

**8-K - 2012-12-14**

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**8-K**

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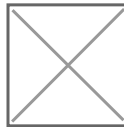
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **December 12, 2012**



**Lucas Energy, Inc.**

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation)

001-32508

(Commission File  
Number)

20-2660243

(I.R.S. Employer Identification  
No.)

3555 Timmons Lane, Suite 1550, Houston, Texas

(Address of principal executive offices)

77027

(Zip Code)

Registrant's telephone number, including area code (713) 528-1881

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

On December 14, 2012, and effective December 12, 2012, William A. Sawyer resigned as the Chief Executive Officer and President and as a Director of Lucas Energy, Inc. (the “Company”). Effective on the same date (December 12, 2012), the Board of Directors of the Company appointed Anthony C. Schnur, as the Chief Executive Officer to fill the vacancy left by Mr. Sawyer’s resignation as Chief Executive Officer and President. Mr. Schnur was previously appointed as the Chief Financial Officer, Treasurer, and Secretary of the Company effective November 1, 2012. Mr. Sawyer was a Co-Founder of the Company, serving as Vice President of Operations from April 2005 to January 2009, when he was promoted to the position of CEO and President, positions he continued to hold until his resignation.

Effective on December 12, 2012, the Board of Directors, pursuant to the power provided by the Company’s Bylaws, appointed Ken Daraie, P.E as a Director of the Company. Mr. Sawyer did not serve on any Committees of the Board of Directors. The Company anticipates appointing Mr. Daraie to Committees of the Board of the Directors in the future; however, no such appointments have been made to date.

In connection with Mr. Sawyer’s resignation, the Company agreed to pay Mr. Sawyer, as severance pay, all base salary in cash that he would have been due under the terms of his employment agreement with the Company, at such times as such compensation would have been due to Mr. Sawyer had he still been employed by the Company (i.e., \$250,000 per year, with \$175,000 payable in semi-monthly installments and \$75,000 payable in quarterly installments on each July 1st, October 1st, January 1st and April 1st), until March 25, 2014 (the end of the term of his employment agreement in effect on his resignation date); and monthly reimbursement in cash for the cost of Mr. Sawyer obtaining COBRA insurance coverage similar to the coverage of medical, dental, life and disability insurance he had while employed by the Company, also until March 25, 2014. Additionally, the Company agreed to transfer ownership to Mr. Sawyer of an SUV he was previously provided the use of by the Company.

The Company also agreed to pay Mr. Sawyer additional consideration of \$200,000, with \$50,000 payable to Mr. Sawyer on or before each of January 12, 2013; February 12, 2013; March 12, 2013 and April 12, 2013, in connection with the termination by Mr. Sawyer of all options and contingent securities which Mr. Sawyer held in the Company or had rights to. Mr. Sawyer and the Company also agreed to mutually release each other from any and all further claims and liabilities (other than customary indemnification by the Company to Mr. Sawyer in connection with his services as an officer and Director of the Company), other than the payment obligations described above.

Mr. Daraie’s biographical information is provided below:

**Ken Daraie, P.E.**

Since April 2011, Mr. Daraie, age 54, has served as Vice President of Operations of Wold Oil Properties, Inc. (WOPI) where he assists with business development, engineering and operations management. Prior to joining WOPI, he served from January 2007 to March 2011 as David Freudenthal’s, the former Governor of Wyoming’s, appointee as the Executive Director of the Wyoming School Facilities Commission. Mr. Daraie oversaw creation of systems and processes necessary for deployment of over \$1 billion in capital construction funds in the state.

Mr. Daraie founded Continental Industries, LC (“Continental”), a vertically integrated oil and gas company based in Wyoming, in 1995, and served as its President until 2005. In 2001 the company was divided into four separate entities specializing in exploration and production, oilfield services, midstream gathering, and a royalty and real estate acquisition firm. In 2006, the oil and gas assets and the gathering systems were divested.

