

8-K - 2023-07-21

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8-K

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): July 20, 2023

Camber Energy, Inc.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation)

001-32508
(Commission File Number)

20-2660243
(I.R.S. Employer Identification
No.)

15915 Katy Freeway
Suite 450, Houston, Texas
(Address of principal executive offices)

77094
(Zip Code)

(Registrant's telephone number, including area code): (281) 404-4387

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	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 5.07 Submission of Matters to a Vote of Security Holders.

On July 20, 2023, Camber Energy, Inc. (“we”, “us” or the “Company”) held a special meeting of stockholders (the “Special Meeting”). At the Special Meeting, an aggregate of 11,284,050 shares of voting stock, or approximately 47% of our 24,132,383 total outstanding voting shares as of May 22, 2023, the record date for the Special Meeting (the “Record Date”), were present virtually at or were voted at the Special Meeting, constituting a quorum. The following proposals were voted on at the Special Meeting (as described in greater detail in the Joint Proxy Statement/Prospectus on Form 424(b)(3), filed with the Securities and Exchange Commission on June 13, 2023 (the “Prospectus”), with the results of such voting as set forth below. Capitalized terms have the meanings given to such terms in the Prospectus and this Form 8-K should be read in connection with the Prospectus.

Proposal 1	For	Withhold	Abstain*
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To approve the issuance of Camber Common Stock pursuant to the terms and conditions of the Merger Agreement	10,079,086	1,057,270	147,694
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Proposal 2	For	Withhold	Abstain*
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To approve the potential issuance of Camber Common Stock representing more than 20% of the outstanding common stock, pursuant to the conversion of the shares of Series A Convertible Preferred Stock that the Company plans to issue in connection with the Merger Agreement, and the voting rights associated therewith.	10,010,364	1,118,632	155,054
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Proposal 3	For	Withhold	Abstain*
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To approve the potential issuance of Camber Common Stock representing more than 20% of the outstanding common stock pursuant to the conversion of the shares of Series H Convertible Preferred Stock that the Company plans to issue pursuant to the terms and conditions of the Merger Agreement, and the voting rights associated therewith.	10,004,326	1,084,136	195,588
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Proposal 4	For	Against	Abstain*
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Authorization for the Company’s board of directors, in its discretion, to adjourn the Special Meeting to another place, or a later date or dates, if necessary or appropriate, to solicit additional proxies in favor of the proposals listed above at the time of the special meeting.	10,051,822	1,043,111	189,117
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As a result of the above voting, the issuance of Camber Common Stock pursuant to the terms and conditions of the Merger Agreement was passed by a majority of the shares present in person or represented by proxy at the Special Meeting. Further, as a result of the above voting, the potential issuance of Camber Common Stock pursuant to the conversion of Series A Convertible Preferred Stock that the Company plans to issue in connection with the Merger Agreement was passed by a majority of the shares present in person or represented by proxy at the Special Meeting. Additionally, as a result of the above voting, the potential issuance of Camber Common Stock pursuant to the conversion of Series H Convertible Preferred Stock that the Company plans to issue in connection with the Merger Agreement was passed by a majority of the shares present in person or represented by proxy at the Special Meeting. Finally, as a result of the above voting, the Company’s board of directors was authorized to adjourn the Special Meeting as necessary, which required the affirmative vote of a majority of the shares present in person or represented by proxy at the Special Meeting.

Item 8.01. Other Events

On July 21, 2023, the Company and Viking Energy Group, Inc. issued a joint press release announcing the results of their respective special meetings of stockholders. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
99.1	Press Release dated July 21, 2023
104	Cover Page Interactive Data File (embedded within Inline XBRL document)

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.

Date: July 21, 2023

By: /s/ James A. Doris

Name: James A. Doris

Title: Chief Executive Officer

Camber Energy and Viking Energy Announce Shareholder Approval of Merger

Merger anticipated to close on or about August 1, 2023

HOUSTON, TX – July 21, 2023 (GlobeNewswire) – Camber Energy, Inc. (NYSE American: CEI) (“Camber”) and **Viking Energy Group, Inc.** (OTCQB: VKIN) (“Viking”) today announced that the shareholders of each of Camber and Viking approved by the requisite voting thresholds at special meetings held separately by each company on July 20, 2023, the various proposals relating to the adoption and approval of the Agreement and Plan of Merger between Camber and Viking dated February 15, 2021, as amended on April 18, 2023 (collectively, the “Merger Agreement”) and the transactions contemplated by the Merger Agreement, including a wholly owned subsidiary of Camber merging with and into Viking (the “Merger”), with Viking surviving the Merger as a wholly owned subsidiary of Camber and Camber remaining the sole publicly-traded entity.

