8-K - 2020-05-19
Form: 8-K
Filing date: 2020-05-19
Accession: 0001580695-20-000204

8-K
8-K 1 cei-8k_051520.htm CURRENT REPORT

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): **May 15, 2020**

Camber Energy, Inc.
(Exact name of registrant as specified in its charter)

Nevada	001-32508	20-2660243
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

1415 Louisiana, Suite 3500, Houston, Texas 77002
(Address of principal executive offices)

(210) 998-4035
(Registrant's telephone number, including area code)

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, $0.001 Par Value Per Share	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.

The information and disclosures set forth in Item 5.03 hereof are incorporated by reference into this Item 3.03 in their entirety.

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

Camber Energy, Inc. (the "Company", "we" and "us") previously designated (a) 2,000 shares of preferred stock as Series A Convertible Preferred Stock (November 2011); (b) 600,000 shares of preferred stock as Series B Redeemable Convertible Preferred Stock (Amended and Restated on August 2016); (c) 50,000 shares of preferred stock as Series D Convertible Preferred Stock (July 2019); (d) 1,000,000 shares of preferred stock as Series E Redeemable Convertible Preferred Stock (July 2019); and (e) 16,750 shares of preferred stock as Series F Redeemable Preferred Stock (July 2019).

Effective on May 15, 2020, due to the fact that no shares of Series A Convertible Preferred Stock, Series B Redeemable Convertible Preferred Stock, Series D Convertible Preferred Stock, Series E Redeemable Convertible Preferred Stock or Series F Redeemable Preferred Stock were outstanding, the Board of Directors approved, and the Company filed, Certificate of Withdrawal of Certificate of Designations relating to such series of preferred stock with the Secretary of State of Nevada and terminated the designation of its Series A Convertible Preferred Stock, Series B Redeemable Convertible Preferred Stock, Series D Convertible Preferred Stock, Series E Redeemable Convertible Preferred Stock and Series F Redeemable Preferred Stock effective as of the same date. As a result, the only preferred stock which is currently designated by the Company is the Company's Series C Redeemable Convertible Preferred Stock.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description of Exhibit
3.1	Certificate of Withdrawal of Certificate of Designation of Series A Convertible Preferred Stock filed with the Secretary of State of Nevada on May 15, 2020
3.2	Certificate of Withdrawal of Certificate of Designation of Series B Redeemable Convertible Preferred Stock filed with the Secretary of State of Nevada on May 15, 2020
3.3	Certificate of Withdrawal of Certificate of Designation of Series D Convertible Preferred Stock filed with the Secretary of State of Nevada on May 15, 2020
3.4	Certificate of Withdrawal of Certificate of Designation of Series E Redeemable Convertible Preferred Stock filed with the Secretary of State of Nevada on May 15, 2020
3.5	Certificate of Withdrawal of Certificate of Designation of Series F Redeemable Preferred Stock filed with the Secretary of State of Nevada on May 15, 2020

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.

By: */s/ Robert Schleizer*
Name: *Robert Schleizer*
Title: Chief Financial Officer

Date: May 19, 2020

EXHIBIT INDEX

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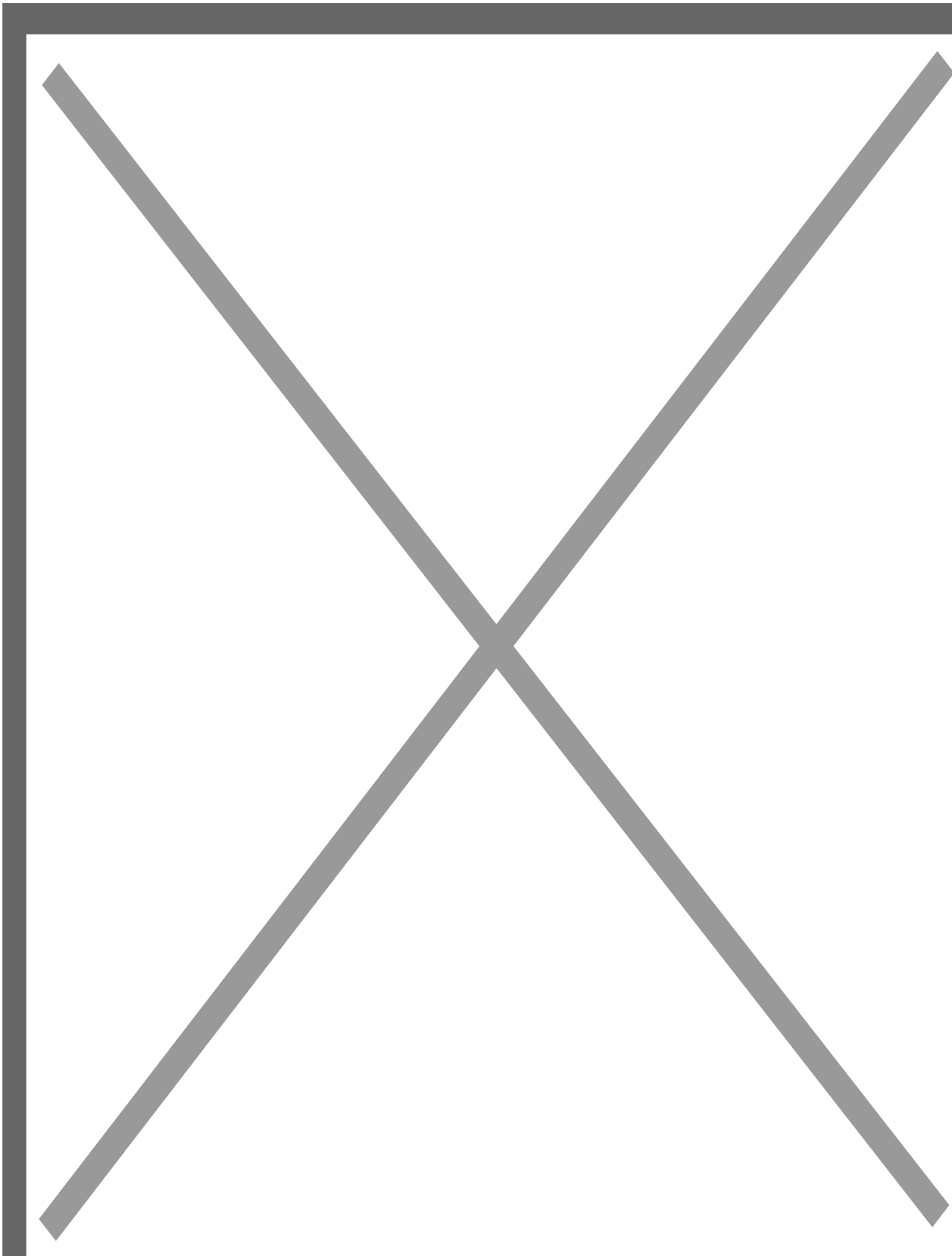
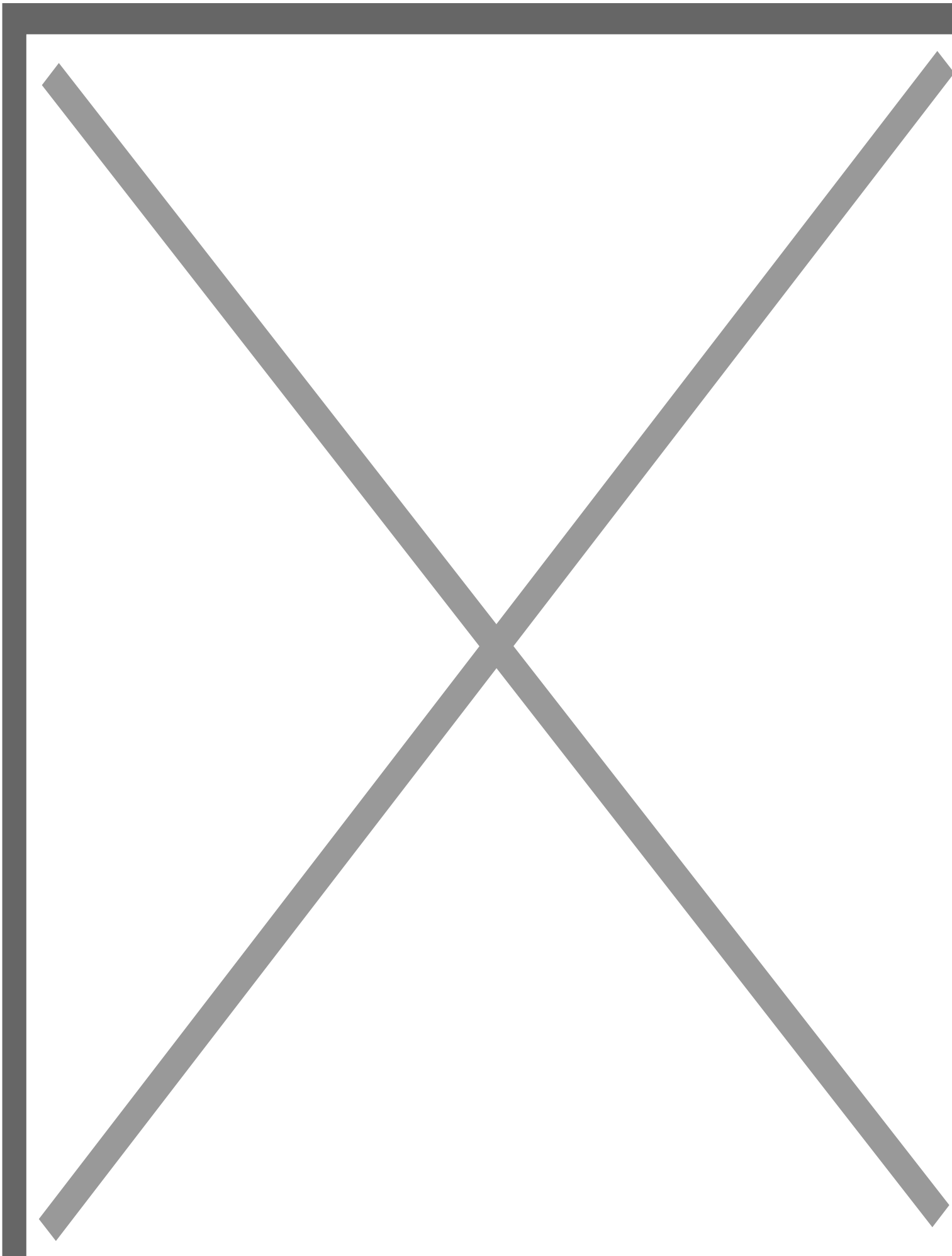
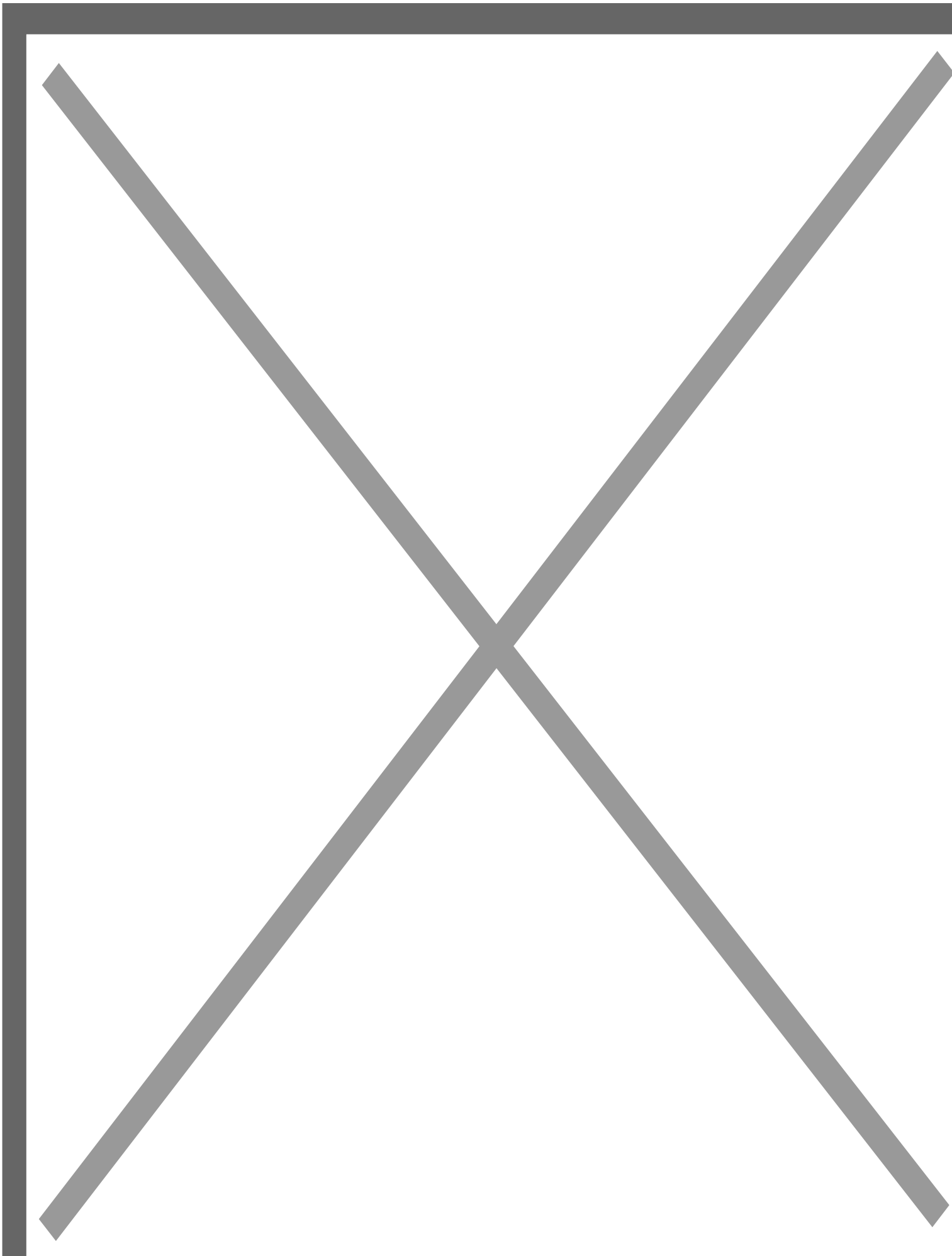
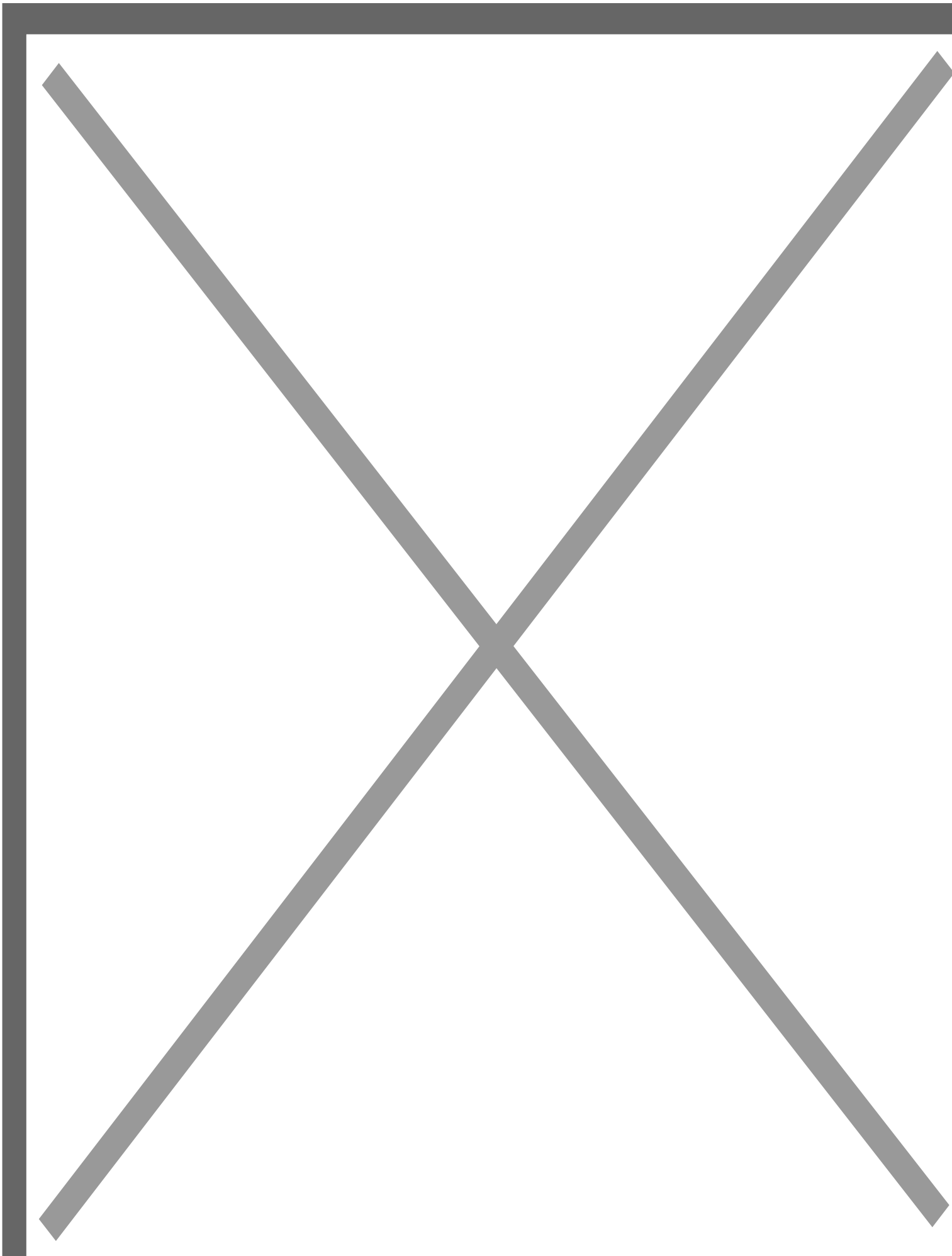
3.5	Certificate of Withdrawal of Certificate of Designation of Series F Redeemable Preferred Stock filed with the Secretary of State of Nevada on May 15, 2020

