

S-8 POS - 2016-04-13

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S-8 POS

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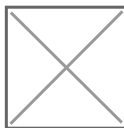
As filed with the Securities and Exchange Commission on April 13, 2016

Registration No. 333-195959

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**POST EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933



LUCAS ENERGY, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Nevada

(State or Other Jurisdiction Identification No.)

20-2660243

(IRS Employer of Incorporation)

450 Gears Road, Suite 780, Houston, Texas 77067

(Address of Principal Executive Offices)

Lucas Energy, Inc.

Amended and Restated 2014 Stock Incentive Plan

(FULL TITLE OF THE PLAN)

Anthony C. Schnur, Chief Executive Officer
450 Gears Road, Suite 780, Houston, Texas 77067
(713) 528-1881

(Name, address, and telephone number, including area code, of agent for service)

Copy To:

David M. Loev, Esq.
John S. Gillies, Esq.
The Loev Law Firm, PC
6300 West Loop South, Suite 280
Bellaire, Texas 77401
(713) 524-4110

Indicate by check mark whether the Registrant is a large accelerated filer, and accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2

of the Exchange Act.

Large accelerated filer "

Non-accelerated filer "

Accelerated filer "

Smaller reporting company x

EXPLANATORY NOTE

On May 15, 2014, Lucas Energy, Inc. (the “Company”) filed with the Securities and Exchange Commission (the “Commission”) a Registration Statement on Form S-8 (File No. 333-195959) (the “Form S-8”) registering shares of common stock issuable pursuant to the Company’s 2014 Stock Incentive Plan (the “Original Plan”). The aggregate number of shares of common stock issuable under the Original Plan was 40,000 after adjusting the number of shares for the Company’s 1:25 reverse stock split of its issued and outstanding common stock which was effective on July 15, 2015.

On February 8, 2016, the Board of Directors of the Company adopted the Company’s Amended and Restated 2014 Stock Incentive Plan (the “Amended Plan”), which was approved by the stockholders of the Company on March 29, 2016, which amends, restates and supersedes in its entirety the Original Plan. The Amended Plan (a) increases by 55,000 (to 95,000), the number of shares of common stock reserved for issuance under such Original Plan; and (b) amends the definition of “Eligible Person” under the Original Plan to exclude “instances where services are in connection with the offer or sale of securities in a capital-raising transaction, or they directly or indirectly promote or maintain a market for the Company’s securities”.

This Post-Effective Amendment No. 1 to the Form S-8 (this “Amended Form S-8”) is being filed to (1) incorporate by reference the Amended Plan as Exhibit 4.1 hereto; (2) to update the name of the plan on the cover page of this filing; (3) include an updated legal opinion relating to the Amended Plan; and (4) to update the address of the Company’s agent for service on the cover page hereof and principal address under Part I. This Amended Form S-8 is not being filed to register any of the additional shares of common stock reserved for issuance under the Amended Plan as a result of the amendment thereto, as such additional shares of common stock will be covered by a separate Form S-8 registration statement filed by the Company.

Except as described above, this Post-Effective Amendment No. 1 to the Form S-8 does not update, amend, or modify any other information, statement, or disclosure contained in the Form S-8.

PART I

INFORMATION REQUIRED IN SECTION 10(A) PROSPECTUS

The document(s) containing the information specified in Part I will be sent or given to eligible participants in the Plan as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act"). Such documents are not being filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. Such documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

Participants are further advised that the documents incorporated by reference in Item 3 of Part II of the Registration Statement, of which this prospectus is a part of, and which are incorporated by reference to this prospectus, are available without charge, upon written or oral request to the Company. Additionally, other documents required to be delivered to recipients pursuant to Rule 428(b) of the Securities Act (§230.428(b)) are available without charge, upon written or oral request to the Company. Such requests may be made to:

Anthony Schnur, Chief Executive Officer
450 Gears Road, Suite 780, Houston, Texas 77067
(713) 528-1881

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The exhibits to this Registration Statement are described in the Exhibit Index below and are incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, Texas on the 13th day of April 2016.

LUCAS ENERGY, INC.

/s/ Anthony C. Schnur

Anthony C. Schnur

Chief Executive Officer and Acting Chief Financial Officer

(Principal Executive Officer and Principal Accounting/Financial Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Anthony C. Schnur, as his true and lawful attorney-in-fact and agent, with full power of substitution and revocation, to sign on his behalf, individually and in each capacity stated below, all amendments and post-effective amendments to this Post-Effective Amendment No. 1 on Form S-8 and to file the same, with all exhibits thereto and any other documents in connection therewith, with the Securities and Exchange Commission under the Securities Act of 1933, as amended, granting unto each such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming each act that said attorney-in-fact and agent may lawfully do or cause to be done by virtue thereof.

