The following constitutes Amendment No. 5 to the Schedule 13D filed by the undersigned (“Amendment No. 5”). This Amendment No. 5 amends the Schedule 13D as specifically set forth herein.

Item 2. Identity and Background.

The first paragraph of Item 2(b) is hereby amended and restated to read as follows:

The principal business address of each of Meson Constructive, Meson LP, Meson LLC and Ryan J. Morris is 2687 California Street, San Francisco, California 94115. The principal business address of each of Young LP, Young LLC and Joshua D. Young is 2800 Neilson Way, No. 503, Santa Monica, California 90405.

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

Item 3 is hereby amended and restated to read as follows:

The aggregate purchase price of the 4,052,846 Shares directly owned, and Warrants to purchase 187,500 Shares that may be deemed to be beneficially owned, by Meson Constructive is approximately \$7,698,478, including brokerage commissions. Such securities were acquired with the working capital of Meson Constructive.

The aggregate purchase price of the 1,010,655 Shares directly owned by Meson LP is approximately \$1,651,670, including brokerage commissions. Such securities were acquired with the working capital of Meson LP.

The aggregate purchase price of the 196,666 Shares directly owned, and Warrants to purchase 150,000 Shares that may be deemed to be beneficially owned, by Young LP is approximately \$381,941, including brokerage commissions. Such securities were acquired with the working capital of Young LP.

Ryan J. Morris may be deemed to beneficially own an additional 8,333 Shares underlying stock options that are exercisable within 60 days of the date hereof. Such stock options were awarded to Mr. Morris in his capacity as a director of the Issuer.

Joshua D. Young may be deemed to beneficially own an additional 8,333 Shares underlying stock options that are exercisable within 60 days of the date hereof. Such stock options were awarded to Mr. Young in his capacity as a director of the Issuer.

Each of Meson Constructive, Meson LP and Young LP effects purchases of securities primarily through margin accounts maintained for it with brokers, which may extend margin credit to it as and when required to open or carry positions in the margin accounts, subject to applicable federal margin regulations, stock exchange rules and the brokers’ credit policies. In such instances, the positions held in the margin accounts are pledged as collateral security for the repayment of debit balances in the accounts.

Item 5. Interest in Securities of the Issuer.

Item 5(a) is hereby amended and restated to read as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 26,696,680 Shares outstanding, which is the total number of Shares outstanding as of November 9, 2012 as reported in the Issuer’s Schedule 14A filed with the Securities and Exchange Commission on November 13, 2012.

As of the close of business on January 7, 2013, Meson Constructive may be deemed to beneficially own 4,240,346 Shares, including 187,500 Shares underlying Warrants, constituting approximately 15.8% of the Shares outstanding. By virtue of their relationship with Meson Constructive discussed in further detail in Item 2, each of Meson LLC and Ryan J. Morris may be deemed to beneficially own the Shares beneficially owned by Meson Constructive.

As of the close of business on January 7, 2013, Meson LP may be deemed to beneficially own 1,010,655 Shares, constituting approximately 3.8% of the Shares outstanding. By virtue of their relationship with Meson LP discussed in further detail in Item 2, each of Meson LLC and Ryan J. Morris may be deemed to beneficially own the Shares beneficially owned by Meson LP.

As of the close of business on January 7, 2013, Young LP may be deemed to beneficially own 346,666 Shares, including 150,000 Shares underlying Warrants, constituting approximately 1.3% of the Shares outstanding. By virtue of their relationship with Young LP discussed in further detail in Item 2, each of Young LLC and Joshua D. Young may be deemed to beneficially own the Shares beneficially owned by Young LP.

The Warrants owned by the Reporting Persons contain “blocker” provisions which restrict exercise of any portion of the Warrants to the extent that after giving effect to such exercise, the holders thereof would beneficially own in excess of specified ownership limitations (4.99% of the outstanding Shares with respect to 287,500 Warrants reported herein and 9.99% of the outstanding Shares with respect to 50,000 Warrants reported herein, subject to increase or decrease to the ownership limitations as set forth in the respective Warrants, but in no event greater than 9.99% of the outstanding Shares).

As of the close of business on January 7, 2013, Ryan J. Morris may be deemed to beneficially own an additional 8,333 Shares underlying stock options that are exercisable within 60 days of the date hereof. Such stock options were awarded to Mr. Morris in his capacity as a director of the Issuer.

As of the close of business on January 7, 2013, Joshua D. Young may be deemed to beneficially own an additional 8,333 Shares underlying stock options that are exercisable within 60 days of the date hereof. Such stock options were awarded to Mr. Young in his capacity as a director of the Issuer.

This statement reports an aggregate of 5,614,333 Shares, including 337,500 Shares underlying Warrants and 16,666 Shares underlying stock options, constituting approximately 20.8% of the Shares outstanding.

Item 5(c) is hereby amended to add the following:

(c) Schedule A annexed hereto lists all transactions in the securities of the Issuer by the Reporting Persons since the filing of Amendment No. 4 to the Schedule 13D. All of such transactions were effected in the open market unless otherwise indicated.

SIGNATURES

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

Dated: January 8, 2013

MESON CAPITAL CONSTRUCTIVE PARTNERS L.P.

By: Meson Capital Partners LLC  
General Partner

By: /s/ Ryan J. Morris  
Ryan J. Morris  
Managing Member

MESON CAPITAL PARTNERS LP

By: Meson Capital Partners LLC  
General Partner

By: /s/ Ryan J. Morris  
Ryan J. Morris  
Managing Member

MESON CAPITAL PARTNERS LLC

By: /s/ Ryan J. Morris  
Ryan J. Morris  
Managing Member

/s/ Ryan J. Morris  
RYAN J. MORRIS

YOUNG CAPITAL PARTNERS, LP

By: Young Capital Management, LLC  
General Partner

By: /s/ Joshua D. Young  
Joshua D. Young  
Managing Member

YOUNG CAPITAL MANAGEMENT, LLC

By: /s/ Joshua D. Young

Joshua D. Young  
Managing Member

/s/ Joshua D. Young

JOSHUA D. YOUNG

SCHEDULE ATransactions in the Securities of the Issuer Since the Filing of Amendment No. 4 to the Schedule 13D

<u>Class of Security</u>	<u>Securities Purchased</u>	<u>Price (\$)</u>	<u>Date of Purchase</u>
<u>MESON CAPITAL CONSTRUCTIVE PARTNERS L.P.</u>			
Common Stock	83,165	1.2879	12/28/12
Common Stock	80,000	1.4399	12/31/12
Common Stock	110,082	1.5841	01/04/13
Common Stock	37,454	1.6488	01/07/13