Prior to forming Continental, Mr. Daraie served as General Manager of Barlow and Haun, a Rocky Mountain area oil and gas exploration company, and as a project manager with Fluor Daniel, an international construction company. His experience also includes reservoir simulation, reservoir engineering, and production engineering positions with both Conoco, Inc. and Sun Exploration and Production Company.

Mr. Daraie's assignments have included implementation and optimization of enhanced oil recovery projects in Louisiana and California, as well as oil and gas field rehabilitation and optimization in the U.S. Gulf Coast area, the Rocky Mountain region, and North Dakota.

Mr. Daraie has served on the Board of Directors of Double Eagle Petroleum Company Inc. (DBLE) and Energy West Federal Credit Union. He was elected to and served as Chairman of the Natrona County, Wyoming School Board of Trustees and the Casper, Wyoming City Council. Mr. Daraie is a registered professional engineer, and has been a member of the Society of Petroleum Engineers since 1980. Mr. Daraie received a Bachelor of Arts degree in Physics from Baylor University in 1979 and a Bachelor of Science degree in Petroleum Engineering from the University of Texas at Austin in 1982.

The Board of Directors believes that Mr. Daraie's extensive experience in the oil and gas industry, as well as his knowledge of business development, engineering and operations management, makes Mr. Daraie a valued addition to the Board of Directors.

#### **ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

The Company's Annual Meeting of Shareholders was held on December 12, 2012 (the "Meeting"). A total of 26,696,680 shares of common stock were issued and outstanding as of the record date of the Meeting, November 9, 2012, and a total of 21,519,349 shares were present at or were voted at the Meeting, constituting a quorum. The following proposals were voted on at the Meeting (as described in greater detail in the Company's Definitive Schedule 14A Proxy Statement filed with the SEC on November 13, 2012, the "Proxy"), with the results of such voting as follows:

<b>Proposal</b>	<b>For</b>	<b>Withheld</b>	
<b>1) The election of six (6) Directors to the Company's Board of Directors, each to serve a term of one year and until their respective successors have been elected and qualified, or until their earlier resignation or removal:</b>			
a) <b>J. Fred Hofheinz</b>	7,181,278	3,104,136	
b) <b>William A. Sawyer</b>	3,706,769	6,578,645	
c) <b>Peter K. Grunebaum</b>	7,284,709	3,000,705	
d) <b>W. Andrew Krusen, Jr.</b>	7,207,078	3,078,336	
e) <b>Ryan J. Morris</b>	9,141,959	1,143,455	
f) <b>Joshua D. Young</b>	9,614,302	671,112	
<b>2) To ratify the appointment of Hein &amp; Associates LLP, 21,128,237 as the Company's independent auditors for the fiscal year ending March 31, 2013</b>			
	<b>For</b>	<b>Against</b>	<b>Abstain</b>
	21,128,237	191,802	199,310

As such, each of the six (6) Director nominees were duly appointed to the Board of Directors by a plurality of the votes cast and Proposal 2 was separately ratified by a majority of the votes cast at the Meeting, as required by the Company's Articles of Incorporation, Bylaws and the Nevada Revised Statutes. As reported above in Item 5.02, subsequent to the Annual Meeting, Mr. Sawyer resigned as a Director of the Company and Mr. Daraie was appointed as a Director.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

**EXHIBIT   DESCRIPTION**  
**NO.**

99.1\*      Press Release Announcing Resignation of Mr. Sawyer and Appointment of Mr. Schnur and Mr. Daraie

\* Filed herewith

**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**LUCAS ENERGY, INC.**

*By: /s/ Anthony C. Schnur*

Name: Anthony C. Schnur

Title: Chief Executive Officer

Date: December 14, 2012

**EXHIBIT INDEX**

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**NO.**

99.1\*      Press Release Announcing Resignation of Mr. Sawyer and Appointment of Mr. Schnur and Mr. Daraie

