

8-K - 2018-12-12

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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, 2018**

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))

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).

Emerging growth company ?

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 Information

As previously reported, on August 3, 2017, Camber Energy, Inc. (the “Company”, “we” and “us”) received notice from the NYSE American that the Company is not in compliance with Sections 1003(a)(i) through (iii) of the NYSE American Company Guide (the “Guide”) in that we reported a stockholders’ deficit of \$10.6 million as of March 31, 2017 and net losses in our five most recent fiscal years then ended, meaning that we (i) had stockholders’ equity of less than \$2,000,000 and sustained losses from continuing operations and/or net losses in two of our then three most recent fiscal years; (ii) had stockholders’ equity of less than \$4,000,000 and sustained losses from continuing operations and/or net losses in three of our four then most recent fiscal years; and (iii) had stockholders’ equity of less than \$6,000,000 and sustained losses from continuing operations and/or net losses in our five then most recent fiscal years.

We subsequently submitted a plan to the NYSE American detailing the steps we planned to take to gain compliance with Sections 1003(a)(i) through (iii) of the Guide (i.e., raise our stockholders’ equity above \$6 million), and currently have until December 15, 2018, under such plan, to gain such compliance, provided that we anticipate the NYSE American extending that deadline through February 3, 2019, later this week or early next week.

Due to recent transactions involving the Company, as previously reported, namely, (a) the conversion, by the holder thereof, of a \$495,000 outstanding convertible debenture into shares of our common stock on October 31, 2018; (b) the sale of \$3.5 million of Series C Redeemable Convertible Preferred Stock (“Series C Preferred Stock”) on October 29, 2018; and (c) the sale of \$2.5 million of Series C Preferred Stock on December 3, 2019, our pro forma stockholders’ equity as of September 30, 2018, as described below, is approximately \$8.18 million, which is above the \$6 million required to comply with Sections 1003(a)(i) through (iii) of the Guide.

Notwithstanding our current pro forma stockholders’ equity, pursuant to the rules of the NYSE American, in order to demonstrate compliance with the continued listing standards of the NYSE American prior to the end of the compliance plan period, we must meet or exceed the requirements of Sections 1003(a)(i) through (iii) of the Guide for a period of two consecutive quarters (i.e., for two consecutive periodic reports). Otherwise, we must demonstrate such compliance at the end of the plan period.

As we have not, and will not, have two consecutive period report filings showing compliance with Sections 1003(a)(i) through (iii) of the Guide prior to the end of the plan period (as extended), we anticipate having to wait until the end of the plan period (as extended), in order to receive formal approval by the NYSE American of our re-compliance with the applicable continued listing standards, assuming that we continue to maintain stockholders’ equity over \$6 million through the end of such compliance period (as extended) and meet the other continued listing standards of the NYSE American.

Notwithstanding the above, the NYSE American has not yet formally, extended our compliance plan period, and/or confirmed our re-compliance with Sections 1003(a)(i) through (iii) of the Guide (which re-compliance can only be confirmed at the end of the plan period, as extended), we are currently not in compliance with the NYSE American continued listing standards (including Sections 1003(a)(i) through (iii) of the Guide and Section 1003(f)(v) of the Guide, because our securities have been selling for a low price per share for a substantial period of time – which deficiency we are required to remedy by June 3, 2019), and if the Company is not in compliance with the continued listing standards by December 15, 2018 (or February 3, 2019, assuming the plan period is extended by the NYSE American), or if the Company does not make progress consistent with the plan during the plan period, and/or if the Company becomes non-compliant with any of the other listing requirements of the NYSE Regulation during such plan period (including low priced stock requirements discussed above), the NYSE Regulation staff may initiate delisting proceedings as appropriate.

The following table sets forth (on an unaudited basis) the Company's Stockholders' Equity position as of September 30, 2018, and as adjusted on a pro-forma basis as of December 4, 2018:

	September 30, 2018 Actual*	Adjustments*	December 4, 2018 Pro Forma*
STOCKHOLDERS' EQUITY:			
Preferred Stock Series A, 2,000 Shares Authorized of \$0.001 Par, -0- Shares Issued and Outstanding	—	—	—
Preferred Stock Series B, 600,000 Shares Authorized of \$0.001 Par, 408,508 and 408,508 Shares Issued and Outstanding, respectively	409	—	409
Preferred Stock Series C, 500,000 Shares Authorized of \$0.001 Par, 1,683 and 1,683 Shares Issued and Outstanding, respectively	2	—	2
Common Stock, 500,000,000 Shares Authorized of \$0.001 Par, 73,850,733 and 73,850,733 Shares Issued and Outstanding, respectively	73,851	6,757	80,608
Additional Paid-in Capital	149,306,871	6,750,243	156,057,114
Stock Dividends Distributable	4,060,858	160,000	4,220,858
Accumulated Deficit	(151,145,353)	(1,036,049)	(152,181,402)
Total Stockholders' Equity	2,296,638	5,880,951	8,177,989

*Unaudited

The pro forma financial information above is provided for informational purposes only, has not been reviewed or audited by our independent auditors, may be subject to additional changes, adjustments and modifications as part of the review/audit process, and may not accurately reflect our stockholders' equity as presented in our reviewed or audited financial statements as of the periods presented and/or as of December 31, 2018.

