

8-K - 2022-12-21

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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): December 16, 2022

Camber Energy, Inc.

(Exact name of registrant as specified in its charter)

<u>Nevada</u> (State or other jurisdiction of incorporation)	<u>000-29219</u> (Commission File Number)	<u>20-2660243</u> (I.R.S. Employer Identification No.)
<u>15915 Katy Freeway, Suite 450 Houston, Texas</u> (Address of principal executive offices)		<u>77094</u> (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 3.03. Material Modification to Rights of Security Holders.

As previously disclosed, the Board of Directors of Camber Energy, Inc. (the “Company”), approved, on December 14, 2022, a 1-for-50 reverse stock split of the Company’s (a) authorized shares of common stock; and (b) issued and outstanding shares of common stock (the “Reverse Stock Split”).

Reason for the Reverse Stock Split

The Reverse Stock Split was effected solely to enable the Company to expeditiously restore compliance with the continued listing standard of the NYSE American LLC (the “NYSE American”) (which the Company was previously advised it was in non-compliance with) and to reduce the risk of the Company being automatically delisted from the NYSE American due to the trading price of its common stock falling below a price which the NYSE American views as abnormally low.

Effects of the Reverse Stock Split

Effective Date; Symbol; CUSIP Number. The Reverse Stock Split became effective at 12:01 a.m. Central Standard Time on December 21, 2022, and was reflected with the NYSE American and in the marketplace at the open of business on December 21, 2022 (the “Effective Date”), whereupon the shares of common stock began trading on a split-adjusted basis. In connection with the Reverse Stock Split, the Company’s shares of common stock will continue to trade on the NYSE American under the symbol “CEI” but will trade under a new CUSIP Number, 13200M 607.

Split Adjustment; No Fractional Shares. On the Effective Date, the total number of shares of the Company’s common stock held by each shareholder were converted automatically into the number of whole shares of common stock equal to (i) the number of issued and outstanding shares of common stock held by such shareholder immediately prior to the Reverse Stock Split, divided by (ii) 50.

No fractional shares will be issued, and no cash or other consideration will be paid. Instead, the Company will issue one whole share of the post-Reverse Stock Split common stock to any shareholder who otherwise would have received a fractional share as a result of the Reverse Stock Split.

Non-Certificated Shares; Certificated Shares. Stockholders who are holding their shares in electronic form at brokerage firms do not have to take any action as the effect of the Reverse Stock Split will automatically be reflected in their brokerage accounts.

Stockholders holding paper certificates may (but are not required to) send the certificates to the Company’s transfer agent at the address given below. The transfer agent will issue a new share certificate reflecting the terms of the Reverse Stock Split to each requesting shareholder.

ClearTrust, LLC
16540 Pointe Village Dr, Suite 205
Lutz, Florida 33558
Phone: (813) 235-4490
Fax: (813) 388-4549

Please contact ClearTrust, LLC for further information, related costs and procedures before sending any certificates.

State Filing. The Reverse Stock Split was effected by the Company filing a Certificate of Change (the “Certificate”) pursuant to Nevada Revised Statutes (“NRS”) Section 78.209 with the Secretary of State of the State of Nevada on December 16, 2022. The Certificate was not effective until the Effective Date. A copy of the Certificate is attached hereto as Exhibit 3.1 and incorporated herein by reference.

No Stockholder Approval Required. Under Nevada law, because the Reverse Stock Split was approved by the Board of Directors of the Company in accordance with NRS Section 78.207, no shareholder approval was required. NRS Section 78.207 provides that the Reverse Stock Split may be implemented by a resolution adopted by the Board of Directors of the Company, without shareholder approval, if (x) both the number of authorized shares of common stock and the number of outstanding shares of common stock are proportionally reduced as a result of the Reverse Stock Split; (y) the Reverse Stock Split does not adversely affect any other

class of stock of the Company; and (z) the Company does not pay money or issue scrip to shareholders who would otherwise be entitled to receive a fractional share as a result of the Reverse Stock Split. As described herein, the Company has complied with these requirements.

Capitalization. Prior to the Effective Date of the Certificate, the Company was authorized to issue 1,000,000,000 shares of common stock. As a result of the Reverse Stock Split, the Company is authorized to issue 20,000,000 shares of common stock (the Company's authorized shares of common stock were reduced in the same ratio (1-for-50) as its outstanding common stock was reduced). As of December 21, 2022 (immediately prior to the Effective Date), there were 887,747,997 shares of common stock outstanding. As a result of the Reverse Stock Split, there are approximately 17,754,960 shares of common stock outstanding (subject to adjustment due to the effect of rounding fractional shares into whole shares). The Reverse Stock Split will not have any effect on the stated par value of the common stock.

