

8-K - 2019-08-26

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8-K

8-K 1 cei-8k_082619.htm CURRENT REPORT

**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): **August 26, 2019**

Camber Energy, Inc.

(Exact name of registrant as specified in its charter)

Nevada

001-32508

20-2660243

(State or other jurisdiction of
incorporation)

(Commission File Number)

(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 August 26, 2019, Camber Energy, Inc. (the “Company”), entered into a services agreement with a full-service digital PR firm. The agreement provides for the provision by the PR firm of investor awareness, social media management and content marking services to the Company, for the purposes of informing the marketplace about the Company’s prior Lineal Star Holdings, LLC acquisition and increasing investor communication. The agreement has a term of six months, provided the agreement can be terminated earlier upon the occurrence of certain events. We agreed to pay the PR firm a monthly fee for its services under the agreement. A copy of the scope of work relating to the services agreement is attached hereto as Exhibit 99.2.

On August 26, 2019, Camber filed a press release disclosing its entry into the services agreement described above. 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 August 23, 2019, the Company had 36,871,124 shares of common stock issued and outstanding. The increase in our outstanding shares of common stock from the date of the Company’s July 8, 2019, 1-for-25 reverse stock split, is due solely to conversion 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.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

**Exhibit Description of Exhibit
Number**

99.1	Press release dated August 26, 2019
99.2	Digital PR Firm Services Agreement Scope of Work

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: August 26, 2019

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
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99.1	Press release dated August 26, 2019
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99.2	Digital PR Firm Services Agreement Scope of Work
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Media Contact:

Laura Waldron, Interdependence PR
lwaldron@interdependence.com;
(949)777-2485

Interdependence to Launch Investor Relations and Public Relations Campaign for Camber Energy and Subsidiary Lineal Star Holdings

Campaigns to Position Camber and Lineal Star as Preeminent Energy Infrastructure Solutions Provider

CHICAGO, (Aug. 26, 2019) – [Interdependence Public Relations](#) announced today its partnership with [Camber Energy](#) to launch an investor relations and public relations campaign for recently acquired [Lineal Star Holdings](#). The Camber Lineal Star merger was announced in July 2019.

The Interdependence campaign will raise retail investor awareness of the merger and position the Camber Lineal Star merger as a forward-thinking and innovative investment. Lineal Star CEO Tim Connolly will act as spokesperson for the campaign. Connolly has more than 35 years of experience in public and private company investment, development and communication strategies, and has previously hosted his own nationally-broadcast business-focused radio show, “Corporate Strategies with Tim Connolly,” for 18 years.

The Camber Lineal Star merger is intended to expand the Lineal brand through planned acquisitions (subject to the ongoing availability of capital) and by developing complementary specialty engineering, procurement and construction energy infrastructure service businesses. The company also anticipates generating organic growth in upstream, midstream and downstream field services in Lineal Star Holding’s existing subsidiaries, Lineal Industries, Inc in Pittsburgh and newly formed Lineal Star, Inc, serving the Gulf Coast.

“Our team is excited about this opportunity to bring our leading-edge solutions on behalf of the Camber Lineal Star merger,” said Laura Waldron, Vice Present for Interdependence Public Relations. “Interdependence has a demonstrated track record of generating significant value telling our client’s story through strategically executed media placements in the most prestigious publications and platforms, bringing enhanced credibility to our client’s brands and leadership teams.”

Tim Connolly, Chief Executive Officer of Lineal - said that he is eager to work with Interdependence PR to bring its story to the investment community. “We believe in the favorable long-term fundamentals of the combined companies and the growth opportunities available to us in doing our part to safely and reliably maintain and expand the USA’s 2.7 million miles of pipelines throughout the country,” said Connolly. “We look forward to sharing our vision and strategies for growth in more detail while actively and transparently engaging with our Camber investor community.”

For more information about Camber Energy, investors can visit <https://ir.camber.energy/>.

About CAMBER ENERGY

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 recently announced 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.