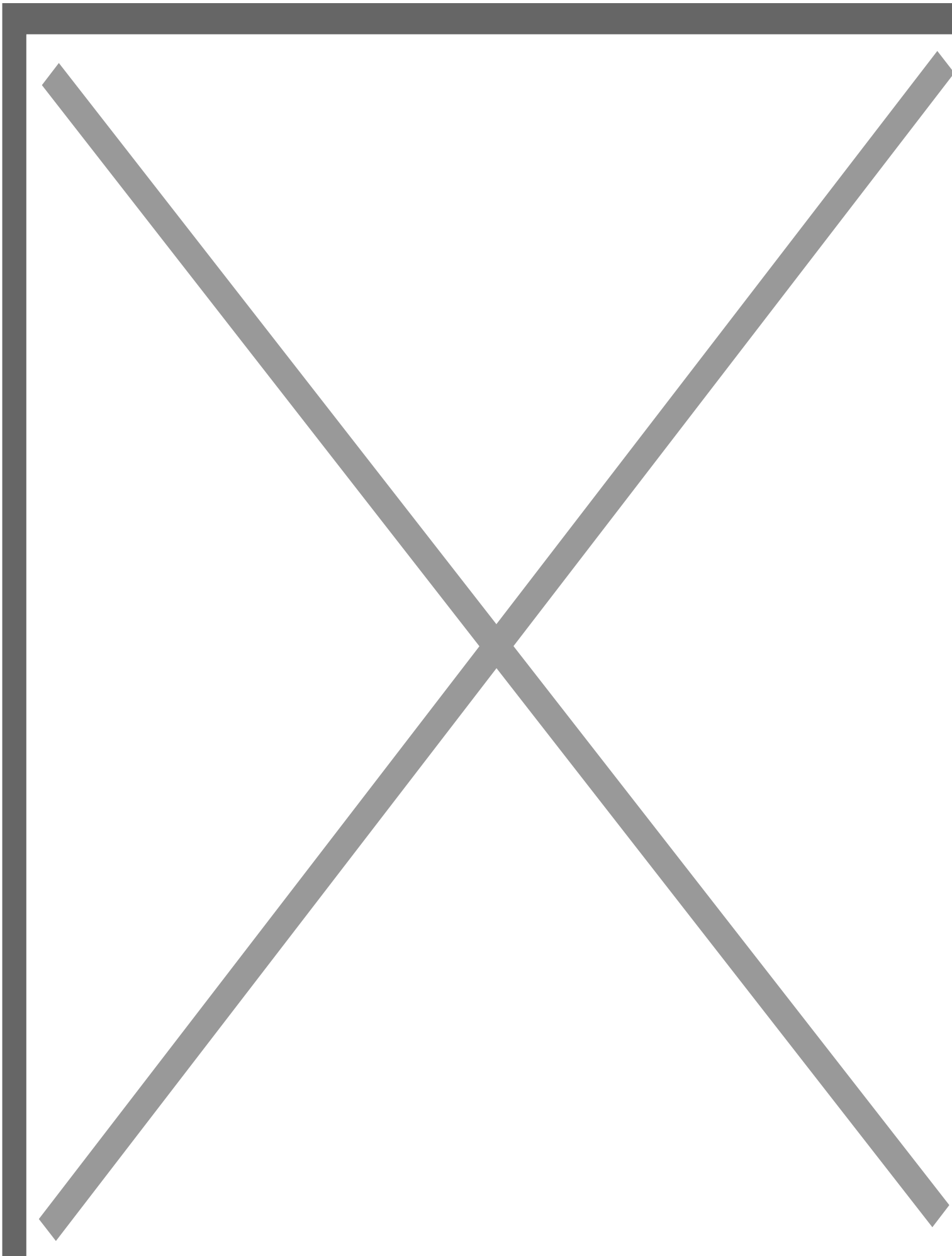
Exhibit 3.1

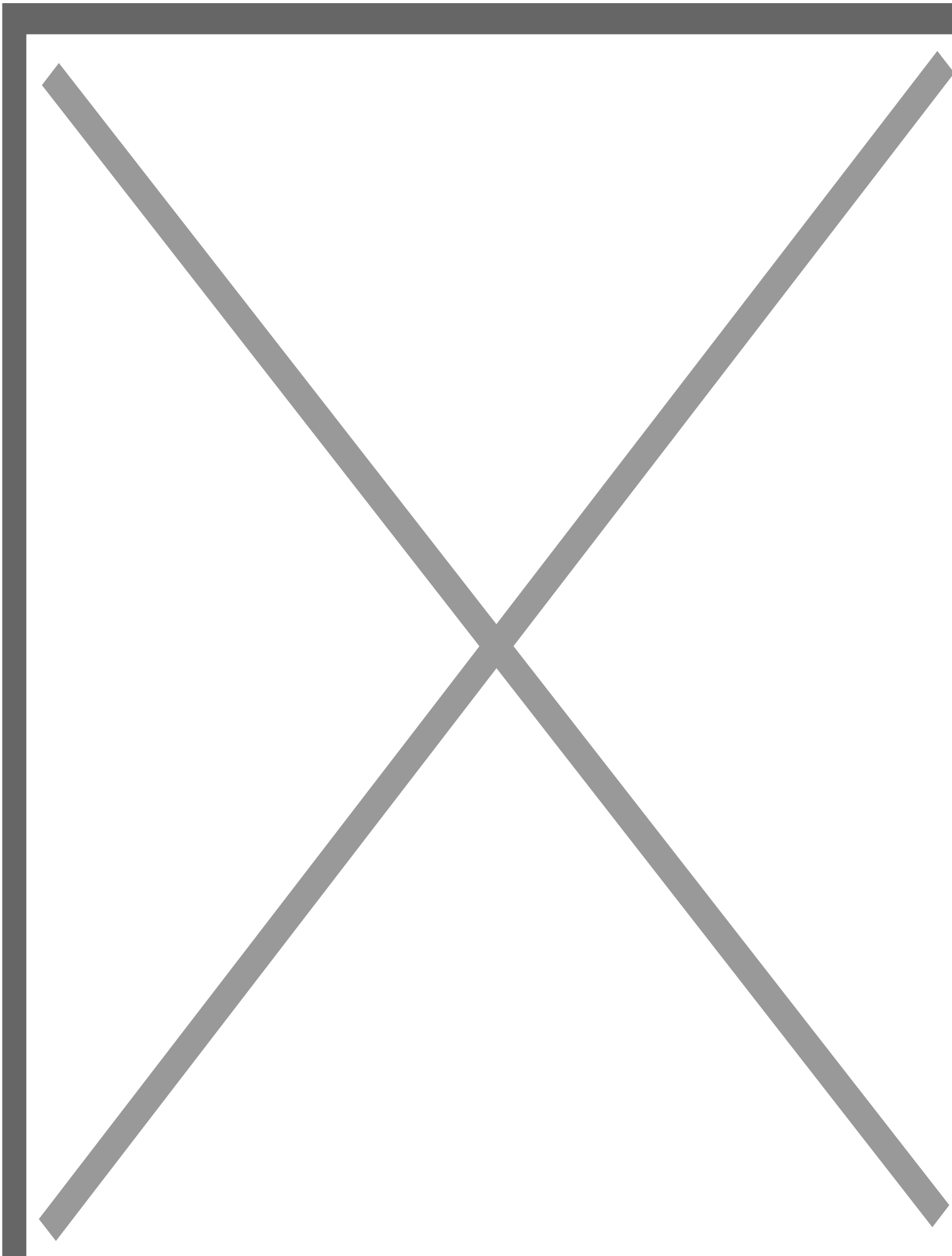












EX-3.2

EX-3.2 3 ex3-2.htm CERTIFICATE OF WITHDRAWAL OF CERTIFICATE OF DESIGNATION OF SERIES B REDEEMABLE CONVERTIBLE PREFERRED STOCK

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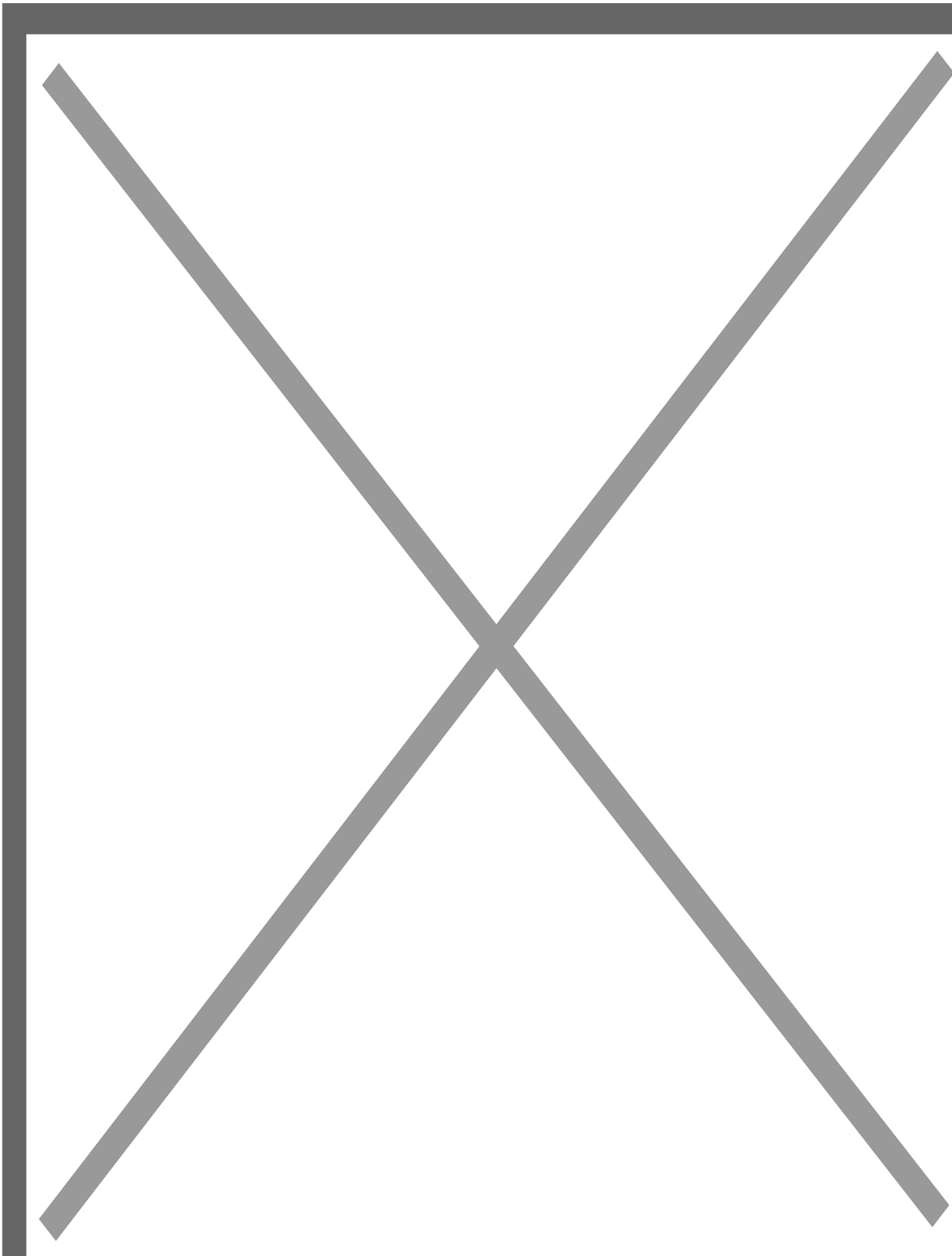

