

S-8 - 2016-04-13

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S-8

S-8 1 lei-s8_041316.htm INITIAL REGISTRATION STATEMENT

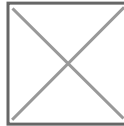
As filed with the Securities and Exchange Commission on April 13, 2016

Registration No. 333-_____

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

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 ?

Accelerated filer ?

Non-accelerated filer ?

Smaller reporting company ?

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be Registered(1)(2)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$0.001 per share	55,000 shares (3)	\$5.98 (4)	\$328,900	\$33.12
Total	55,000 shares		\$328,900	\$33.12

- (1) This Registration Statement on Form S-8 relates to the Amended and Restated 2014 Stock Incentive Plan (the “2014 Plan”) of Lucas Energy, Inc. (the “Registrant” or the “Company”). An aggregate of 95,000 shares of the Registrant’s common stock, par value \$0.001 per share (the “Common Stock”) have been or may be issued under the 2014 Plan (which number takes into account the Registrant’s 1:25 reverse stock split which was effective July 15, 2015). Of the 95,000 shares, 40,000 shares were previously registered (the “Previously Registered Shares”) under the Securities Act of 1933, as amended (the “Securities Act”) pursuant to the Registrant’s Registration Statement on Form S-8 (File No. 333-195959). The Registrant previously paid the registration fee for the Previously Registered Shares. Registered in this Registration Statement are an additional 55,000 shares of Common Stock reserved for future issuance under the 2014 Plan, the offer, sale and issuance of which are being registered herein.
- (2) Pursuant to Rule 416 under the Securities Act, this Registration Statement also covers any additional shares of common stock of the Registrant that become issuable pursuant to awards by reason of any stock dividend, stock split, recapitalization or other similar transaction that results in an increase in the number of the outstanding shares of common stock of the Registrant.
- (3) Represents shares reserved for issuance pursuant to future awards under the Amended and Restated Lucas Energy, Inc. 2014 Stock Incentive Plan, less the Previously Registered Shares.
- (4) Calculated solely for purposes of this offering under Rules 457(c) and 457(h) of the Securities Act, on the basis of the average of the high and low selling prices per share of the Registrant’s common stock on April 12, 2016, as reported on the NYSE MKT.

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 “Prior Registration Statement”) 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 Registration Statement relates to securities of the same class as to which the Prior Registration Statement relates. As such, and as permitted by Instruction E of Form S-8, the contents of the Prior Registrant Statement filed by the Registrant on Form S-8 on May 15, 2014, is incorporated herein by reference and made a part of this Registration Statement, except for Part I and Items 3, 8 and 9 of Part II which are being updated by this Registration Statement. In addition, all exhibits required by General Instruction E of Form S-8 are filed as exhibits hereto.

The Registrant has filed this Registration Statement to register under the Securities Act of 1933, as amended, an additional 55,000 shares of common stock reserved for future issuance under the Amended Plan, the offer and sale of which are being registered herein.

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 3. Incorporation of Documents by Reference

The following documents filed with the Commission are incorporated by reference into this Registration Statement and are made a part hereof:

- (a) Lucas Energy, Inc.'s (the "Company's," "we," and "our") Annual Report on Form 10-K filed with the Securities and Exchange Commission (the "SEC") on July 14, 2015, for the fiscal year ended March 31, 2015, which includes audited financial statements as of and for the years ended March 31, 2015 and 2014 (the "Annual Report");
- (b) The Company's Definitive Proxy Statement on Schedule 14A for an Annual Meeting of Shareholders, filed with the SEC on February 18, 2016;
- (c) The Company's Form 10-Q's for the quarterly periods ended June 30, 2015, filed with the SEC on August 14, 2015, September 30, 2015, filed with the SEC on November 16, 2015 and December 31, 2015, filed with the SEC on February 16, 2016;
- (d) The Current Reports on Form 8-K and Form 8-K/A filed with the SEC on April 15, 2015, May 15, 2015, June 30, 2015, July 2, 2015, September 1, 2015, September 25, 2015, October 1, 2015, October 23, 2015, November 25, 2015, December 18, 2015, December 31, 2015, January 5, 2016, January 21, 2016, February 12, 2016, February 16, 2016, April 1, 2016, and April 7, 2016 to the extent filed, and not furnished, including any exhibits and attachments thereto;
- (e) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") since the end of the fiscal year covered by the Annual Report referred to in Item 3(a) above; and
- (f) The description of the Company's common stock contained in its Registration Statement on Form 8-A as filed on February 13, 2008, pursuant to Section 12(b) of the Exchange Act (File No. 001-32508), which incorporates by reference the description of the shares of the Company's common stock contained in our Registration Statement on Form SB-2 (File No. 333-147568) filed on November 21, 2007 and declared effective by the SEC on January 11, 2008, and any amendment or reports filed with the SEC for purposes of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, after the date of filing this Registration Statement and prior to such time as the Company files a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents, except for the documents, or portions thereof, that are "furnished" rather than filed with the SEC.

Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for the purpose of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which is also, or is deemed to be, incorporated herein by reference modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits

See Exhibit Index.

Item 9. Undertakings

(a) The Company hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the “Calculation of Registration Fee” table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

However, paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Company pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned hereby undertakes that, for the purposes of determining any liability under the Securities Act, each filing of the Company’s annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan’s annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, our company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

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 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 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 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)

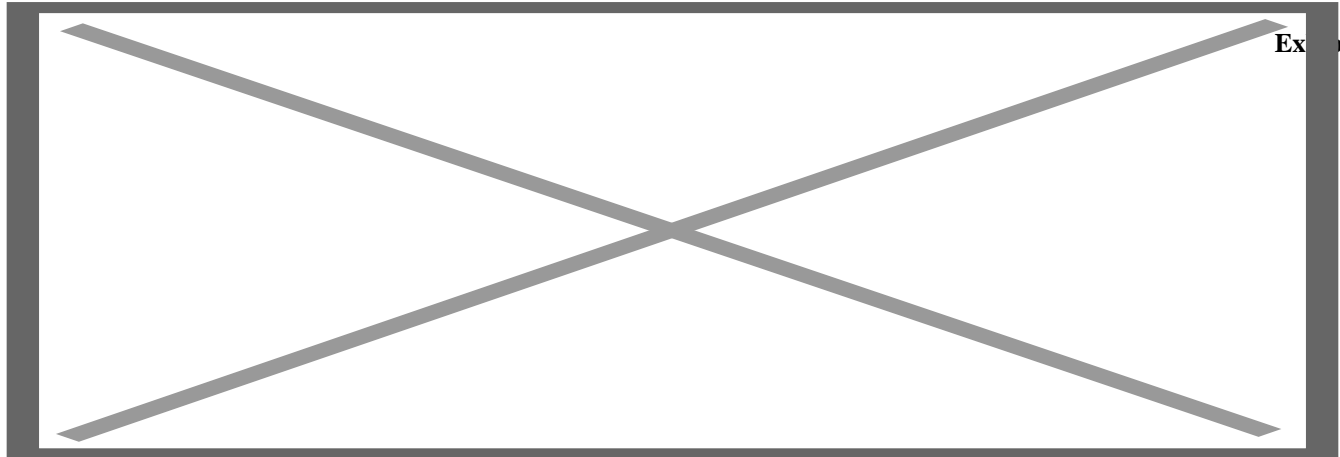
* filed herewith

EX-5.1

EX-5.1 2 ex5-1.htm OPINION LETTER

[LUCAS ENERGY S-8](#)

Exhibit 5.1



April 13, 2016

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

**Re: Lucas Energy, Inc.
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 and sale of an aggregate of up to 55,000 shares of common stock, \$0.001 par value per share (collectively, the “Shares”) of the Company, pursuant to the Company’s Registration Statement on Form S-8 (the “Registration Statement”) to be filed with the Securities and Exchange Commission (the “Commission”) on April 13, 2016, which Shares 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 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 upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, and having due regard for the legal considerations we deem relevant, we are of the opinion that, subject to the Registrant Statement 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 Registrant Statement 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-23.1

EX-23.1 3 ex23-1.htm CONSENT OF HEIN & ASSICUATES LLP

[LUCAS ENERGY S-8](#)

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Lucas Energy, Inc. 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
