

8-K - 2011-01-11

Form: 8-K

Filing date: 2011-01-11

Accession: 0001214782-11-000012

8-K

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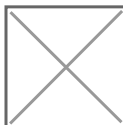
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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): January 10, 2011



Lucas Energy, Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation)

001-32508

(Commission File Number)

98-0417780

(I.R.S. Employer Identification No.)

3555 Timmons Lane, Suite 1550, Houston, Texas

(Address of principal executive offices)

77027

(Zip Code)

Registrant's telephone number, including area code: (713) 528-1881

(Former name or former address, if changed since last report.)

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))

ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

Lucas Energy, Inc.'s (the "Company's") Annual Meeting of Shareholders was held on January 10, 2011 (the "Meeting"). A total of 13,710,462 shares of common stock were issued and outstanding as the record date of the Meeting, November 15, 2010, and a total of 8,445,614 shares were present at or were voted at the Meeting, constituting a quorum. The following proposals were voted on at the Meeting (as described in greater detail in the Company's Definitive Schedule 14A Proxy Statement filed with the SEC on November 26, 2010, the "Proxy"), with the results of such voting as follows:

Proposal	For	Against	Abstain
1) The election of four (4) Directors to the Company's Board, each to serve a term of one year and until their respective successors have been elected and qualified, or until their earlier resignation or removal:			
a) J. Fred Hofheinz	8,329,381	-	115,933
b) William A. Sawyer	8,356,212	-	89,402
c) Peter K. Grunebaum	8,337,922	-	107,392
d) W. Andrew Krusen, Jr.	8,307,122	-	138,192
2) To ratify the issuance of shares of common stock and the grant of options to the Company's Directors in consideration for services rendered to the Company	8,039,985	396,837	8,792
3) To approve an amendment to the Company's Articles of Incorporation to authorize the Board to issue shares of preferred stock with such designations and other rights it shall determine in its sole determination	7,478,000	947,764	19,850
4) To ratify the Board of Directors' authority to issue a stock dividend of the Company's common stock in a range between 2% and 10% in its sole discretion	8,275,947	161,442	8,225
5) To ratify the appointment of GBH CPAs, PC, as the Company's independent auditors for the fiscal years ending March 31, 2011 and 2010 and GBH CPAs, PC's report dated July 14, 2010, as filed with the Company's Annual Report on Form 10-K for the year ended March 31, 2010	8,425,444	820	19,350

As such, each of the four (4) Director nominees were duly appointed to the Board of Directors by at least a plurality of the votes cast; Proposals 2, 4 and 5 were ratified by at least a majority of the votes cast at the Meeting; and Proposal 3 was approved by over a majority of the Company's total outstanding shares, as required by the Company's Articles of Incorporation, Bylaws and the Nevada Revised Statutes.

ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.

In connection with the approval of Proposal 3, described above, and in greater detail in the Proxy, the Company filed a Certificate of Amendment to its Articles of Incorporation with the Secretary of State of Nevada on January 10, 2011, to provide for 10,000,000 shares of Preferred Stock, \$0.001 par value per share, and provide the Company's Board of Directors the authority in their sole discretion, to designate such series of Preferred Stock with such powers, preferences, rights, privileges, terms and conditions as they may determine in the future.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

EXHIBIT NO. DESCRIPTION

3.1* Certificate of Amendment to Articles of Incorporation

* Filed herewith.

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.

LUCAS ENERGY, INC.

By: /s/ William A. Sawyer
Name: William A. Sawyer
Title: President & CEO

Date: January 10, 2011

EX-3.1

EX-3.1 2 ex3-1.htm CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION

EXHIBIT 3.1



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684 5708
Website: www.nvsos.gov

Certificate of Amendment
(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

LUCAS ENERGY, INC. [C31179-2003]

2. The articles have been amended as follows: (provide article numbers, if available)

Article Four, Capital Stock, has been amended as set forth on the attached.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is:

54.5%

4. Effective date of filing: (optional)

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X /s/ John O'Keefe

Signature of Officer

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-After
Revised: 3-6-09

**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LUCAS ENERGY, INC.**

ARTICLE FOUR, CAPITAL STOCK. (continued)

A. General Authorization.

The Corporation has the authority to issue One Hundred Ten Million (110,000,000) shares of stock consisting of:

- (1) Common Stock. One Hundred Million (100,000,000) shares of common stock, having a par value of \$0.001 per share (the "Common Stock"); and
- (2) Preferred Stock. Ten Million (10,000,000) shares of Preferred Stock having a par value of \$0.001 per share (the "Preferred Stock").