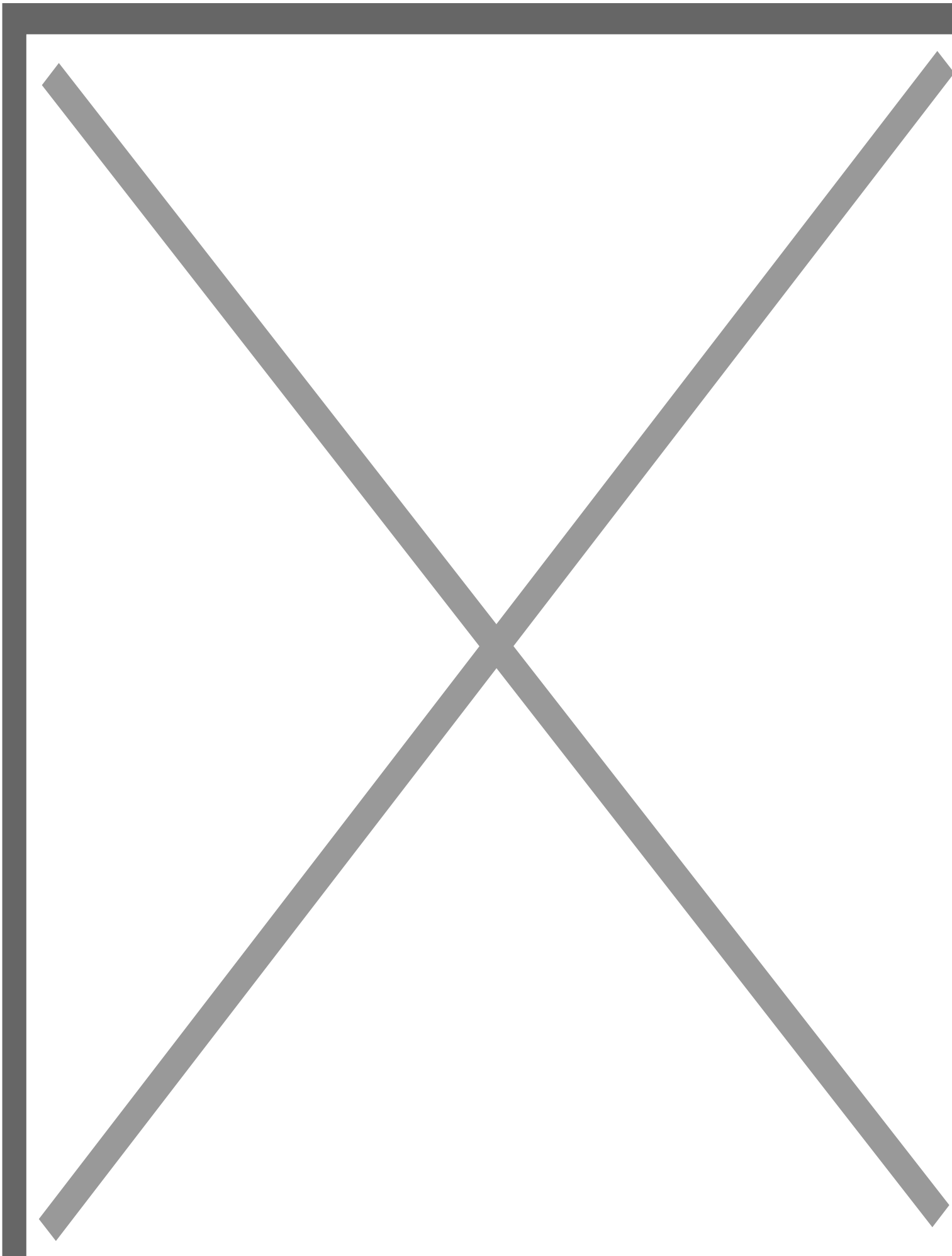

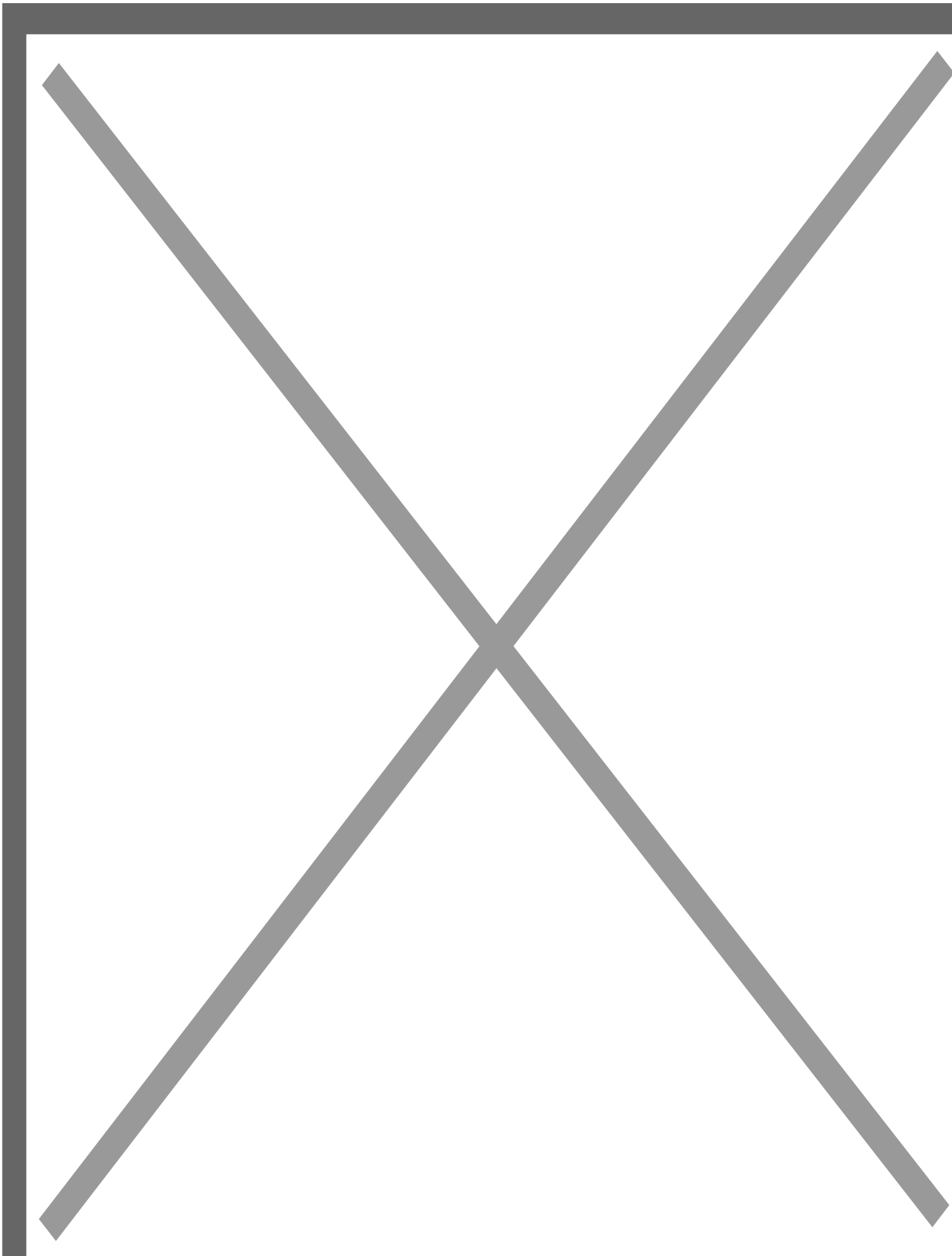

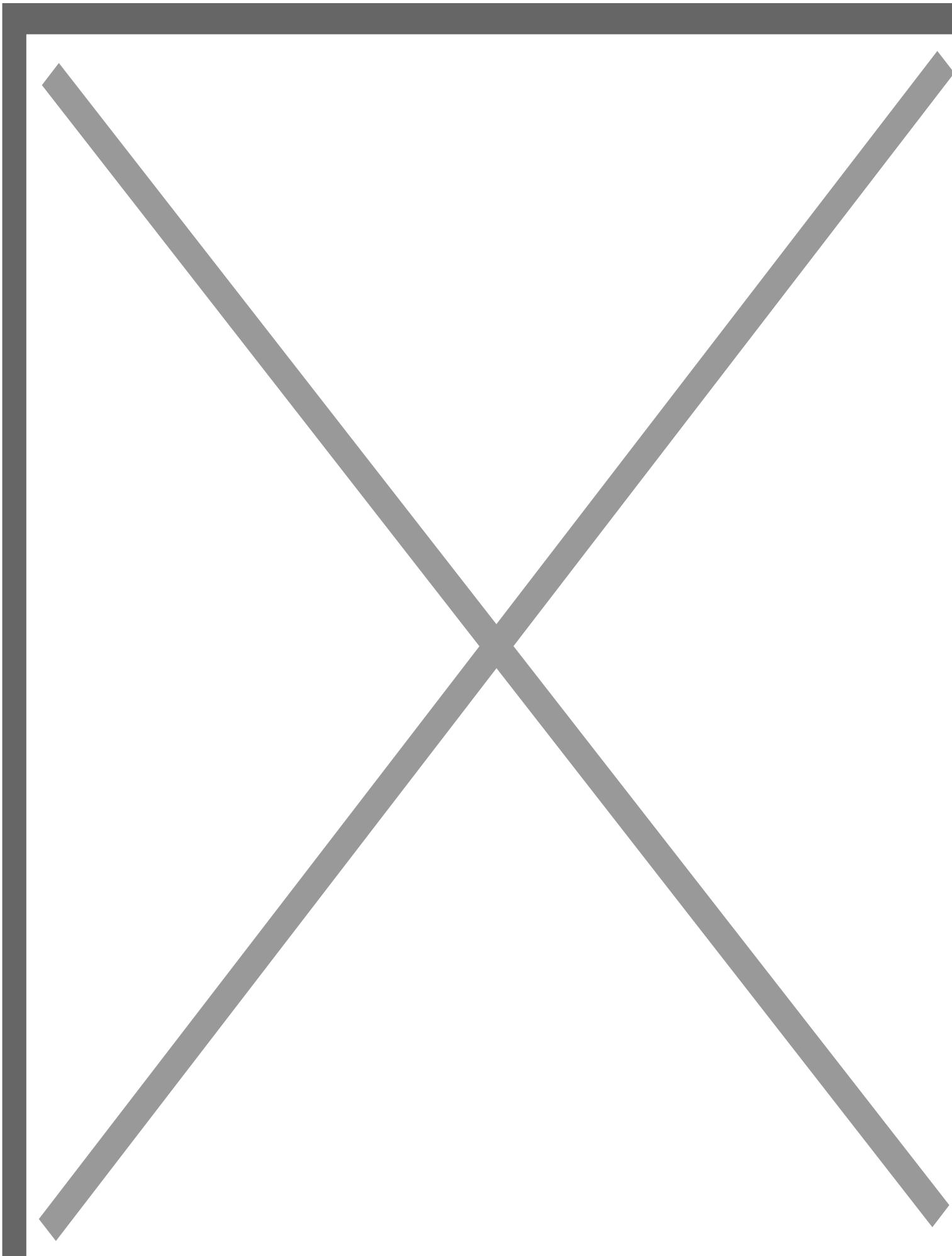

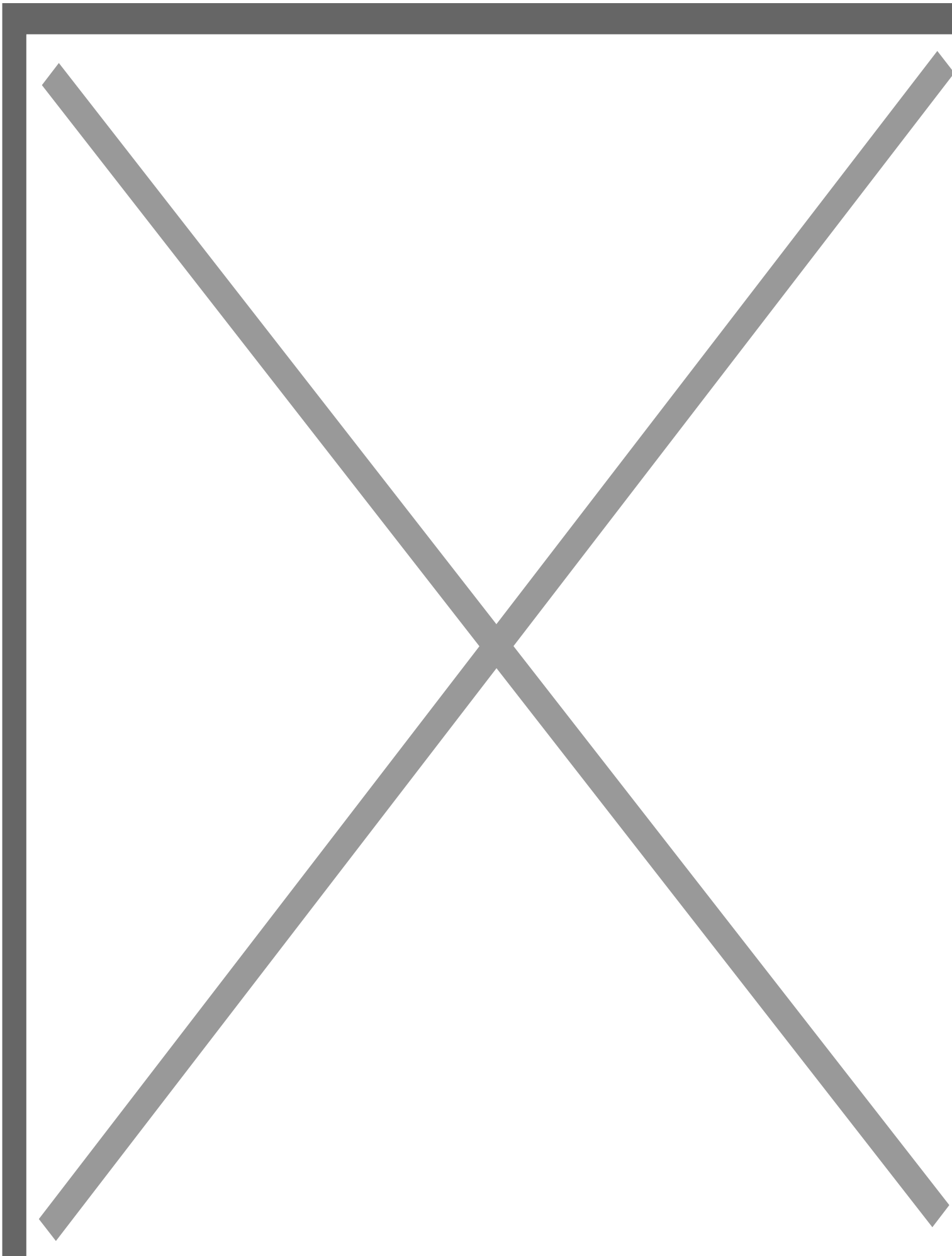

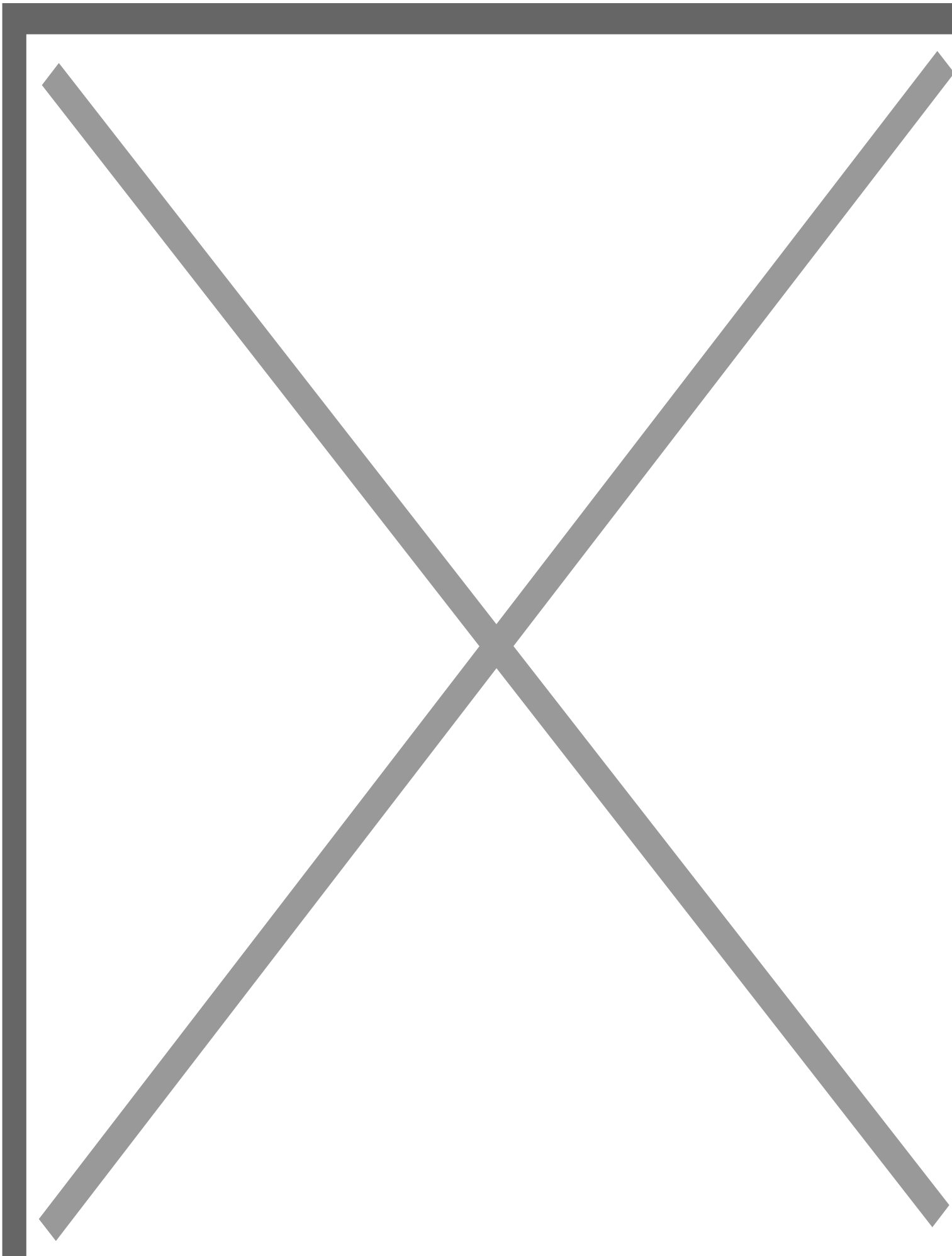

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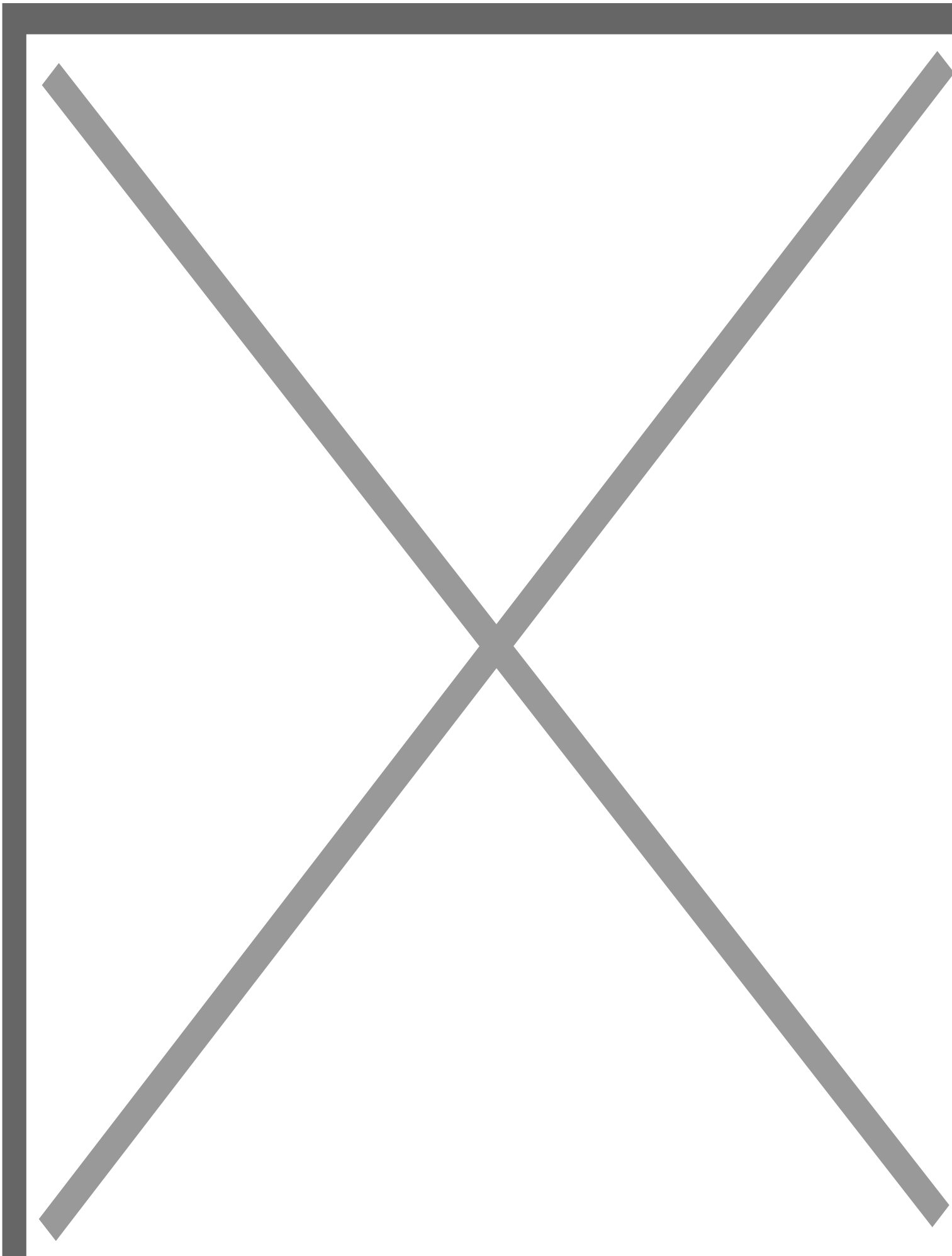