Closing Date

Camber and Viking anticipate that the Merger will be completed on or about August 1, 2023, subject to the satisfaction of required closing conditions.

Benefits of Merger

If remaining closing conditions are satisfied, upon closing of the Merger, Camber will acquire full legal and accounting control of Viking, permitting Camber to, among other things, report underlying subsidiary revenues at the Camber level, and Camber would benefit directly and fully from Viking's business activities, including as it relates to Viking's interests in the following:

- ? Custom Energy & Power Solutions Business;
- ? Exclusive License to a Patented Clean Energy & Carbon-Capture system;
- ? Intellectual property rights to a fully developed, patented ready-for-market proprietary Medical & Bio-Hazard Waste Treatment system using Ozone Technology; and
- ? Patent-pending ready-for-market proprietary Open Conductor Detection systems.

Voting Results

The formal results of the vote at Camber's special meeting will be included in a Current Report on Form 8-K to be filed by Camber with the Securities and Exchange Commission, and the formal results of the vote at Viking's special meeting will be included in a Current Report on Form 8-K to be filed by Viking with the Securities and Exchange Commission.

About Camber:

Camber Energy, Inc. is a growth-oriented diversified energy company. Through its majority-owned subsidiary, Camber provides custom energy & power solutions to commercial and industrial clients in North America and owns interests in oil and natural gas assets in the United States. The company's majority-owned subsidiary also holds an exclusive license in Canada to a patented carbon-capture system, and has a majority interest in: (i) an entity with intellectual property rights to a fully developed, patented, ready-for-market proprietary Medical & Bio-Hazard Waste Treatment system using Ozone Technology; and (ii) entities with the intellectual property rights to fully developed, patent pending, ready-for-market proprietary Electric Transmission and Distribution Open Conductor Detection Systems. For more information, please visit the company's website at www.camber.energy.

About Viking:

Based in Houston, Texas, Viking Energy Group, Inc. is a growth-oriented diversified energy company. Through various majority-owned subsidiaries, Viking provides custom energy & power solutions to commercial and industrial clients in North America. The

company also holds an exclusive license in Canada to a patented carbon-capture system, and has a majority interest in: (i) an entity with intellectual property rights to a fully developed, patented, ready-for-market proprietary Medical & Bio-Hazard Waste Treatment system using Ozone Technology; and (ii) entities with the intellectual property rights to fully developed, patent pending, ready-for-market proprietary Electric Transmission and Distribution Open Conductor Detection Systems. For more information, please visit the company's website at www.vikingenergygroup.com.

Forward-Looking Statements

Certain statements contained in this communication are forward-looking information within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended. Any statements that are not historical facts contained herein are “forward-looking statements”, which involve a number of risks and uncertainties and are made pursuant to the Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995. Words such as “strategy,” “expects,” “continues,” “plans,” “anticipates,” “believes,” “would,” “will,” “may,” “should,” “estimates,” “intends,” “projects,” “goals,” “targets” and other words of similar meaning are intended to identify forward-looking statements but are not the exclusive means of identifying these statements.

Important factors that may cause actual results and outcomes to differ materially from those contained in such forward-looking statements include, without limitation, the occurrence of any event, change or other circumstances that could give rise to the parties failing to complete the Merger on the terms disclosed, if at all, the right of one or both of Viking or Camber to terminate the Merger Agreement and the result of such termination; the outcome of any legal proceedings that may be instituted against Viking, Camber or their respective directors; the ability to obtain regulatory approvals and other consents, and meet other closing conditions to the Merger on a timely basis or at all, including the risk that regulatory approvals or other consents required for the Merger are not obtained on a timely basis or at all, or which are obtained subject to conditions that are not anticipated or that could adversely affect the combined company or the expected benefits of the transaction; required closing conditions which may not be able to be met and/or consents which may not be able to be obtained; difficulties and delays in integrating Viking's and Camber's businesses; prevailing economic, market, regulatory or business conditions, or changes in such conditions, negatively affecting the parties, including, but not limited to, as a result of the recent volatility in oil and gas prices and the status of the economy (both US and global) due to the COVID-19 pandemic and actions taken to slow the spread of COVID-19; risks that the transaction disrupts Viking's or Camber's current plans and operations; failing to fully realize anticipated cost savings and other anticipated benefits of the Merger when expected or at all; potential adverse reactions or changes to business relationships resulting from the announcement or completion of the Merger; debt of Viking and Camber and the dates such debts come due; the ability of Viking or Camber to retain and hire key personnel; the diversion of management's attention from ongoing business operations; uncertainty as to the long-term value of the common stock of the combined company following the Merger; the continued availability of capital and financing, prior to, and following, the Merger; the business, economic and political conditions in the markets in which Viking and Camber operate; and the fact that Viking's and Camber's reported earnings and financial position may be adversely affected by tax and other factors.