All capital stock when issued shall be fully paid and nonassessable. No holder of shares of stock of this Corporation is entitled as such to any pre-emptive or preferential rights to subscribe to any unissued stock or any other securities which the Corporation may now or hereafter issue.

B. Common Stock.

- (1) Number of Shares. The Common Stock shall consist of One Hundred Million (100,000,000) shares.
- (2) Voting. Except as provided in these Articles of Incorporation or by applicable law, each holder of Common Stock is entitled to one vote for each share of Common Stock held of record on all matters as to which Common Stockholders are entitled to vote, which voting rights shall not be cumulative in any election of Directors.
- (3) Other Rights. Each share of Common Stock issued and outstanding shall be identical in all respects with each other such share, and no dividends shall be paid on any shares of Common Stock unless the same dividend is paid on all shares of Common Stock outstanding at the time of such payment. Except for and subject to those rights expressly granted to the holders of Preferred Stock and except as may be provided by the laws of the State of Nevada, the Common Stockholders shall have all other rights of stockholders.

C. Preferred Stock.

Subject to the terms contained in any designation of a series of Preferred Stock, the Board of Directors is expressly authorized, at any time and from time to time, to fix, by resolution or resolutions, the following provisions for shares of any class or classes of Preferred Stock of the Corporation:

- (1) The designation of such class or series, the number of shares to constitute such class or series which may be increased (but not below the number of shares of that class or series then outstanding) by a resolution of the Board of Directors;
- (2) Whether the shares of such class or series shall have voting rights, in addition to any voting rights provided by law, and if so, the terms of such voting rights;
- (3) The dividends, if any, payable on such class or series, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, and the preference or relation which such dividends shall bear to the dividends payable on any share of stock of any other class or any other shares of the same class;
- (4) Whether the shares of such class or series shall be subject to redemption by the Corporation, and, if so, the times, prices and other conditions of such redemption or a formula to determine the times, prices and such other conditions;
- (5) The amount or amounts payable upon shares of such series upon, and the rights of the holders of such class or series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the Corporation;
- (6) Whether the shares of such class or series shall be subject to the operation of a retirement or sinking fund, and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such class or series for retirement or other corporate purposes and the terms and provisions relative to the operation thereof;
- (7) Whether the shares of such class or series shall be convertible into, or exchangeable for, shares of stock of any other class or any other series of the same class or any other securities and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of conversion or exchanges;

- (8) The limitations and restrictions, if any, to be effective while any shares of such class or series are outstanding upon the payment of dividends or the making of other distributions on, and upon the purchase, redemption or other acquisition by the Corporation of the Common Stock or shares of stock of any other class or any other series of the same class;
- (9) The conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issuance of any additional stock, including additional shares of such class or series or of any other series of the same class or of any other class;
- (10) The ranking (be it *pari passu*, junior or senior) of each class or series vis-à-vis any other class or series of any class of Preferred Stock as to the payment of dividends, the distribution of assets and all other matters;
- (11) Facts or events to be ascertained outside the articles of incorporation of the Corporation, or the resolution establishing the class or series of stock, upon which any rate, condition or time for payment of distributions on any class or series of stock is dependent and the manner by which the fact or event operates upon the rate, condition or time of payment;
- (12) Any other powers, preferences and relative, participating, optional and other special rights, and any qualifications, limitations and restrictions thereof, insofar as they are not inconsistent with the provisions of the Articles of Incorporation of this Corporation, to the full extent permitted by the laws of the State of Nevada.

The powers, preferences and relative, participating, optional and other special rights of each class or series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