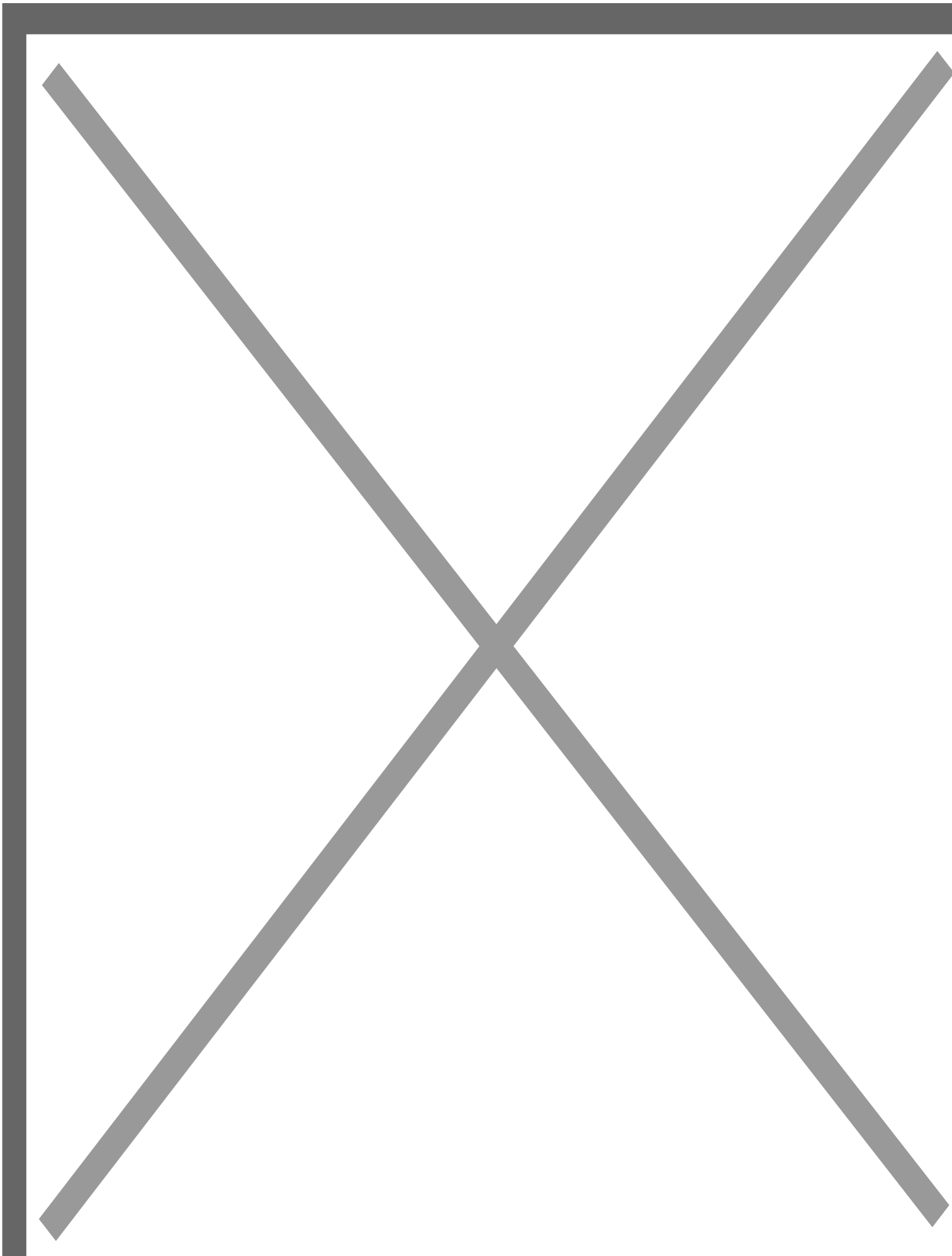

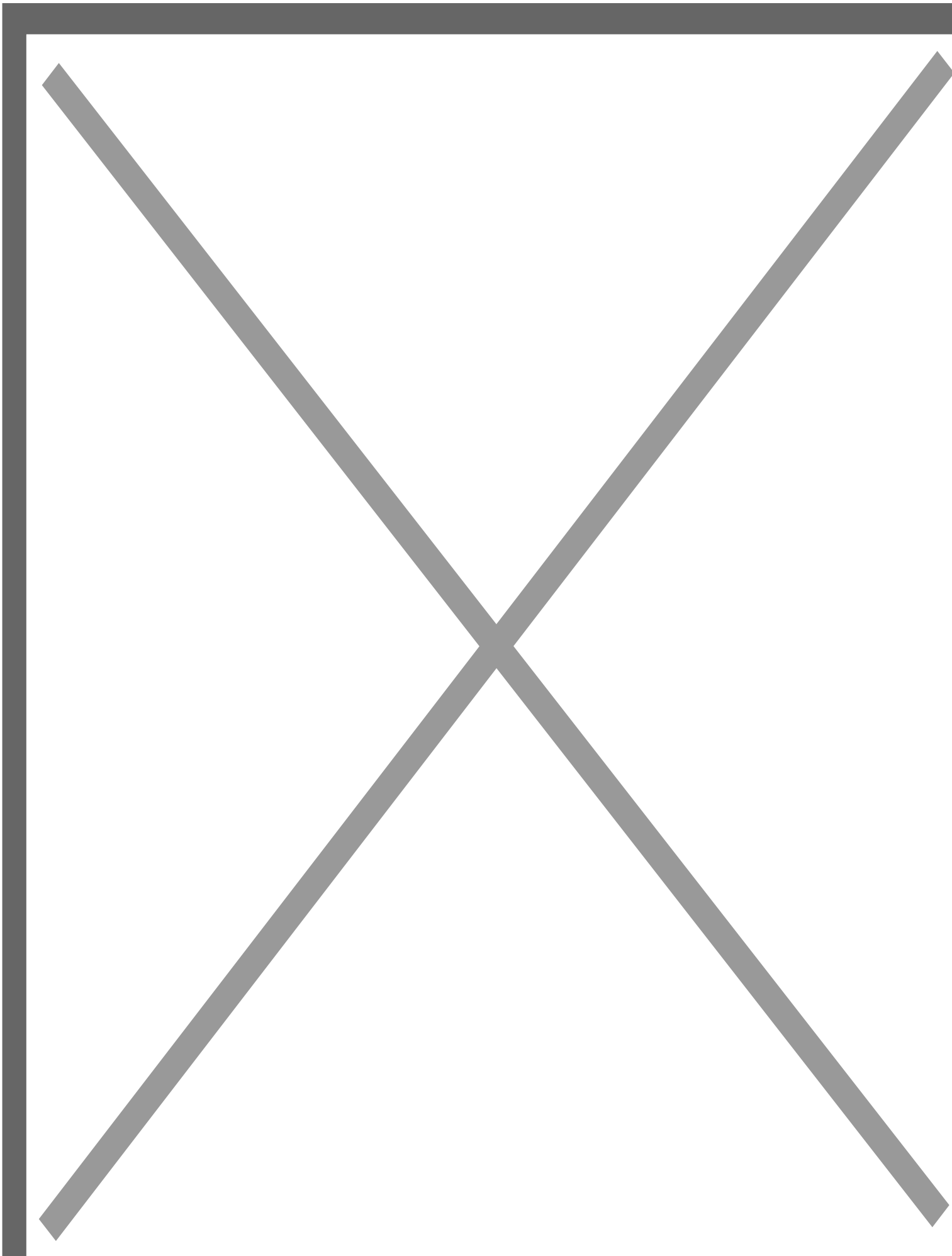

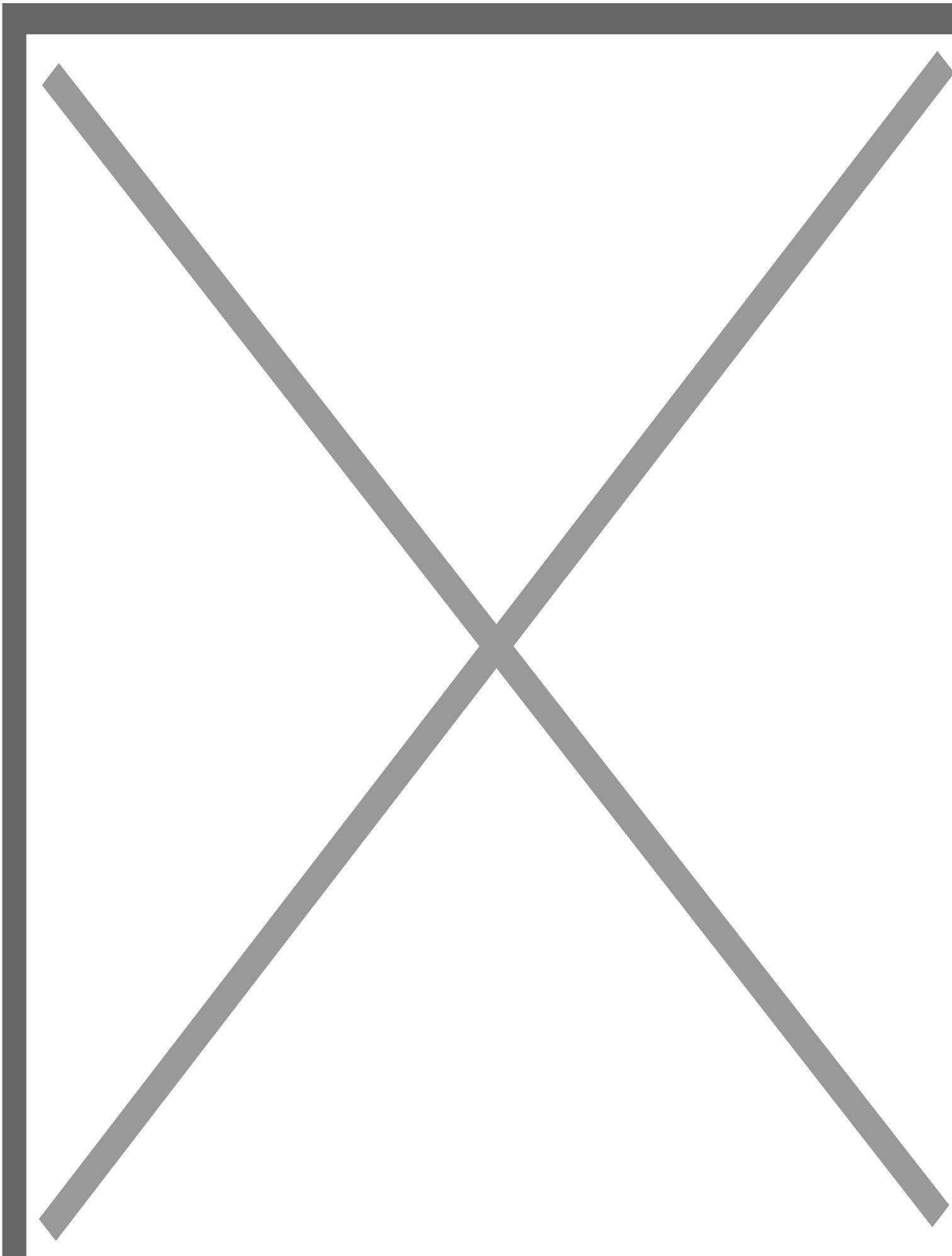

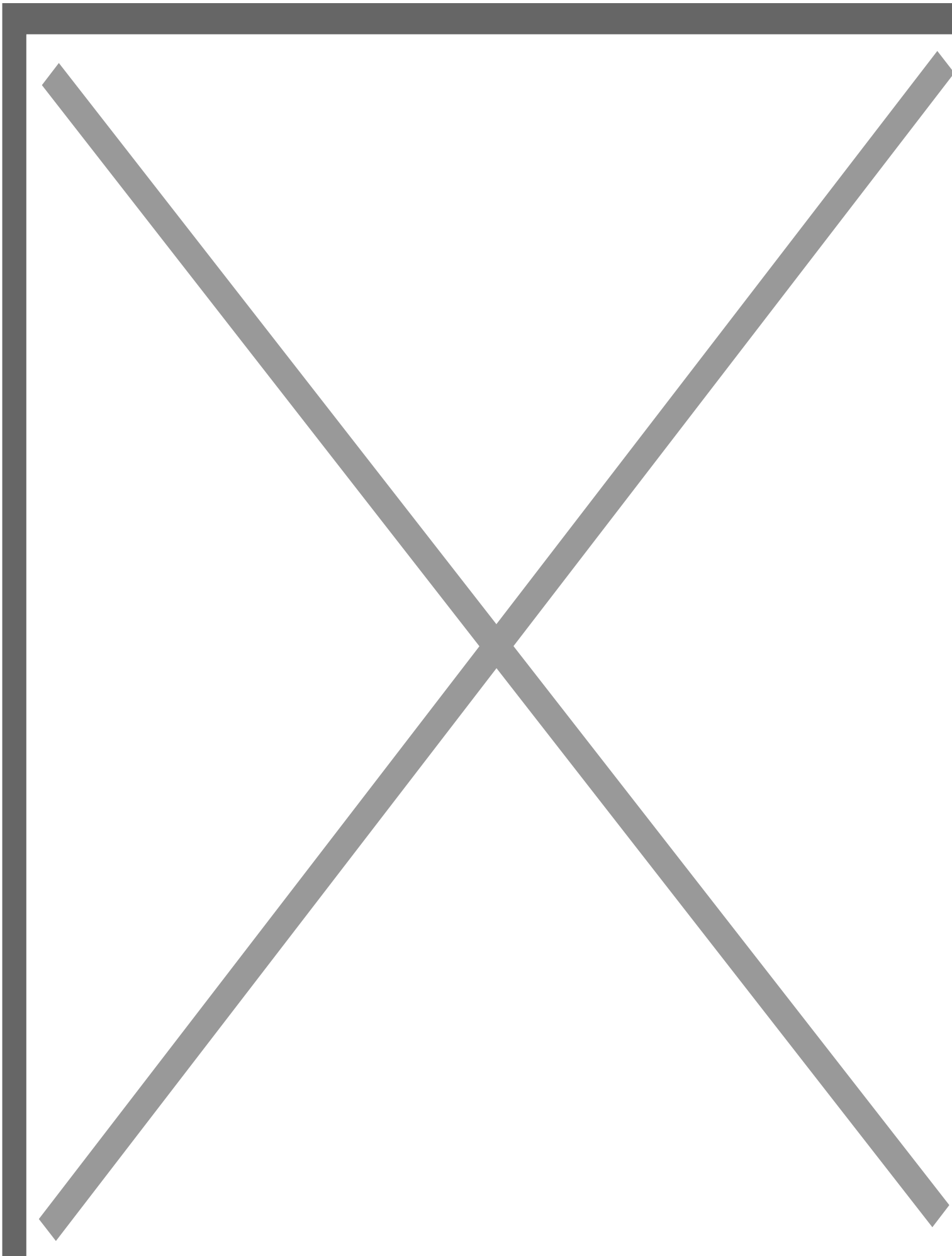

