

8-K - 2019-12-11

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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 11, 2019**

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.)

1415 Louisiana, Suite 3500, Houston, Texas 77002

(Address of principal executive offices)

(210) 998-4035

(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 8.01 Other Events.

On December 11, 2019, Camber Energy, Inc. (the “Company”, “we” and “us”), filed a press release responding to recent market activity. A copy of the press release is included herewith as Exhibit 99.1 and the information in the press release is incorporated by reference into this Item 8.01.

As of December 11, 2019, the Company had 4,434,036 shares of common stock issued and outstanding. The increase in our outstanding shares of common stock from the date of the Company’s October 29, 2019, 1-for-50 reverse stock split (after which the Company had approximately 1.5 million shares of common stock issued and outstanding), is due to conversions of shares of Series C Preferred Stock of the Company into common stock, and conversion premiums due thereon, which are payable in shares of common stock, pursuant to the designation of such Series C Preferred Stock, at a current conversion price of \$0.001 per share. The conversions are in the sole discretion of the Series C Preferred Stock holders.

As a result of the above, and the decrease in authorized shares of common stock of the Company which was affected in connection with the October 29, 2019 reverse stock split (which decreased the Company’s total authorized common stock in the same ratio as the reverse split of our outstanding common stock, to 5 million shares), as of December 11, 2019, the Company had only 565,964 shares of common stock available for future issuances. Because the Series C Preferred Stock converts pursuant to its terms into significantly more shares of common stock than are currently available for future issuance, and because the holders of the Series C Preferred Stock have been requesting conversions (and/or issuances of shares held in abeyance following prior conversions) almost every trading day, we anticipate running out of authorized but unissued shares of common stock within the next few weeks at which time there will be 5,000,000 issued and outstanding shares of common stock. At such time as we run out of authorized but unissued shares of common stock the dilution to common shareholders which has historically been caused by conversions of Series C Preferred Stock will cease, and the number of outstanding shares of common stock will be fixed, until such time in the future as the Company requests, and receives, shareholder approval for an increase in the total number of authorized shares of common stock.

Notwithstanding the above, we also anticipate that when we reach the limit of our authorized common stock it may negatively affect our ability to undertake transactions which may be accretive to shareholder value. For example, until such time as our authorized shares of common stock are increased (which will require shareholder approval at an annual or special meeting of shareholders), we will not be able to issue any shares of common stock upon the conversion of outstanding preferred stock and we will not be able to use our common stock as consideration for any acquisitions or combination transactions. Furthermore, we may not be able to sell equity or convertible debt to raise funding, or issue share based compensation to officers, directors, employees or consultants.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description of Exhibit
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99.1	Press release dated December 11, 2019
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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.

By: /s/ Robert Schleizer
Name: Robert Schleizer
Title: Chief Financial Officer

Date: December 11, 2019

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
99.1	Press release dated December 11, 2019

Camber Energy, Inc. Responds to Market Activity and Confirms No Material Undisclosed Information

HOUSTON, TX / ACCESSWIRE / December 11, 2019/ Camber Energy, Inc. (NYSE American: CEI) (“Camber” or the “Company”) based in Houston, Texas, announced today that it is aware of the recent unusually high trading volume and increase in share price of its common stock since December 9, 2019 on the NYSE American. Camber confirms that although it is customarily involved in ongoing discussions with multiple parties regarding potential transactions, it is not currently aware of any material undisclosed information which is binding on the Company, that may be contributing to the recent increase in trading volume and increase in market price. The Company is continuing to undertake those plans and efforts outlined in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2019, including, but not limited to under the section entitled “Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations” - “Liquidity and Capital Resources”.

The Company has no further updates to provide at this date. The Company has provided, and will continue to provide, complete disclosure and updates with respect to any material events affecting the business of the Company, as they occur.

About Camber Energy, Inc.

Based in Houston, Texas, Camber Energy’s (NYSE American: CEI) primary focus is midstream and downstream pipeline specialty construction, maintenance and field services via its acquisition of Lineal Star Holdings LLC, the owner of Lineal Industries, Inc., as described in greater detail in the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission (SEC) on July 9, 2019 (as amended). For more information, please visit the Company’s website at www.camber.energy.

Safe Harbor Statement and Disclaimer

This press release may include “forward-looking statements” which are subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements give our current expectations, opinion, belief or forecasts of future events and performance. A statement identified by the use of forward-looking words including “will,” “may,” “expects,” “projects,” “anticipates,” “plans,” “believes,” “estimate,” “should,” and certain of the other foregoing statements may be deemed forward-looking statements. Although Camber believes that the expectations reflected in such forward-looking statements are reasonable, these statements involve risks and uncertainties that may cause actual future activities and results to be materially different from those suggested or described in this news release. These include, but are not limited to, risks relating to the absence or delay in receipt of stockholder approval of the issuance of shares of our common stock in connection with the acquisition of Lineal Star Holdings, LLC and related transactions; change orders that are subject to change or cancellation, which may reduce the value expected from projects, or the timing of such projects; government approvals or third party consents; risks relating to funding we may never receive and/or the terms of such funding, if received; the risks of substantial and significant ongoing dilution of common stockholders pursuant to conversions of our Series C Preferred Stock, conversion premiums associated therewith and true-ups thereon; risks related to over-hang and significant decreases in our common stock trading prices as common stock shares issued upon conversion of our Series C Preferred Stock are publicly sold, compounded and exacerbated by successive conversions and sales; risks relating to the liquidation preferences and rights of our preferred stock; risks relating to the redemption rights of our preferred stock; risks relating to extensions and approvals provided by the NYSE American; risks relating to our ability to maintain our NYSE American listing due to falling stock prices and other matters; risks relating to significant downward pressure on our common stock trading prices caused by sales of our common stock by our Series C Preferred Stock holder and others; risks related to potential future acquisitions or combinations, the risks of not closing such transaction(s) and the ultimate terms of such acquisition(s), if closed; and other risks described in Camber’s Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and other filings with the SEC, available at the SEC’s website at www.sec.gov. Investors are cautioned that any forward-looking statements are not guarantees of future performance, actual results or developments may differ materially from those projected and investors should not purchase the stock of Camber if they cannot withstand the loss of their entire investment. The forward-looking statements in this press release are made as of the date hereof. The Company undertakes 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>.

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SOURCE: Camber Energy