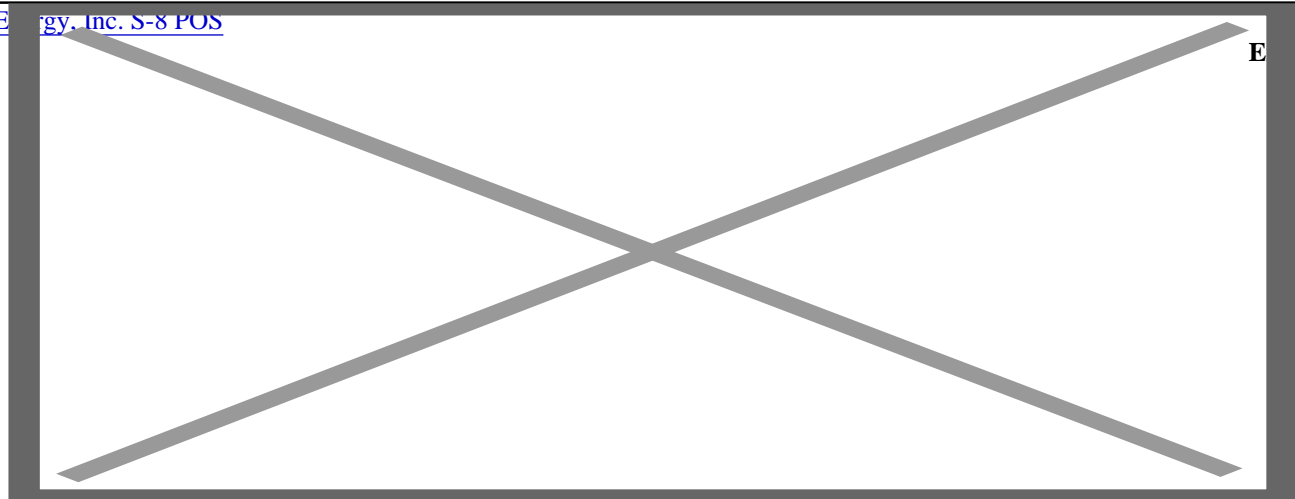
Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates stated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Anthony C. Schnur</u> Anthony C. Schnur	CEO, Acting CFO and Director (Principal Executive Officer and Principal Accounting/Financial Officer)	April 13, 2016
<u>/s/ J. Fred Hofheinz</u> J. Fred Hofheinz	Director	April 12, 2016
<u>/s/ Fred S. Zeidman</u> Fred S. Zeidman	Director	April 13, 2016

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
5.1*	Opinion of The Loev Law Firm, PC (included with this registration statement)
10.1	Amended and Restated 2014 Stock Incentive Plan of Lucas Energy, Inc. (incorporated by reference to Exhibit 10.7 to the Company's Current Report on Form 8-K filed with the SEC on April 1, 2016)
10.2	Lucas Energy, Inc. - Form of 2014 Stock Incentive Plan Stock Option Award (incorporated by reference to 4.1 to the Company's Registration Statement on Form S-8 filed with the SEC on May 15, 2014)
10.3	Lucas Energy, Inc. - Form of 2014 Stock Incentive Plan Restricted Stock Grant Agreement (included with this registration statement)
23.1*	Consent of Hein & Associates LLP (included with this registration statement)
23.2*	Consent of The Loev Law Firm, PC (included in the opinion filed as Exhibit 5.1)
24.1	Power of Attorney (included on the signature page of this registration statement)

* filed herewith



April 13, 2016

Lucas Energy, Inc.
450 Gears Road, Suite 780
Houston, Texas 77067

**Re: Lucas Energy, Inc.
Post-Effective Amendment No. 1 to Form S-8 Registration Statement
Relating to the Lucas Energy, Inc. Amended and Restated 2014 Stock Incentive Plan**

Ladies and Gentlemen:

We have acted as counsel for Lucas Energy, Inc., a Nevada corporation (the “Company”), in connection with the Company’s registration under the Securities Act of 1933, as amended (the “Act”), of the offer, sale and issuance of an aggregate of up to 40,000 shares of common stock, \$0.001 par value per share (collectively, the “Shares”) of the Company, pursuant to the Company’s Post-Effective Amendment No. 1 to Form S-8 Registration Statement (File No. 333-195959) (the “Post-Effective Amendment”) to be filed with the Securities and Exchange Commission (the “Commission”) on April 13, 2016, which amends that certain registration statement filed by the Company with the Commission on Form S-8 on May 15, 2014 (the “Original Registration Statement”, and together with the Post-Effective Amendment, the “Registration Statement”), which Shares have been or may be issued from time to time in accordance with the terms of the Company’s Amended and Restated 2014 Stock Incentive Plan, as approved by the Board of Directors of the Company on February 8, 2016 and the stockholders of the Company on March 29, 2016 (the “Plan”). The Shares represent shares of common stock of the Company reserved for future issuance under the Plan. Awards of Shares and awards of rights to acquire Shares outstanding under the Plan on the date hereof and hereafter made pursuant to the Plan are referred to herein as “Awards”.