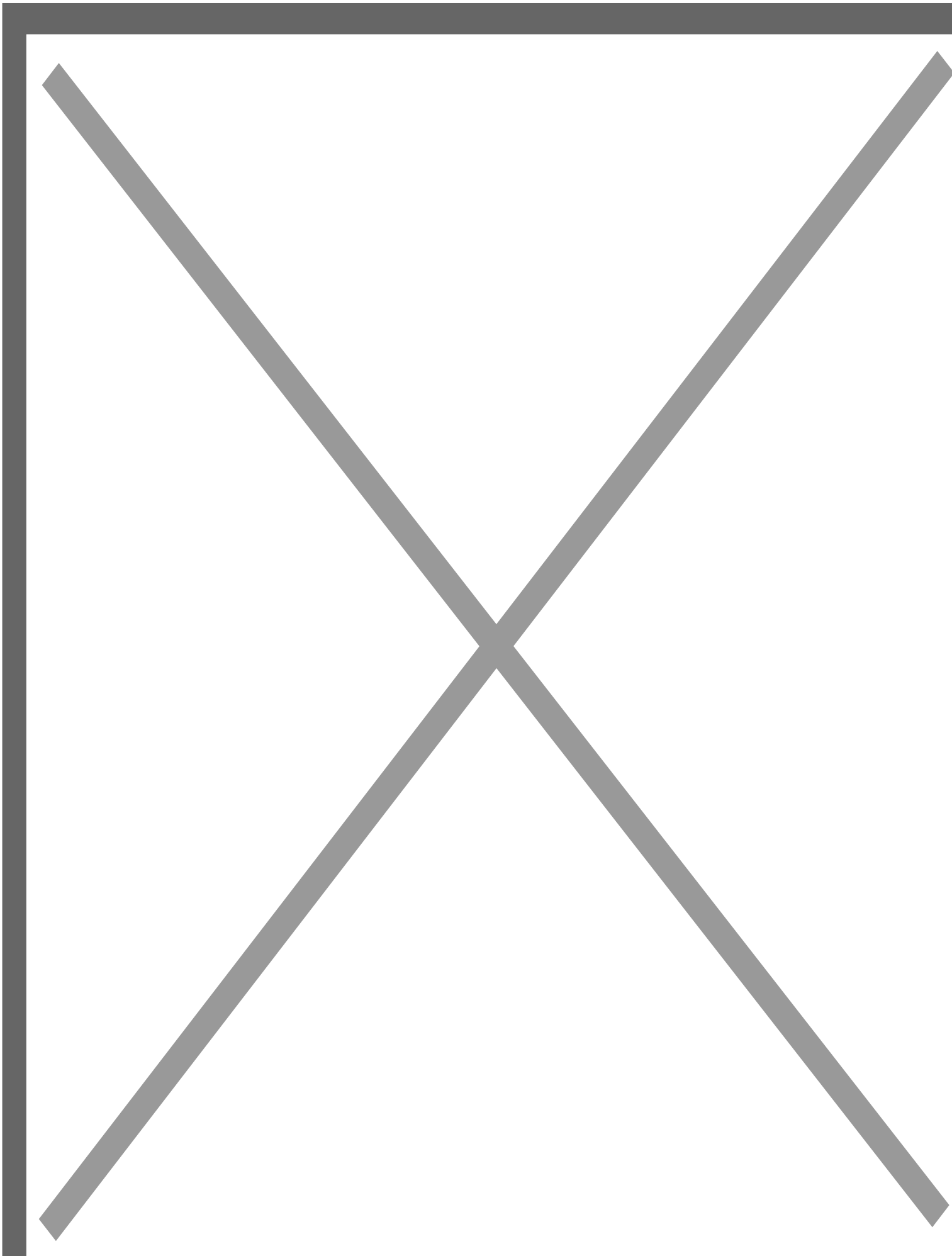

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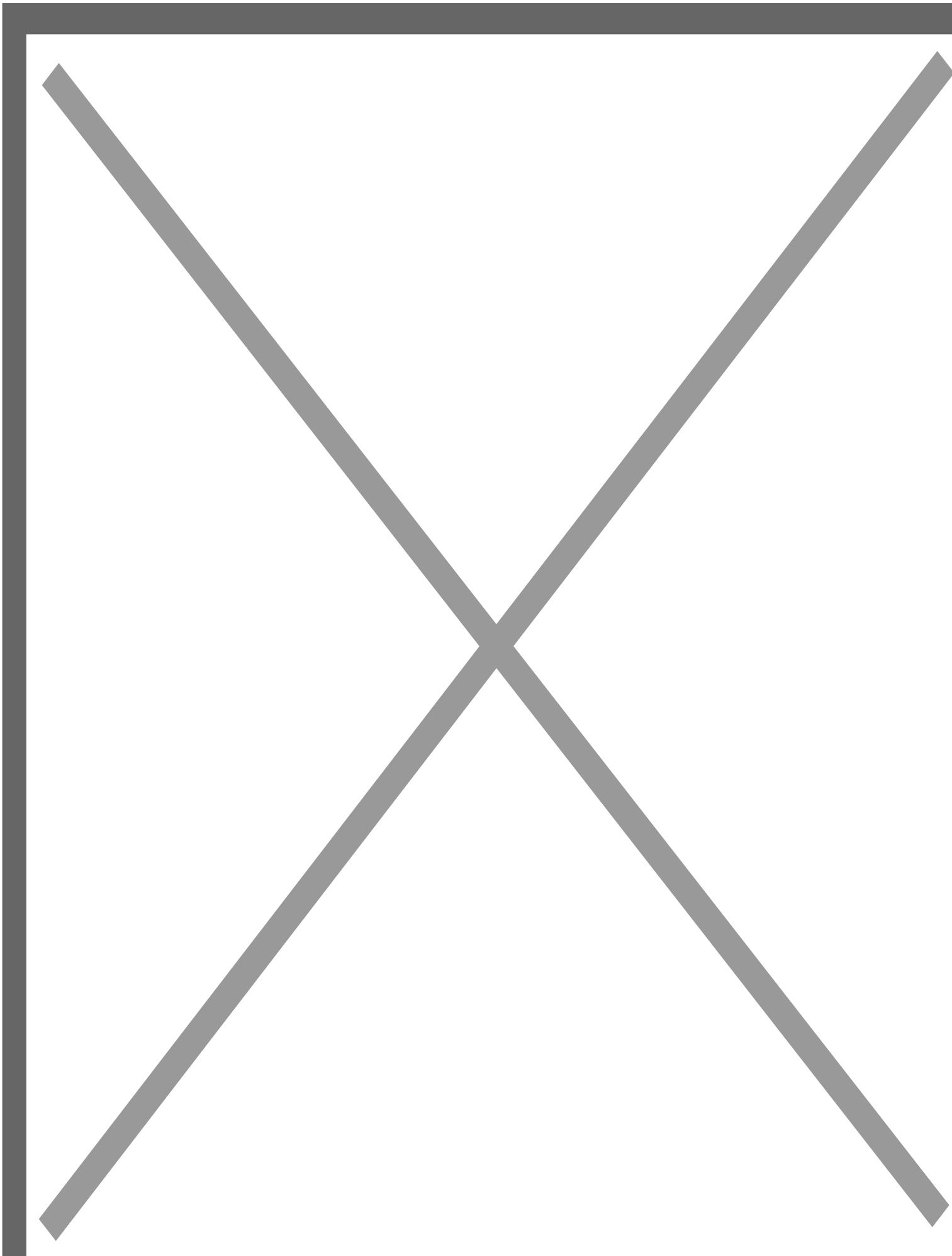