Other important factors that may cause actual results and outcomes to differ materially from those contained in the forward-looking statements included in this communication are described in Viking's and Camber's publicly filed reports, including Viking's Annual Report on Form 10-K for the year ended December 31, 2022 and Viking's Quarterly Report on Form 10-Q for the period ended March 31, 2023; and Camber's Annual Report on Form 10-K for the year ended December 31, 2022 and Camber's Quarterly Report on Form 10-Q/A for the period ended March 31, 2023.

Viking and Camber caution that the foregoing list of important factors is not complete, any forward-looking statement speaks only as of the date on which such statement is made, and they do not undertake to update any forward-looking statements that either party may make, whether as a result of new information, future events or otherwise, except as required by applicable law. All subsequent written and oral forward-looking statements attributable to Viking, Camber or any person acting on behalf of either party are expressly qualified in their entirety by the cautionary statements referenced above.

Additional Information and Where to Find It

This document relates to the previously announced Merger Agreement but does not contain all the information that should be considered concerning the Merger and is not intended to form the basis of any investment decision or any other decision in respect of the Merger.

In connection with the proposed transaction, Camber has filed with the SEC a registration statement on Form S-4, as amended (the “Registration Statement”), to register the shares of Camber’s common stock to be issued in connection with the Merger. The Registration Statement, which was declared effective by the SEC on June 13, 2023, includes a definitive joint proxy statement/prospectus that was sent to the respective stockholders of Viking and Camber seeking their approval of their respective transaction-related proposals. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT ON FORM S-4 AND THE RELATED JOINT PROXY STATEMENT/PROSPECTUS INCLUDED WITHIN THE REGISTRATION STATEMENT ON FORM S-4, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS AND ANY OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC IN CONNECTION WITH THE PROPOSED MERGER BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT VIKING, CAMBER AND THE PROPOSED MERGER.

Investors and security holders may obtain copies of these documents free of charge through the website maintained by the SEC at www.sec.gov or from Viking at its website, www.vikingenergygroup.com, or from Camber at its website, www.camber.energy. Documents filed with the SEC by Viking are available free of charge by accessing Viking’s website at www.vikingenergygroup.com under the heading “Investors,” or, alternatively, by directing a request by telephone or mail to Viking Energy Group, Inc. at 15915 Katy Freeway, Suite 450, Houston, Texas, 77094, (281) 404-4387, and documents filed with the SEC by Camber are available free of charge by accessing Camber’s website at www.camber.energy under the heading “Investors,” or, alternatively, by directing a request by telephone or mail to Camber Energy, Inc. at 15915 Katy Freeway, Suite 450, Houston, Texas, 77094, (281) 404-4387.

Participants in the Solicitation

Viking, Camber and certain of their respective directors, executive officers and employees may be deemed to be participants in the solicitation of proxies from the respective stockholders of Viking and Camber in respect of the proposed Merger and the approvals of Viking’s and Camber’s respective stockholders under the rules of the SEC. Information about Viking’s directors and executive officers is available in Viking’s Annual Report on Form 10-K for the year ended December 31, 2022. Information about Camber’s directors and executive officers is available in Camber’s Annual Report on Form 10-K for the year ended December 31, 2022. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, are contained in the joint proxy statement/prospectus and other relevant materials filed with the SEC regarding the Merger. Investors should read the joint proxy statement/prospectus carefully before making any investment decisions. You may obtain free copies of these documents from Viking or Camber using the sources indicated above.

No Offer or Solicitation

This communication is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction in connection with the proposed merger, the approvals of Viking’s and Camber’s respective stockholders or otherwise, nor shall there be any sale, issuance or transfer of securities, in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. In particular, this communication is not an offer of securities for sale into the United States. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended, or pursuant to an exemption from, or in a transaction not subject to, such registration requirements.

Contact Information

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