In reaching the opinions set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations and other instruments as we deemed necessary or advisable for purposes of this opinion, including (i) the Company’s Articles of Incorporation, as amended to date, (ii) the Company’s Bylaws, as amended, (iii) the Registration Statement and the exhibits thereto, (iv) certain resolutions adopted by the Board of Directors of the Company, (v) the Plan; and (vi) such other certificates, instruments, and documents as we have considered necessary for purposes of this opinion letter. We have also reviewed such matters of law as we considered necessary or appropriate as a basis for the opinion expressed below. For purposes of rendering the opinion expressed below, we have assumed (i) that any conditions to the issuance of the Shares pursuant to the Plan and the Awards made thereunder have been or will be satisfied in full at the time of each issuance of Shares pursuant to the Plan and (ii) that, at the time of issuance of each of the Shares pursuant thereto, the Plan will remain in effect and will not have been amended or modified in any manner that affects adversely the validity of the Shares upon issuance under the terms of the Plan, and none of the Awards and the agreements, documents and instruments governing the award, offer and sale of the Shares pursuant to the Plan (collectively, the “Award Documents”) will contain any provision inconsistent with

such opinion.

As to various questions of fact material to the opinions expressed below, we have, without independent third party verification of their accuracy, relied in part, and to the extent we deemed reasonably necessary or appropriate, upon the representations and warranties of the Company contained in such documents, records, certificates, instruments or representations furnished or made available to us by the Company, including the Registration Statement and, to the extent that we deemed such reliance proper, upon certificates of public officials and officers or other representatives of the Company.

With your permission, we have made and relied upon the following assumptions, without any independent investigation or inquiry by us, and our opinion expressed below is subject to, and limited and qualified by the effect of, such assumptions: (1) all corporate records furnished to us by the Company are accurate and complete; (2) the Registration Statement to be filed by the Company with the Commission will be identical to the form of the document that we have reviewed; (3) all statements as to factual matters that are contained in the Registration Statement (including the exhibits to the Registration Statement) and the Plan are accurate and complete; (4) the Company will issue the Shares in accordance with the terms of the Registration Statement and the applicable Plan; (5) the Company will at all times remain duly organized, validly existing, and in good standing under the laws of the State of Nevada; (6) the Company will at all times reserve a sufficient number of shares of its unissued common stock as is necessary to provide for the issuance of the Shares; and (7) in connection with each issuance of any Shares, the Company will duly execute and deliver a stock certificate evidencing the Shares or, with respect to any Shares issued on an uncertificated basis, the Company will comply with applicable laws regarding the documentation of uncertificated securities.

We have also assumed (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures, (iii) the authority of all persons signing all documents submitted to us on behalf of the parties to such documents, (iv) the authenticity of all documents submitted to us as originals, (v) the conformity to authentic original documents of all documents submitted to us as copies, and (vi) that all information contained in all documents reviewed by us is true, correct and complete.

Based on the foregoing and subject to the assumptions, limitations and qualifications set forth herein, we are of the opinion that, subject to the Post-Effective Amendment becoming effective under the Act and the rules and regulations promulgated pursuant thereto (the “Rules”), the Rules and all other applicable securities laws, the Shares issued after the date on which the Post-Effective Amendment becomes effective that are original issuance securities, when issued in accordance with the terms of the Plan and the terms of the applicable Award Documents upon receipt by the Company of payment for such Shares of an amount of cash or other legal consideration having a value of not less than the aggregate par value of such Shares and duly registered on the Company’s stock transfer records in the name or on behalf of the persons acquiring such Shares pursuant to the Plan and applicable Award Documents, will be validly issued, fully paid and nonassessable.

This opinion is expressly limited in scope to the Shares enumerated herein which are to be expressly covered by the referenced Registration Statement. Without limiting the generality of the foregoing, we neither express nor imply any opinion regarding the contents of the Registration Statement, other than as expressly stated above with respect to the Shares.

We express no opinion as to the laws of any state or jurisdiction other than the laws governing corporations of the State of Nevada (including applicable provisions of the Nevada Constitution and reported judicial decisions interpreting such laws and such Constitution) and the federal laws of the United States of America. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction. We have made such examination of Nevada law as we have deemed relevant for purposes of this opinion. We express no opinion as to any county, municipal, city, town or village ordinance, rule, regulation or administrative decision.

This opinion (i) is rendered in connection with the filing of the Registration Statement, (ii) is rendered as of the date hereof, and we undertake no, and hereby disclaim any kind of, obligation to advise you of any change or any new developments that might affect any matters or opinions set forth herein, and (iii) is limited to the matters stated herein and no opinions may be inferred or implied beyond the matters expressly stated herein.

We hereby consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the Registration Statement and further consent to statements made therein regarding our firm. In giving this consent, we do not admit that we are included in the category of persons whose consent is required under Section 7 of the Act, or the Rules.

Sincerely,

/s/ The Loev Law Firm, PC
The Loev Law Firm, PC

EX-23

EX-23 3 ex23-1.htm CONSENT OF PUBLIC ACCOUNTING FIRM

[Lucas Energy, Inc. S-8 POS](#)

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 of Lucas Energy, Inc. (333-195959), of our report dated July 14, 2015, relating to our audit of the financial statements, which appear in the Annual Report on Form 10-K of Lucas Energy, Inc. for the year ended March 31, 2015.

/s/ Hein & Associates LLP

Hein & Associates LLP

Houston, Texas

April 13, 2016