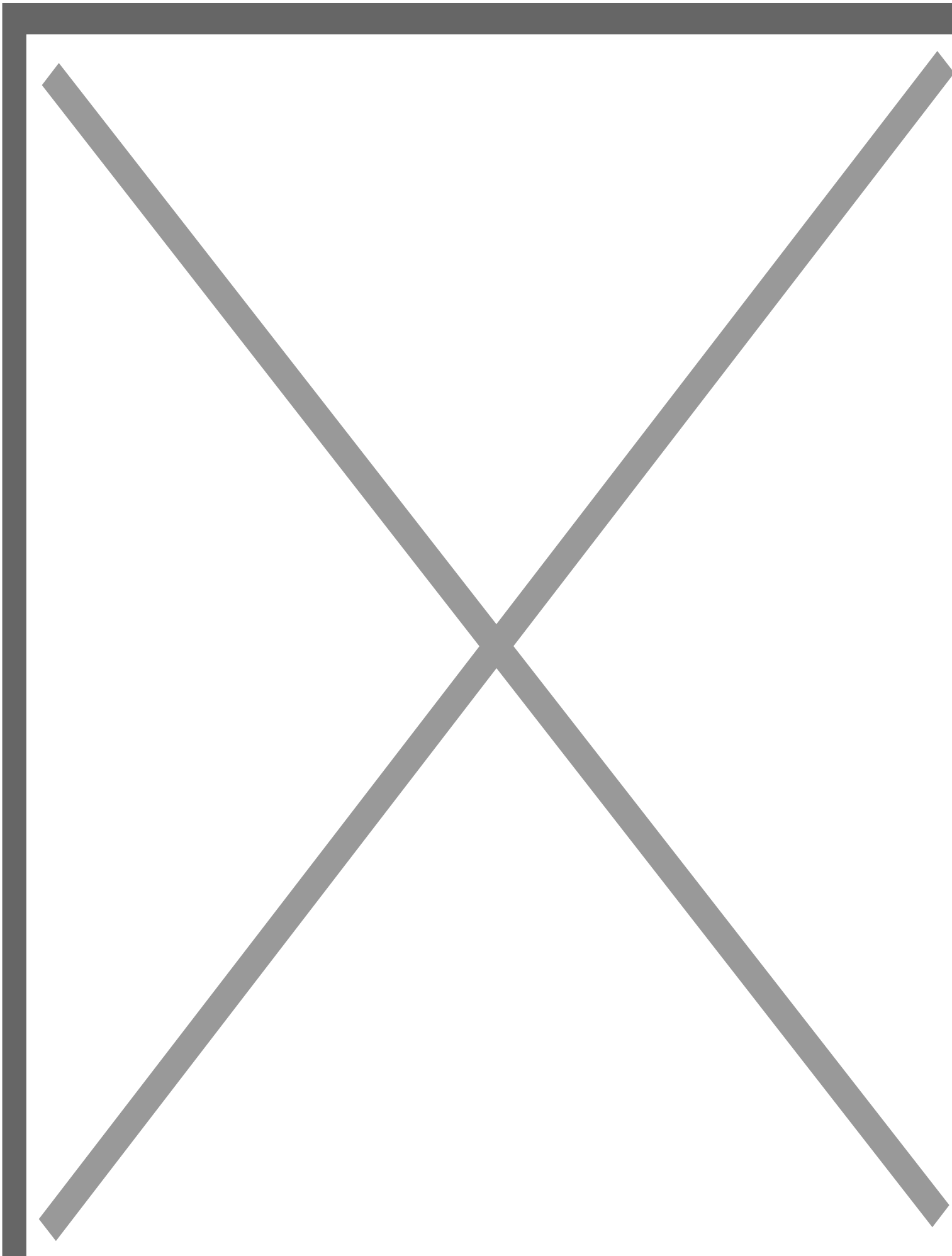

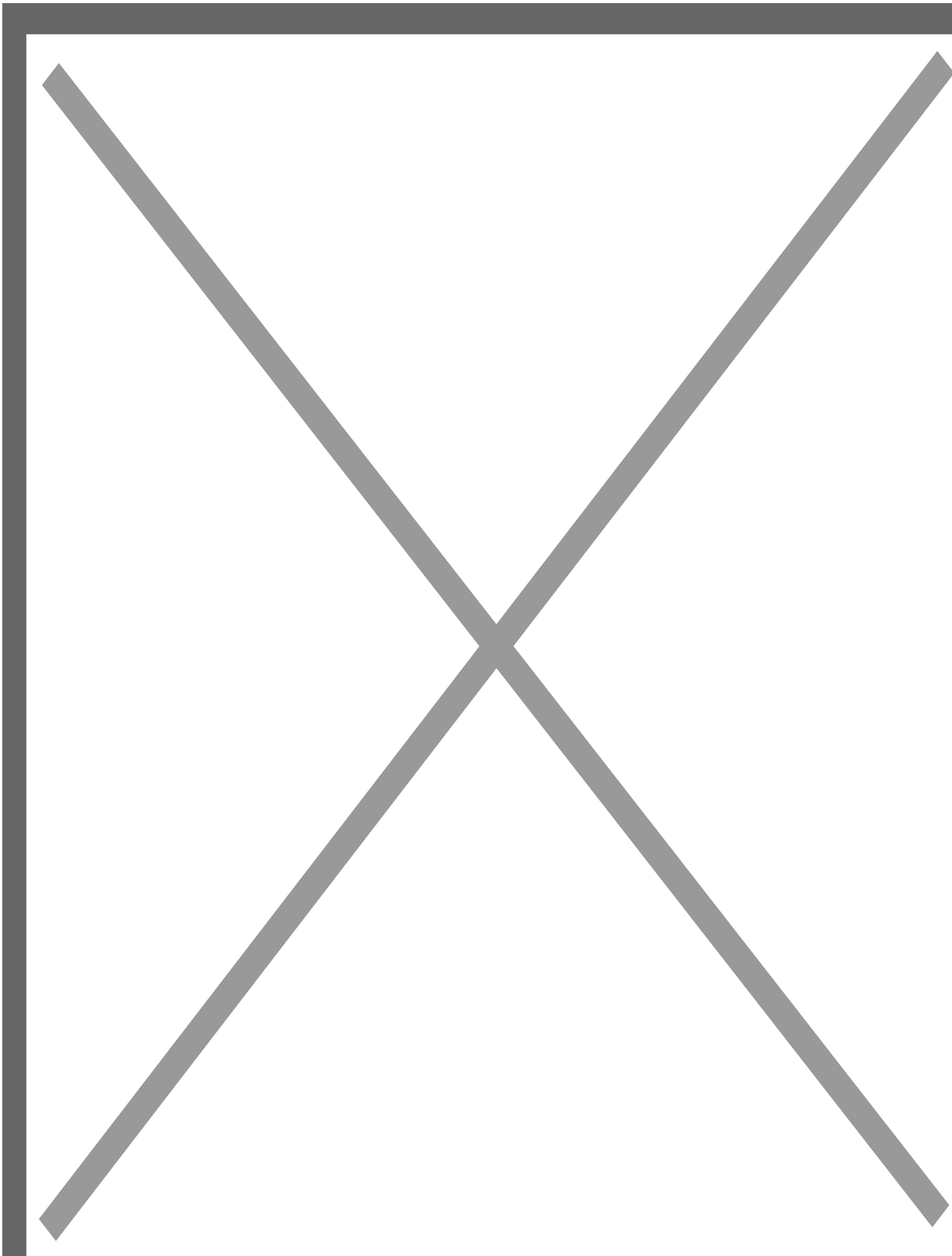

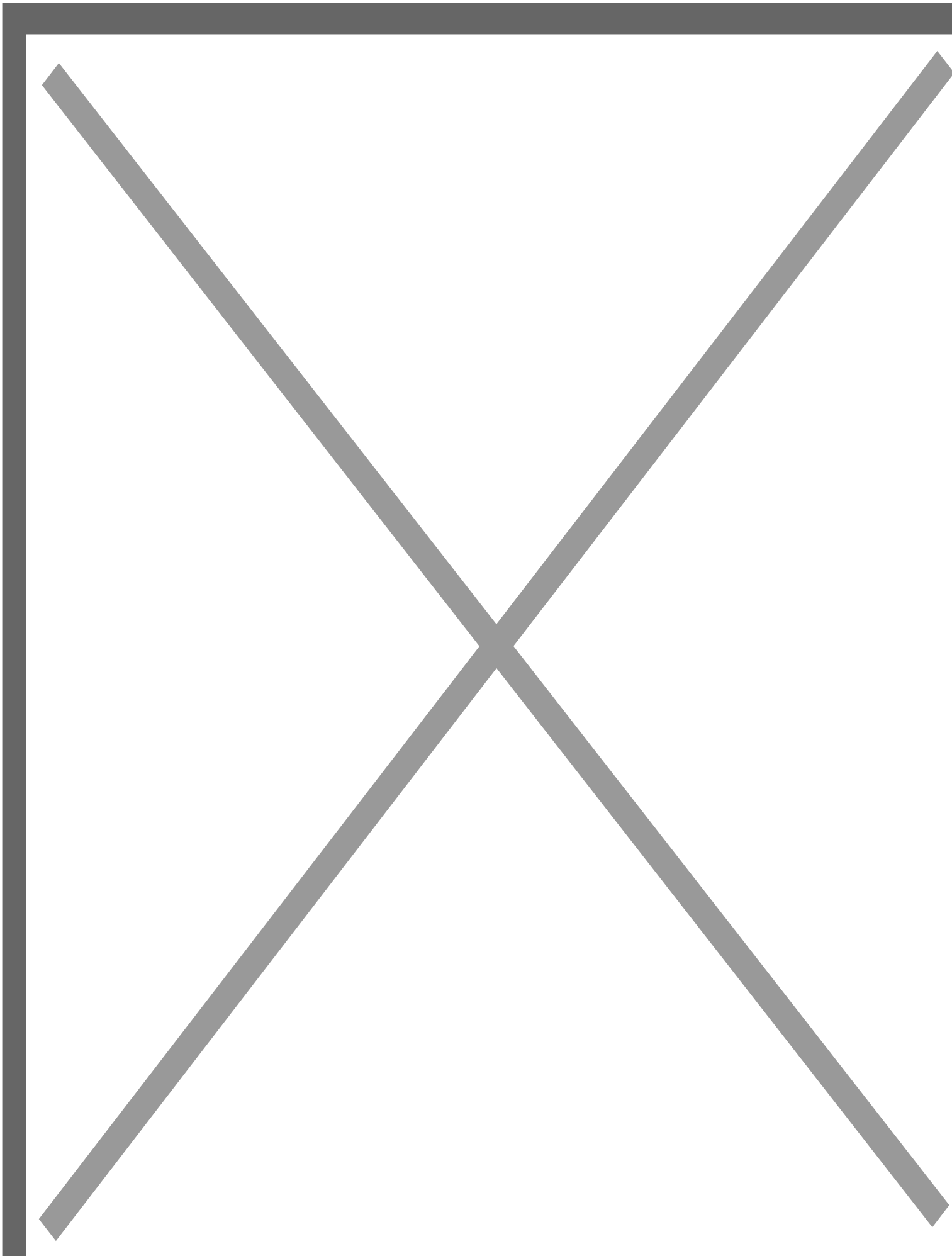

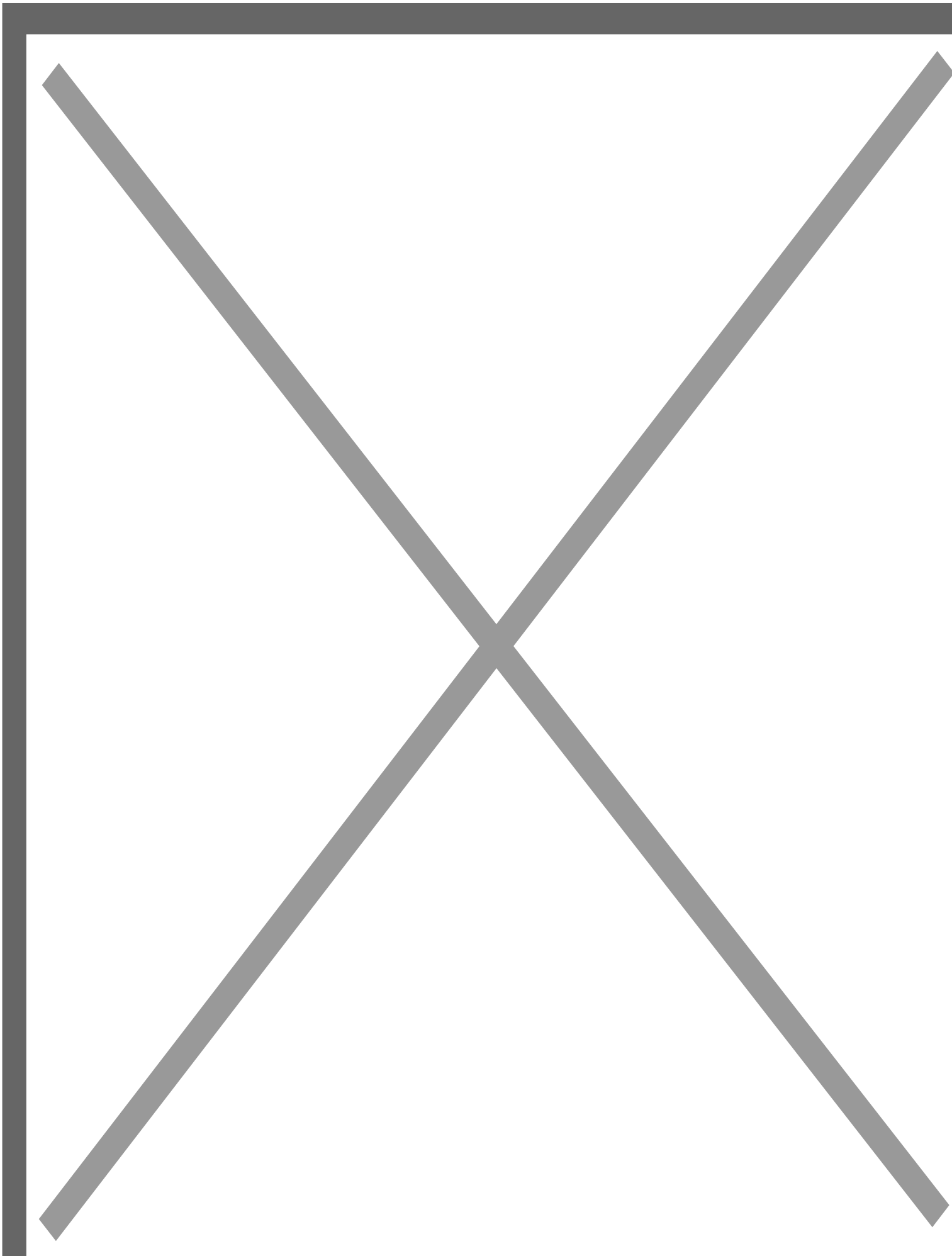