The Reverse Stock Split does not affect the Company's authorized preferred stock. After the Reverse Stock Split, the Company's authorized preferred Stock of 10,000,000 shares remained unchanged. Additionally, the Reverse Stock Split will not affect the par value of the preferred stock, or previously designated series of preferred stock, except to affect, where applicable, the conversion rates and voting rights of such preferred stock.

Each shareholder's percentage ownership interest in the Company and proportional voting power remains virtually unchanged as a result of the Reverse Stock Split, except for minor changes and adjustments that will result from rounding fractional shares into whole shares. The rights and privileges of the holders of shares of common stock will be substantially unaffected by the Reverse Stock Split.

All options, warrants and convertible securities of the Company outstanding immediately prior to the Reverse Stock Split (to the extent they don't provide otherwise) will be appropriately adjusted by dividing the number of shares of common stock into which the options, warrants and convertible securities are exercisable or convertible by 50 and multiplying the exercise or conversion price thereof by 50, as a result of the Reverse Stock Split.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The information required by this Item 5.03 is set forth in Item 3.03 above, which information is incorporated herein by reference.

Item 8.01. Other Information.

On December 16, 2022, the Company issued a press release announcing an anticipated effective date of December 21, 2022 for the Reverse Stock Split. On December 21, 2022, the Company issued a press release announcing the effectiveness of the Reverse Stock Split, pursuant to NRS Section 78.207 and the filing of a Certificate of Change pursuant to NRS Section 78.209. A copy of each press release is attached as Exhibit 99.1 and Exhibit 99.2 hereto and incorporated in this Item 8.01 by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
<u>3.1</u>	<u>Certificate of Change Pursuant to Nevada Revised Statutes Section 78.209, as filed by Camber Energy, Inc. with the Secretary of State of the State of Nevada on December 16, 2022, and effective on December 21, 2022</u>
<u>99.1</u>	<u>Press Release Dated December 16, 2022</u>
<u>99.2</u>	<u>Press Release Dated December 21, 2022</u>
104	Cover Page Interactive Data File (embedded within Inline XBRL document)

SIGNATURES

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: December 21, 2022

By: /s/ James A. Doris

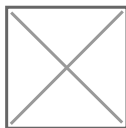
Name: *James A. Doris*

Title: Chief Executive Officer

EX-3.1

EX-3.1 2 cej_ex31.htm CERTIFICATE OF CHANGE

EXHIBIT 3.1



Camber Energy, Inc. Announces Earlier Effective Date for One-for-Fifty Reverse Stock Split

HOUSTON, TX / ACCESSWIRE / December 16, 2022 – **Camber Energy, Inc. (NYSE American: CEI) (“Camber” or the “Company”)** announced today an anticipated effective date of December 21, 2022 for its previously-announced 1-for-50 reverse stock split of the Company’s issued and outstanding shares of common stock, par value \$0.001 per share, accompanied by a corresponding decrease in the Company’s authorized shares of common stock (the “Reverse Stock Split”). Following effectiveness of the Reverse Stock Split, which the Company expects to occur as of open of the market on December 21, 2022, the number of authorized shares of common stock will be reduced from 1,000,000,000 to 20,000,000.

As previously disclosed, as a result of the Reverse Stock Split every 50 pre-split shares of common stock outstanding will automatically combine into one new share of common stock without any action on the part of the holders, and the number of outstanding common shares will be reduced from approximately 814.4 million shares to approximately 16.3 million shares. Any fractional shares resulting from the Reverse Stock Split will be rounded up to the nearest whole share on a per shareholder basis. Proportionate adjustments will be made to (i) the Company’s multiple series of convertible preferred stock, (ii) the Company’s multiple convertible promissory notes, (iii) the Company’s outstanding options, warrants, convertible debentures and other convertible securities, and (iv) the 2014 Stock Incentive Plan, the Lucas Energy, Inc. 2012 Stock Incentive Plan and the Lucas Energy, Inc. 2010 Long Term Incentive Plan, each as amended and restated to date, and other equity-based plans of the Company. The Reverse Stock Split will not affect the par value of the common stock.

The Board of Directors approved the Reverse Stock Split pursuant to Section 78.207 of the Nevada Revised Statutes (“NRS”). The Board of Directors approved the Reverse Stock Split unilaterally pursuant to Section 78.207 of the NRS, solely to enable the Company to expeditiously meet the low price per share selling price requirements of the NYSE American and to reduce the risk of the Company being automatically delisted from the NYSE American due to the trading prices of its common stock falling below a price which the NYSE American views as abnormally low. The Reverse Stock Split will have no effect on the Company’s authorized preferred stock, except to affect, where applicable, the conversion rates and voting rights of such preferred stock. The Company anticipates that the effective time of the Reverse Stock Split will be before market open on December 21, 2022, with the common stock trading on a post-split basis under the Company’s existing trading symbol, “CEI,” at the market open on December 21, 2022 with a new CUSIP number, 13200M 607. The Reverse Stock Split is expected to increase the market price per share of the Company’s common stock, bringing the Company into compliance with the listing requirements of the NYSE American.