\* Filed herewith



**EX-99.1**

EX-99.1 2 ex99-1.htm PRESS RELEASE ANNOUNCING RESIGNATION OF MR. SAWYER AND APPOINTMENT OF MR. SCHNUR AND MR. DARAIE

**Exhibit 99.1**

## **Lucas Energy Announces Resignation of Co-Founder and CEO and Appointment of New CEO and Director**

***For Immediate Release***

HOUSTON, TEXAS - (GlobeNewswire) – December 14, 2012 – Lucas Energy, Inc. (NYSE MKT:LEI), an independent oil and gas company (the "Company" or "Lucas"), today announced that Co-Founder, Chief Executive Officer and Director William A. Sawyer has resigned effective December 12, 2012 to pursue other endeavors.

The Board of Directors of the Company has appointed Anthony C. Schnur, 47 as CEO ("Chief Executive Officer") to fill the vacancy left by Mr. Sawyer's resignation. Mr. Schnur was previously appointed as the Chief Financial Officer, Treasurer, and Secretary of the Company effective November 1, 2012. Mr. Sawyer was a Co-Founder of the Company, serving as Vice President of Operations from April 2005 to January 2009, when he was promoted to the position of CEO and President, positions he continued to hold until his resignation.

Mr. Schnur has served as CFO and CEO of several companies including his last position as CFO of Chroma Oil & Gas, LP. Mr. Schnur is 47 years old and has more than 25 years of experience, with 15 years in the oil and gas industry. He has served on the Board of Directors of two E&P companies. He is a member of IPAA, Houston Energy Finance Group, and other industry organizations. Mr. Schnur has a BSBA from Gannon University and an MBA from Case Western Reserve University.

Mr. Sawyer also resigned as a Director of the Company effective December 12, 2012 and the Board of Directors has appointed Ken Daraie, P.E. as a Director of the Company. Mr. Daraie, has significant experience in the oil and gas industry and has served as the Vice President of Operations of Wold Oil Properties, Inc. (WOPI) where he assists with business development, engineering and operations management, since April 2011.

**About Lucas Energy, Inc.**

Lucas Energy, Inc., a Nevada corporation, is an independent oil and gas company based in Houston, Texas. The Company acquires underdeveloped oil and gas properties, restores production to the properties, and looks for underlying value.

Currently, the Company is active in the Austin Chalk, Eagle Ford, Eaglebine, and Buda trends. Our goal for the current year is production and revenue growth, and expansion of our asset base using joint ventures.

For more information on this and other activities of the Company, please visit the Lucas Energy web site at [www.lucasenergy.com](http://www.lucasenergy.com).

**Company Website:**

[www.lucasenergy.com](http://www.lucasenergy.com)

**Contacts:**

Anthony C. Schnur, CEO  
tschnur@lucasenergy.com  
(713) 528-1881

**Forward-Looking Statements**

This Press Release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Act") and Section 21E of the Securities Act of 1934, as amended (the "Exchange Act"). In particular, the words "believes," "expects," "intends," "plans," "anticipates," or "may," and similar conditional expressions are intended to identify forward-looking statements and are subject to the safe harbor created by these Acts. Any statements made in this news release about an action, projection, event or development, are forward-looking statements. Such statements are based upon assumptions that in the future may prove not to have been accurate and are subject to significant risks and uncertainties. Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, it can give no assurance that its forward-looking statements will prove to be correct. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of the Company. Statements regarding future drilling and production are subject to all of the risks and uncertainties normally incident to the exploration and development of oil and gas. These risks include, but are not limited to, completion risk, dry hole risk, price volatility, reserve estimation risk, regulatory risk, potential inability to secure oilfield service risk as well as general economic risks and uncertainties, as disclosed in the Company's SEC filings including its Form 10-K and Form 10-Q's. Investors are cautioned that any forward-looking statements are not guarantees of future performance and actual results or developments may differ materially from those projected. The forward-looking statements in this press release are made as of the date hereof. The Company takes no obligation to update or correct its own forward-looking statements, except as required by law, or those prepared by third parties that are not paid for by the Company. The Company's SEC filings are available at <http://www.sec.gov>.