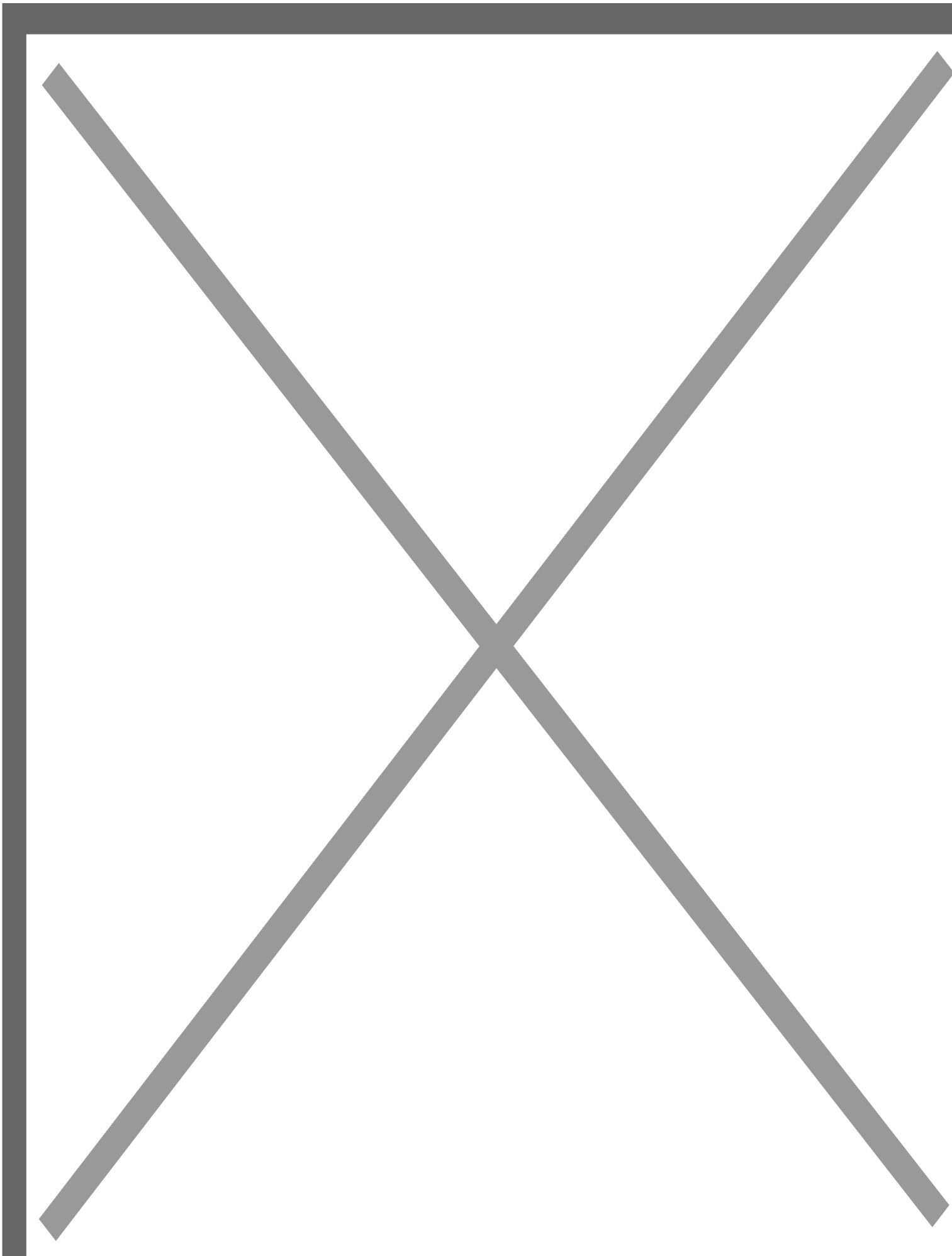
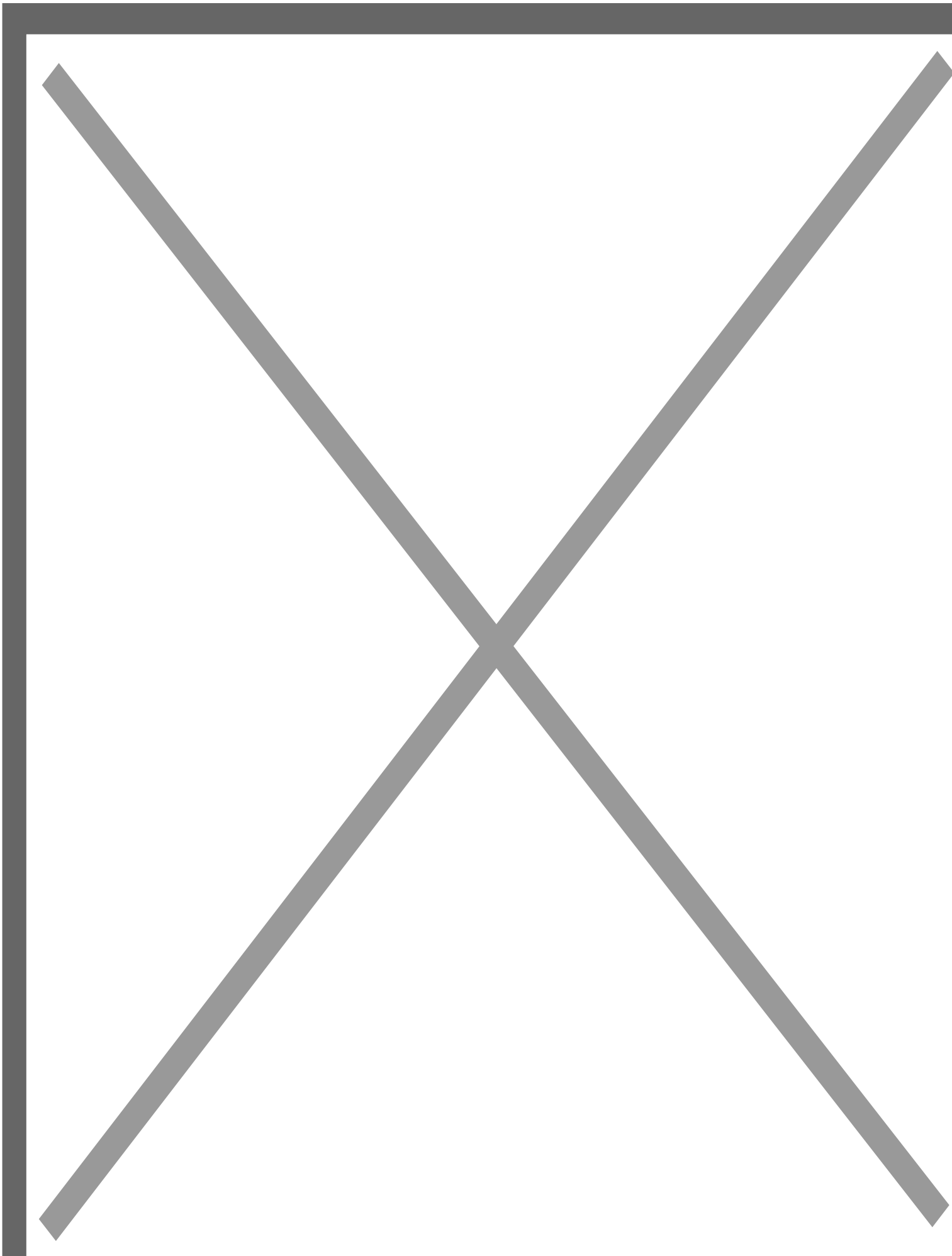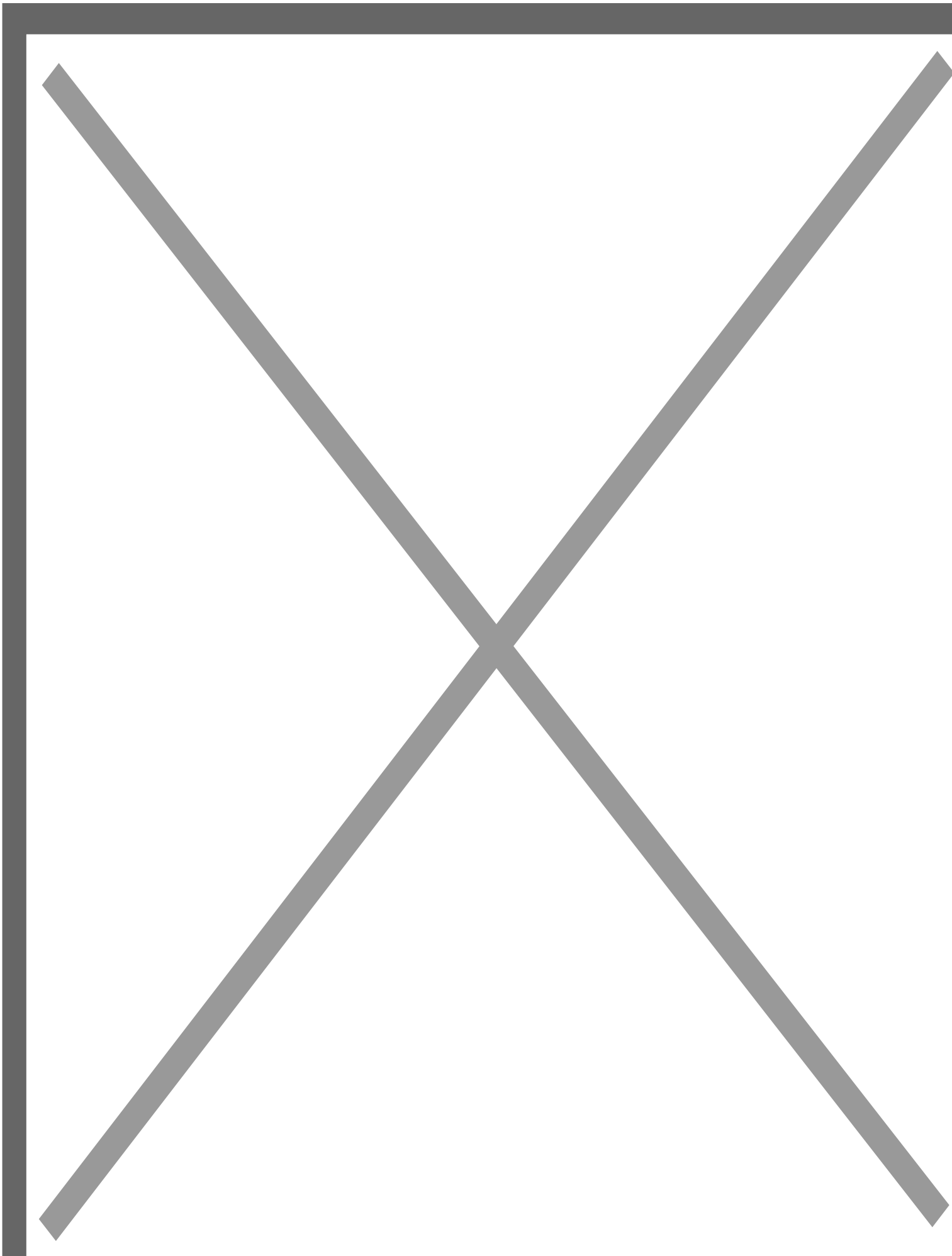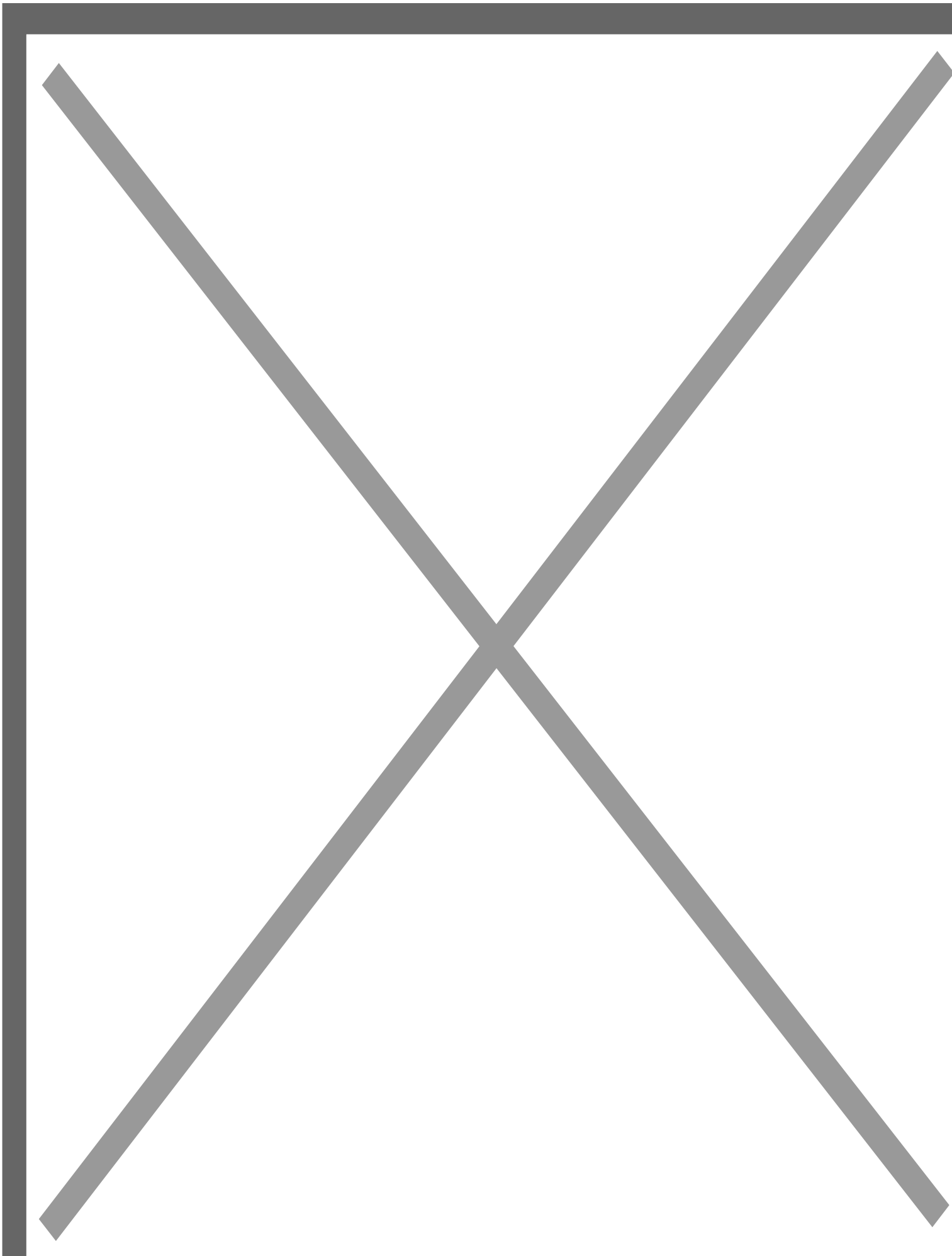