About LINEAL STAR HOLDINGS

Lineal, based in Houston, Texas, is the parent company of (a) 64-year-old Lineal Industries Inc. (“Lineal Industries”), based in Pittsburgh, Pennsylvania, and (b) Lineal Star Incorporated (“Lineal Star”), headquartered in Houston, each of which were acquired by the Company as part of the merger. Lineal Industries has provided over six decades of upstream, midstream, and utilities pipeline maintenance, specialty construction and integrity services to Fortune 500 companies located in the states of Ohio, Pennsylvania, Virginia, West Virginia, Maryland and New York.

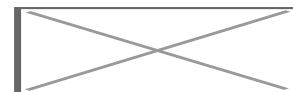
About INTERDEPENDENCE PUBLIC RELATIONS

Established in 2012, Interdependence is a full-service digital PR, investor relations and media communications firm supercharged by the most advanced technology ever in public relations to maximize consistent media placements in prestigious media and industry outlets. It is an experience that stands apart. We power constant media placements for some of the most notable companies in the world from leading Silicon Valley venture backed startups to firms with billions of dollars in annual revenues. Our team consists of former journalists and veteran technology public relations experts. Our strong relationships with journalist and editors across the board at national and technology media outlets and leading technology trade and industry publications - gives us an unrivaled presence across the country and a competitive edge when it comes to strengthening our clients’ brand, investor relations and reputation.

Safe Harbor Statement and Disclaimer

This release includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements give Camber Energy’s 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 Energy 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 shareholder approval of the issuance of shares of Camber Energy’s common stock in connection with its recent acquisition; 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 Camber Energy may never receive and/or the terms of such funding, if received; the risks of substantial and significant ongoing dilution of common shareholders pursuant to conversions of Camber Energy’s Series C Preferred Stock, conversion premiums associated therewith and true-ups thereon; risks related to over-hang and significant decreases in Camber Energy’s common stock trading prices as common stock shares issued upon conversion of its Series C Preferred Stock are publicly sold, compounded and exacerbated by successive conversions and sales; risks relating to the liquidation preferences and rights of Camber Energy’s preferred stock; risks relating to the redemption rights of Camber Energy’s preferred stock; risks relating to extensions and approvals provided by the NYSE American; risks relating to Camber Energy’s ability to maintain its NYSE American listing due to falling stock prices; risks relating to significant downward pressure on its common stock trading prices caused by sales of its common stock by its Series C Preferred Stock holder and others; risks related to potential future acquisitions or combinations, the risks of not closing such transactions and the ultimate terms of such acquisitions, if closed; and other risks described in Camber Energy’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 Energy 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. Camber Energy 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 Camber Energy. Camber Energy’s SEC filings are available at <http://www.sec.gov>.

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MEMORANDUM & INTERDEPENDENCE SCOPE OF PUBLIC RELATIONS, INVESTOR RELATIONS, CONTENT MARKETING, and SOCIAL MEDIA MANAGEMENT – (Attachment A)

RE: Scope of Work: Camber Energy and Lineal Star Holdings Merger – 2019

PUBLIC RELATIONS OBJECTIVES

- Execute strategically and tactically to ensure the Camber Lineal Star merger is approved.
- Work to establish the Camber Lineal Star Merger as the most value accretive to investors.
- Influence the largely retail investor base to increase trust and confidence in the new leadership and ignite enthusiasm and support for the merger.
- Distinguish the Camber Lineal Star Merger apart from peers in the space as an innovative leading investment opportunity.
- Broaden awareness of the benefits of the Camber Lineal Merger to retail investors.
- Clarify the benefits that the Camber Lineal Merger will bring to customers and retail investors.

RECOMMENDED APPROACH

I. Strategies:

- Target national publications to bring instant credibility to the new leadership and establish the Camber Lineal Merger as the preeminent provider of pipeline services.
- Create thought leadership through awareness of the Camber Lineal Merger across the mainstream/business and investor publications.
- Target national, regional, and industry-specific media outlets to increase brand awareness and establish trust among the public and targeted demographic.
- Identify, guide, and promote the Camber Lineal Merger within its respective spaces.