ClearTrust, LLC, Camber’s transfer agent, will act as the exchange agent for the reverse stock split. Please contact ClearTrust, LLC for further information at (813) 235-4490.

About Camber Energy, Inc.

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, patent pending, 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.

Forward-Looking Statements

This press release may contain 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 in this press release are “forward-looking statements”, which statements may be identified by words such as “expects,” “plans,” “projects,” “will,” “may,” “anticipates,” “believes,” “should,” “intends,” “estimates,” and other words of similar meaning. Such forward-looking statements are based on current expectations, involve known and unknown risks, a reliance on third parties for information, transactions that may be cancelled, and other factors that may cause our actual results, performance or achievements, or developments in our industry, to differ materially from the anticipated results, performance or achievements expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially from anticipated results include risks and uncertainties related to the fluctuation of global economic conditions or economic conditions with respect to the oil and gas industry, the COVID-19 pandemic, the performance of management, actions of government regulators, vendors, and suppliers, our cash flows

and ability to obtain financing, competition, general economic conditions, an outbreak or escalation of armed hostilities or acts of war or terrorism and other factors that are detailed in Camber's filings with the Securities and Exchange Commission. We intend that all forward-looking statements be subject to the safe-harbor provisions.

Contact Information

Investors and Media:

Tel. 281.404.4387 (ext.3)

Camber Energy, Inc. Announces Effectiveness of One-for-Fifty Reverse Stock Split

HOUSTON, TX / ACCESSWIRE / December 21, 2022 – **Camber Energy, Inc. (NYSE American: CEI) (“Camber” or the “Company”)** announced today that its 1-for-50 reverse stock split of the Company’s issued and outstanding shares of common stock, par value \$0.001 per share, accompanied by a corresponding decrease in the Company’s authorized shares of common stock (the “Reverse Stock Split”), which the Company previously disclosed was approved by the Board of Directors on December 14, 2022, became effective as of 12:01 a.m. Central Standard Time today, and will be reflected in the marketplace as of the open of trading. In connection with the Reverse Stock Split, the Company’s shares of common stock will continue to trade on the NYSE American under the symbol “CEI” but will trade under a new CUSIP number, 13200M 607.

The Reverse Stock Split, under Section 78.207 of the Nevada Revised Statutes (“NRS”), proportionally adjusted both the Company’s (a) authorized shares of common stock and (b) issued and outstanding shares of common stock. As a result of the Reverse Stock Split, every 50 pre-split shares of common stock outstanding were automatically combined into one new share of common stock without any action on the part of the holders, and the number of outstanding shares of common stock was reduced from approximately 887.7 million shares to approximately 17.8 million shares. The Reverse Stock Split did not affect the par value of the common stock.

No fractional shares were issued as a result of the Reverse Stock Split, and no cash or other consideration will be paid. Instead, fractional shares resulting from the Reverse Stock Split were rounded up to the nearest whole share on a per shareholder basis.

Proportionate adjustments were made to (i) the Company’s multiple series of convertible preferred stock, (ii) the Company’s multiple convertible promissory notes, (iii) the Company’s outstanding options, warrants, convertible debentures and other convertible securities, and (iv) the 2014 Stock Incentive Plan, the Lucas Energy, Inc. 2012 Stock Incentive Plan and the Lucas Energy, Inc. 2010 Long Term Incentive Plan, each as amended and restated to date, and other equity-based plans of the Company.

As discussed previously, the Board of Directors approved the Reverse Stock Split unilaterally, and without shareholder approval, pursuant to Section 78.207 of the NRS, solely to enable the Company to expeditiously meet the low price per share selling price requirements of the NYSE American and to reduce the risk of the Company being automatically delisted from the NYSE American due to the trading prices of its common stock falling below a price which NYSE American views as abnormally low. The Reverse Stock Split will have no effect on the Company’s authorized preferred stock, except to affect, where applicable, the conversion rates and voting rights of such preferred stock. The Reverse Stock Split is expected to increase the market price per share of the Company’s common stock, bringing the Company into compliance with the listing requirements of the NYSE American.

ClearTrust, LLC, Camber’s transfer agent, is assisting with the Reverse Stock Split and may be contacted for further information at (813) 235-4490.

About Camber Energy, Inc.

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, patent pending, 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.

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