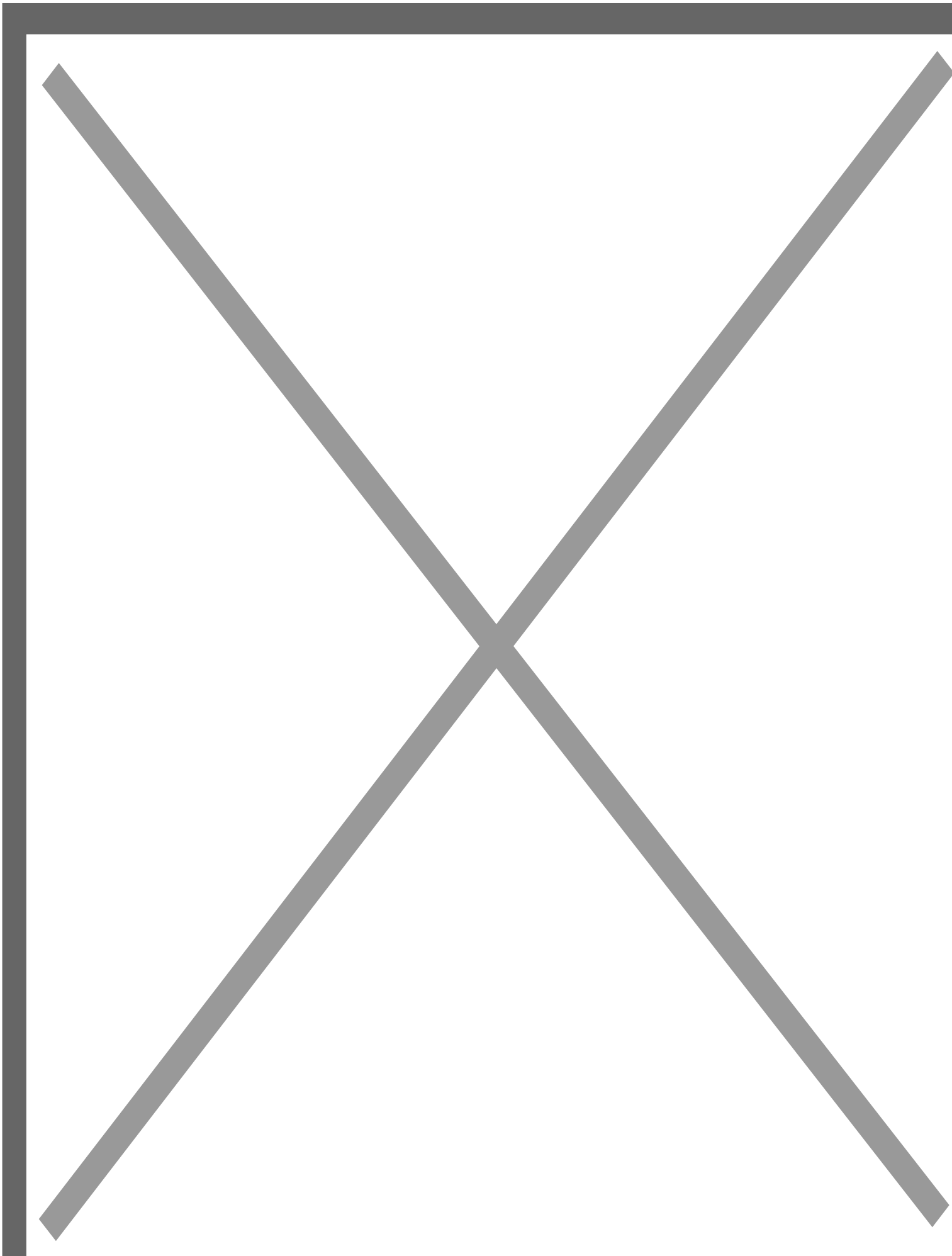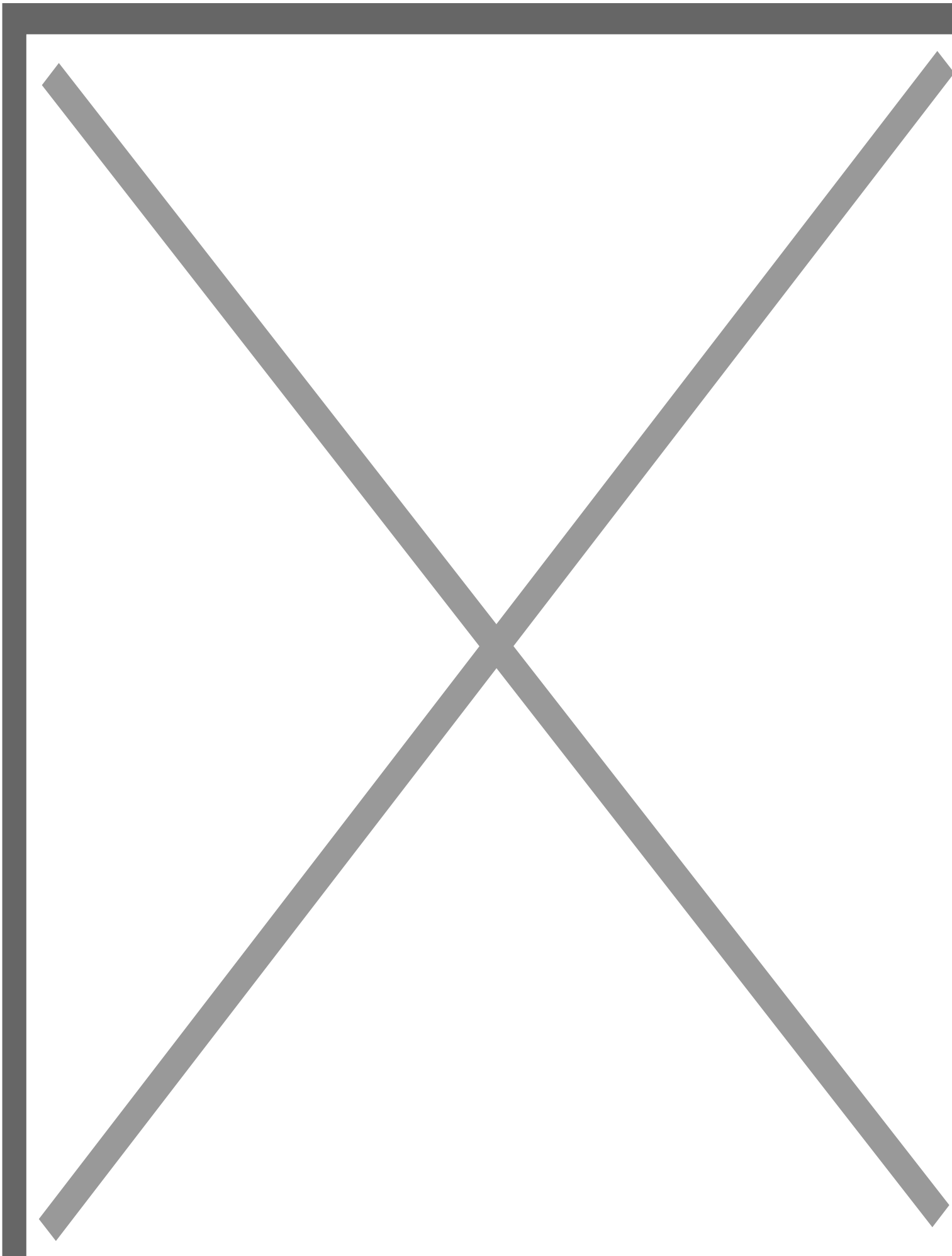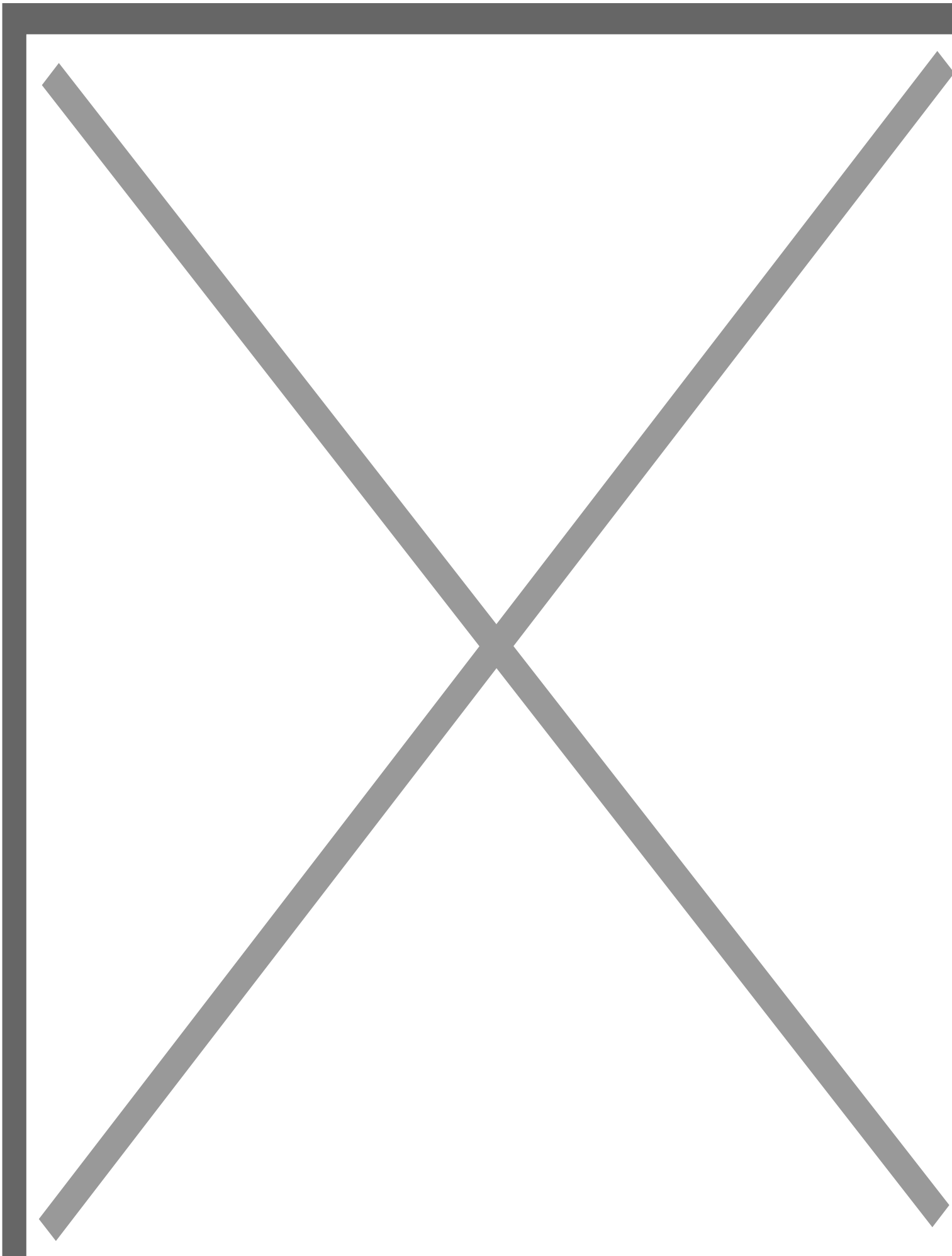
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