

8-K - 2022-04-04

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8-K

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): **April 1, 2022**

Camber 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.)

15915 Katy Freeway, Suite 450, Houston, Texas, 77094

(Address of principal executive offices)

(281) 404-4387

(Registrant's telephone number, including area code)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 Par Value Per Share	CEI	NYSE American

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). ?

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ?

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

Camber Energy, Inc. (the “Company”) is not in compliance with NYSE American LLC’s (the “Exchange”) continued listing standards. Specifically, the Company is not in compliance with Section 134 and 1101 of the NYSE American Company Guide (the “Company Guide”) given the Company failed to timely file with the Securities and Exchange Commission (the “Filing Delinquency”) the following reports (collectively, the “Delayed Reports”): (i) Form 10-K for the 9-month transition period ended December 31, 2020; (ii) Form 10-Q for the period ended March 31, 2021; (iii) Form 10-Q for the period ended June 30, 2021; and (iv) Form 10-Q for the period ended September 30, 2021.

The Company intended to remedy the Filing Delinquency on or before April 1, 2022, however due to certain circumstances requested the Exchange grant the Company an extension of time by which to file the Delayed Reports. The Exchange accepted the Company’s request and has allowed the Company until May 20, 2022 to file the Delayed Reports. The Filing Delinquency will be cured via the filing of the Delayed Reports and the filing of the Company’s annual report on Form 10-K for the period ended December 31, 2021 (collectively, the “Required Reports”).

If the Company is unable to cure the delinquency by May 20, 2022, Exchange staff will initiate delisting proceedings as appropriate. The Company may appeal a staff delisting determination in accordance with Section 1010 and Part 12 of the Company Guide.

The Company is committed to filing the Required Reports to achieve compliance with the Exchange’s requirements, and, although there are no guarantees it will do so, the Company expects to file the Required Reports on or before May 20, 2022.

Item 8.01. Other Events.

On April 4, 2022, in accordance with the Exchange’s procedures, the Company issued a press release discussing the matters disclosed in Item 3.01 above. A copy of the press release is included herewith as Exhibit 99.1, which is incorporated by reference into this Item 8.01.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number	Description of Exhibit
99.1	Press Release dated April 4, 2022
104	Cover Page Interactive Data File (embedded within Inline XBRL document)

SIGNATURES

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.

CAMBER ENERGY, INC.

Date: April 4, 2022

By: /s/ James A. Doris

Name: *James A. Doris*

Title: Chief Executive Officer

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
<u>99.1</u>	<u>Press Release dated April 4, 2022</u>

Camber Energy Discloses Communication From NYSE American

HOUSTON, TX / ACCESSWIRE / April 4, 2022 -- Camber Energy, Inc. (NYSE American: CEI) (“Camber” or the “Company”, announced that on April 1, 2022 it received a letter from the NYSE American (the “Exchange”) in response to the Company’s request for an extension of the date by which the Company is to file outstanding financial reports.

The Company is not in compliance with the Exchange’s continued listing standards. Specifically, the Company is not in compliance with Section 134 and 1101 of the NYSE American Company Guide (the “Company Guide”) given the Company failed to timely file with the Securities and Exchange Commission (the “Filing Delinquency”) the following reports (collectively, the “Delayed Reports”): (i) Form 10-K for the 9-month transition period ended December 31, 2020; (ii) Form 10-Q for the period ended March 31, 2021; (iii) Form 10-Q for the period ended June 30, 2021; and (iv) Form 10-Q for the period ended September 30, 2021.

The Company intended to remedy the Filing Delinquency on or before April 1, 2022, however due to certain circumstances requested the Exchange grant the Company an extension of time by which to file the Delayed Reports. The Exchange accepted the Company’s request and has allowed the Company until May 20, 2022 to file the Delayed Reports. The Filing Delinquency will be cured via the filing of the Delayed Reports and the filing of the Company’s annual report on Form 10-K for the period ended December 31, 2021 (collectively, the “Required Reports”).

If the Company is unable to cure the delinquency by May 20, 2022, Exchange staff will initiate delisting proceedings as appropriate. The Company may appeal a staff delisting determination in accordance with Section 1010 and Part 12 of the Company Guide.

Receipt of the letter does not have any immediate effect on the listing of the Company’s shares on the Exchange, except that until the Company regains compliance with the Exchange’s listing standards, a “BC” indicator will be affixed to the Company’s trading symbol. The Company’s business operations and SEC reporting requirements are unaffected by the notification, provided that if the Filing Delinquency is not cured then the Company will be subject to the Exchange’s delisting procedures.

The Company is committed to filing the Required Reports to achieve compliance with the Exchange’s requirements, and, although there are no guarantees it will do so, the Company expects to file the Required Reports on or before May 20, 2022.

About Camber Energy, Inc.

Camber Energy, Inc. is a growth-oriented diversified energy company. Through its majority-owned subsidiary, Camber provides custom energy & power solutions to commercial and industrial clients in North America and owns interests in oil and natural gas assets in the United States. The company’s majority-owned subsidiary also holds an exclusive license in Canada to a patented carbon-capture system, and has a majority interest in: (i) an entity with intellectual property rights to a fully developed, patent pending, ready-for-market proprietary Medical & Bio-Hazard Waste Treatment system using Ozone Technology; and (ii) entities with the intellectual property rights to fully developed, patent pending, ready-for-market proprietary Electric Transmission and Distribution Open Conductor Detection Systems.. For more information, please visit the company’s website at www.camber.energy.

Forward-Looking Statements

This press release may contain forward-looking information within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended. Any statements that are not historical facts contained in this press release are “forward-looking statements”, which statements may be identified by words such as “expects,” “plans,” “projects,” “will,” “may,” “anticipates,” “believes,” “should,” “intends,” “estimates,” and other words of similar meaning. Such forward-looking statements are based on current expectations, involve known and unknown risks, a reliance on third parties for information, transactions that may be cancelled, and other factors that may cause our actual results, performance or achievements, or developments in our industry, to differ materially from the anticipated results, performance or achievements expressed or implied by

such forward-looking statements. Factors that could cause actual results to differ materially from anticipated results include risks and uncertainties related to the fluctuation of global economic conditions or economic conditions with respect to the oil and gas industry, the COVID-19 pandemic, the performance of management, actions of government regulators, vendors, and suppliers, our cash flows and ability to obtain financing, competition, general economic conditions and other factors that are detailed in Camber's filings with the Securities and Exchange Commission. We intend that all forward-looking statements be subject to the safe-harbor provisions.

Contact Information

Investors and Media:
Tel. 281.404.4387 (ext.3)