II. Target Audiences:

- Key media: Mainstream/business
- Retail Investor Publications

III. Media Tactics:

- 60% of outreach – Leveraging the leadership of the Camber Lineal Star merger and their expert insights through our Interviewed™ technology and unique proprietary methodology that identifies breaking, emerging, trend stories and increases opportunities for feature stories and/or expert commentary.
 - 40% of outreach – Individual one-off pitches focused around the Camber Lineal Star merger including significant company announcements and/or innovations, and op-eds.
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Mainstream Media Target Examples:

- Bloomberg
- CNBC
- New York Times
- Forbes
- Business Insider
- The Washington Post
- USA Today
- Fast Company
- Adweek
- Inc. Magazine
- Fortune
- Newsweek
- The Wall Street Journal
- VentureBeat
- (Other Industry publications)

IV. Media Relations Positioning:

- Target influential local media outlets to increase the new leadership and the mergers benefits.
- Leverage IDPR's Interviewed™ Technology for daily expert source pitching
- Pitch proactive, positive and educational story angles
- Promote company announcements (i.e. product launches) with mainstream and industry press
- Define a thought leadership platform, complimented by op-eds, bylines, etc.
- Pursue executive and business profiles to highlight the company as a leader in the market

V. Account Management:

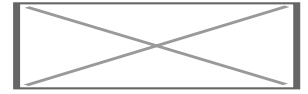
- Monitor client and industry coverage
- Share and merchandise timely media placements
- Offer strategic counsel as needed
- Weekly calls during month one then meetings will switch to every other week (twice a month) thereafter
- Provide quarterly activity and media value reports

In terms of measurement, our goal is to get coverage that helps drive brand visibility, greater credibility, and traffic to the website, and top of mind recognition.

We will also measure results and report our efforts through:

- Press clippings – Company coverage appearing in targeted media outlets, which reaches prospects and raises awareness
- Media impressions – E.g. print circulation of daily papers, unique visitors for news websites, etc.
- Content analysis – Quality, valuable content and positive sentiment

*Only with the prior written approval of the Company



INVESTOR RELATIONS OBJECTIVES

- Combine Investor outreach to largely retail investor base to drive a strategy to increase trust and ignite enthusiasm and support for the merger
- Ensure the merger's vision and expectations are communicated in a way that facilitates investor access, optimized investor awareness and ownership and results in enthusiasm for the merger.
- Build strong IR infrastructure

RECOMMENDED APPROACH

I. Strategies:

- Clearly and accurately develop a compelling investment case for the merger
- Introduce and reinforce The Camber Lineal Merger's story to prospective investors
- Develop key investor messaging strategies for the new company
- Establish policies for investor guidance and financial metric dissemination
- Develop compelling key materials
- Investor targeting---a key IR goal is to attract new investors and to expand and diversify the base with high-quality investors ideally with a long-term horizon resulting in relatively greater share price stability
- Identify and ensure the Camber Lineal merger story reaches the type of retail and investor profile that management wishes to attract
- Develop and implement protocols for consistent and systematic investor messaging
- Consistently deliver financial and operating transparency to investors at a level comfortable to management
- Organize the first and all subsequent quarterly earnings calls for investors
- Draft quarterly earnings call script
- Rehearse quarterly earnings call with management
- Regularly deliver to management investor feedback on variety of investor topics
- Craft and distribute press releases through an approved wire service in a timely fashion
- Secure invitations to participate in investor and industry conferences
- Identify potential new investors and target them regularly
- Update investor section of website as needed
- Endeavor to expand sell-side analyst coverage
- Become the first point of contact for investors—at the option of management
- Work with management to develop crisis planning and response protocols
- Respond to crises as needed
- Organize and implement an Analyst Day if this is of interest to management

We will also measure results and report our efforts through:

- Press clippings – Company coverage appearing in targeted media outlets, which reaches prospects and raises awareness

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- Media impressions – E.g. print circulation of daily papers, unique visitors for news websites, etc.
- Content analysis – Quality, valuable content and positive sentiment
- New analyst coverage
- New investor accretion
- Reporting – Quarterly reports with recap of activities and media highlights

CONTENT MARKETING OBJECTIVES

- Using our advanced technology, we cultivate the best story angles to achieve your campaign goals to drive two content marketing articles a month.
- Build Camber Lineal Merger as the industry expert, thought leader and preeminent brand by creating professionally crafted messaging and thought leadership articles for the company.
- We target your exact customer profiles with a content marketing-focused strategy designed to bring your business greater credibility and trust with the target market.
- Position the Camber Energy Lineal merger as an exciting investment.