On December 12, 2018, the Company released a press release describing the information above, which press release is attached hereto as [Exhibit 99.1](#) and incorporated in this [Item 8.01](#) by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description of Exhibit
99.1	Press Release Dated December 12, 2018

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.

CAMBER ENERGY, INC.

By: /s/ Robert Schleizer

Name: *Robert Schleizer*

Title: Chief Financial Officer

Date: December 12, 2018

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
99.1	Press Release Dated December 12, 2018

Camber Energy Announces September 30, 2018, Pro Forma Stockholders' Equity In Excess of \$6 Million

December 12, 2018

Houston, TX / ACCESSWIRE / December 12, 2018 / Camber Energy, Inc. (NYSE American: CEI) (the "Company" or "Camber"), based in Houston, Texas, a growth-oriented, independent oil and gas company engaged in the development of crude oil, natural gas and natural gas liquids, announced today that it had unaudited pro forma stockholders' equity, as of December 4, 2018, of over approximately \$8 million, which exceeds the \$6 million minimum amount of stockholders' equity the Company is required to maintain pursuant to Sections 1003(a)(i) through (iii) of the NYSE American Company Guide (the "Guide").

As previously reported, on August 3, 2017, the Company received notice from the NYSE American that the Company was not in compliance with Sections 1003(a)(i) through (iii) of the Guide because it had (i) stockholders' equity of less than \$2,000,000 and sustained losses from continuing operations and/or net losses in two of its three most recent fiscal years; (ii) stockholders' equity of less than \$4,000,000 and sustained losses from continuing operations and/or net losses in three of the Company's four most recent fiscal years; and (iii) stockholders' equity of less than \$6,000,000 and sustained losses from continuing operations and/or net losses in the Company's five most recent fiscal years.

The Company subsequently submitted a plan to the NYSE American detailing the steps it planned to take to gain compliance with the Guide (i.e., raise our stockholders' equity above \$6 million), and currently has until December 15, 2018, under such plan, to gain such compliance, provided that the Company anticipates the NYSE American extending that deadline through February 3, 2019, later this week or early next week.

Notwithstanding the Company's estimated pro forma stockholders' equity, as described in greater detail in the Current Report on Form 8-K filed today by the Company, pursuant to the rules of the NYSE American, in order to demonstrate compliance with the continued listing standards of the NYSE American prior to the end of our compliance plan period, the Company must meet or exceed the requirements of Sections 1003(a)(i) through (iii) of the Guide for a period of two consecutive quarters (i.e., for two consecutive periodic reports). Otherwise, the Company must demonstrate such compliance at the end of the plan period.

As the Company has not, and will not, have two consecutive period report filings showing compliance with Sections 1003(a)(i) through (iii) of the Guide prior to the end of the plan period (as extended), the Company anticipates having to wait until the end of the plan period (as extended), in order to receive formal approval by the NYSE American of its re-compliance with the applicable continued listing standards, assuming that it continues to maintain stockholders' equity over \$6 million through the end of such compliance period (as extended) and meet the other continued listing standards of the NYSE American.

Notwithstanding the above, the NYSE American has not yet formally, extended the Company's compliance plan period, and/or confirmed our re-compliance with Sections 1003(a)(i) through (iii) of the Guide (which re-compliance can only be confirmed at the end of the plan period, as extended), we are currently not in compliance with the NYSE American continued listing standards (including Sections 1003(a)(i) through (iii) of the Guide and Section 1003(f)(v) of the Guide, because our securities have been selling for a low price per share for a substantial period of time), and if the Company is not in compliance with the continued listing standards by December 15, 2018 (or February 3, 2019, assuming the plan period is extended by the NYSE American), or if the Company does not make progress consistent with the plan during the plan period, and/or if the Company becomes non-compliant with any of the other listing requirements of the NYSE Regulation during such plan period (including low priced stock requirements, which the Company has previously received notice it is not in compliance with), the NYSE Regulation staff may initiate delisting proceedings as appropriate.

About Camber Energy, Inc.

Based in Houston, Texas, Camber Energy (NYSE American: CEI) is a growth-oriented, independent oil and gas company engaged in the development of crude oil, natural gas and natural gas liquids in the Texas Panhandle as well as other basins. For more information, please visit the Company's website at www.camber.energy.

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 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 risks inherent in natural gas and oil drilling and production activities, including risks of fire, explosion, blowouts, pipe failure, casing collapse, unusual or unexpected formation pressures, environmental hazards, and other operating and production risks, which may temporarily or permanently reduce production or cause initial production or test results to not be indicative of future well performance or delay the timing of sales or completion of drilling operations; delays in receipt of drilling permits; risks with respect to natural gas and oil prices, a material decline which could cause Camber to delay or suspend planned drilling operations or reduce production levels; risks relating to the availability of capital to fund drilling operations that can be adversely affected by adverse drilling results, production declines and declines in natural gas and oil prices; risks relating to unexpected adverse developments in the status of properties; risks relating to the absence or delay in receipt of government approvals or third party consents; risks relating to funding we may never receive pursuant to the November 2018 Stock Purchase Agreement; risks relating to our ability to close the transactions contemplated by the Memorandum of Understanding; risks relating to extensions and approvals provided by the NYSE American and other risks described in Camber's Annual Report on Form 10-K 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 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>.

SOURCE: Camber Energy, Inc.

Released December 12, 2018