II. RECOMMENDED APPROACH Strategies:

- Create 2 substantive and highly engaging journalist created content marketing articles a month. The articles will be promoted to receive backlinks from industry-specific media and credible blog outlets to increase brand thought leadership and top of mind awareness to build establish trust among the public and targeted demographic.
- Grow and promote Camber Lineal Merger’s prowess and expertise within its respective spaces.

Target Audiences:

- Key media
- Retail investors
- Business, organizations, and leaders

In terms of measurement for Content Marketing, our goal is to drive greater brand trust visibility, greater credibility, traffic to the website, and top of mind recognition.

We will also measure results and report our efforts through:

- Media impressions – E.g. print circulation of daily papers, unique visitors for news websites, etc.
- Content analysis – Quality, valuable content and positive sentiment
- Reporting – Quarterly reports with recap of activities and media highlights
- Conversion improvements from the rewrite of all website copy with continual updates.
- Traffic and conversion from substantive blog, content marketing articles each month.

*Only with the prior written approval of the Company



SOCIAL MEDIA MANAGEMENT OBJECTIVES

- Broaden awareness of the Camber Lineal merger to potential views and audiences.
- Increase viewership of the Camber Lineal merger.
- Combine SEC compliant investor outreach to the largely retail investor base to drive a strategy to increase trust and ignite enthusiasm and support for the merger.
- Build a larger focused community.

RECOMMENDED APPROACH

I. Strategies:

- Creation of high- quality content to enhance trust and building of community and followers to expand acceptance of the merger with retail investors.
- Build trust through providing meaningful, high-value content, the impact of which will position the merger as an exciting investment opportunity.
- Create & optimize your business' social media pages.
- Engage in conversations on the merger by liking and interacting with other users daily.
- Utilize specific hashtags to appropriately brand the new combined merger.
- We will gain your account active followers each month that are relevant to your niche.
- We will gain your account up to 100+ active **Twitter** followers each month that are relevant to your niche.
- On **Facebook**, we will gain your account up to 250+ USA targeted likes to your page every month.
- On average, our team will gain your account up to 250+ active, relevant followers on **Instagram** each month.

In terms of measurement, our goal is to create high value content that:

- Educates audiences in a compelling way in all relevant areas important to your target demographics.
- Is authentic to your brand and your brand voice.
- Arrests your audience visually and connects with them emotionally.
- Entertains and keeps your audience engaged.

*Only with the prior written approval of the Company



Interdependence Scope of Work

<p>INTERNATIONAL NATIONAL, REGIONAL AND TRADE MEDIA RELATIONS PR PROGRAM: Participate in conference calls; provide media training; identify relevant media contacts across national, regional and trade outlets; develop comprehensive source list; conduct outreach with key media and follow ups; coordinate and staff interviews; track all media coverage, analyze and report results; brainstorm unique angles; pitch proactive, educational and daily trend stories; draft client ready materials as needed; develop creative assets and materials such as press kit, bylines, blogs, etc.; provide additional media relations support and strategic counsel as needed</p>	
<p>SOCIAL MEDIA MANAGEMENT Creation of high- quality content to enhance trust and building of community and followers to grow enthusiasm for the merger. Broaden awareness through social media management; Increase the base following and increase thought leadership</p>	
<p>CONTENT MARKETING Create two monthly precision-engineered high quality, premium content article with graphics and infographics to attract independent viral traffic and backlinks from industry media in support of the merger. Each article is placed on defined educational resource section with your site for maximum traffic benefits. Each premium article is further pitched to target agreed upon high domain authority relevant sites for more high authority links</p>	

*Only with the prior written approval of the Company



Signed by Eric Schiffer Chairman of Interdependence 8-24-19
