

8-K - 2019-02-20

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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): **February 19, 2019**

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.)

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))

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).

Emerging growth company ?

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 February 19, 2019, Camber Energy, Inc. (“we”, “us” or the “Company”) held its 2019 Annual Meeting of Stockholders (the “Meeting”). At the Meeting, an aggregate of 4,612,306 shares of voting stock, or 68.1% of our 6,771,586 total outstanding voting shares as of December 31, 2018, the record date for the Meeting (the “Record Date”), 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 Definitive Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission on January 9, 2019, as amended and supplemented by the prospectus supplements filed with the Securities and Exchange Commission on January 23, 2019 and February 15, 2019 (collectively, the “Proxy”)), with the results of such voting as set forth below. Capitalized terms have the meanings given to such terms in the Proxy and this Form 8-K should be read in connection with the Proxy.

Proposal 1 ⁽¹⁾	For	Withhold
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Election of Directors:

Robert Schleizer	3,947,168	665,138
Fred Zeidman	3,969,353	642,953
James G. Miller	3,972,766	639,540

Proposal 2	For	Against	Abstain*
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Amend the Company’s Articles of Incorporation to increase the number of our authorized shares of common stock from 20,000,000 to 250,000,000 (the “Amendment”).	3,701,938	902,965	7,403
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Proposal 3	For	Against	Abstain*
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Authorize the Board to effect a reverse stock split of our outstanding common stock in a ratio of between one-for-five and one-for-twenty-five, in their sole discretion, without further stockholder approval, by amending the Company’s Articles of Incorporation, at any time prior to the earlier of (a) the one year anniversary of this annual meeting; and (b) the date of our 2020 annual meeting of stockholders, provided that all fractional shares as a result of the split shall be automatically rounded up to the next whole share (the “Reverse Stock Split”).	3,761,343	850,342	621
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Proposal 4	For	Against	Abstain*
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Approval of the issuance of such number of shares of common stock exceeding 19.99% of our outstanding common stock, issuable upon conversion of the 369 shares of Series C Redeemable Convertible Preferred Stock (“Series C Preferred Stock”), including shares issuable for dividends and conversion premiums thereon sold pursuant to that certain Stock Purchase Agreement entered into with an institutional investor on October 29, 2018, and to approve the terms of such October 2018 Stock Purchase Agreement.

3,729,915

867,685

14,706

Proposal 5	For	Against	Abstain*
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Approval of the issuance of such number of shares of common stock exceeding 19.99% of our outstanding common stock, issuable upon conversion of the 2,941 shares of Series C Preferred Stock, including shares issuable for dividends and conversion premiums thereon sold and which may be sold, pursuant to that certain Stock Purchase Agreement entered into with an institutional investor on November 23, 2018 (and amended on December 3, 2018), and to approve the terms of such Stock Purchase Agreement.

3,726,558

869,786

15,962

Proposal 6	For	Against	Abstain*
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Ratification of an amendment to the Company’s Amended and Restated 2014 Stock Incentive Plan (the “2014 Plan”) to increase the number of shares of common stock available under the 2014 Plan from 1,600 to 2,500,000 shares.

3,720,088

879,252

12,966

Proposal 7	For	Against	Abstain*
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Ratification of the appointment of Marcum LLP as the Company’s independent registered public accounting firm for the fiscal year ending March 31, 2019.

4,040,606

513,146

58,554

Proposal 8	For	Against	Abstain*
Approval of the issuance of up to 40,000 shares of common stock upon the exercise of warrants to purchase 40,000 shares of common stock granted to our former CEO as part of a Separation and Release Agreement.	3,805,756	784,879	21,671

Proposal 9	For	Against	Abstain*
To consider and vote upon a Proposal to authorize our Board, in its discretion, to adjourn the annual 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 Annual Meeting.	3,763,440	823,641	25,225

* There were no Broker Non-Votes on these proposals.

(1) Although Mr. Louis G. Schott, our Interim Chief Executive Officer, was originally a director nominee, on February 15, 2019, as disclosed in the Proxy Supplement No. 2 Dated February 15, 2019, Mr. Schott withdraw his name as a nominee for appointment to the Board of Directors at the Meeting. As a result, any votes cast for Mr. Schott were disregarded and Mr. Schott's name and votes have not been included in the table above.

As a result of the above voting, each of the three (3) director nominees were duly appointed to the Board of Directors by a plurality of the votes cast (there was no solicitation in opposition to management's nominees as listed in the proxy statement), 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; proposals 4 through 9, which each required the affirmative vote of a majority of the shares present in person or represented by proxy at the Meeting and entitled to vote, were validly approved by the Company's stockholders; and proposals 2 and 3, which required the affirmative vote of a majority of the shares entitled to vote at the Meeting, were each validly approved by the Company's stockholders.

The Company does not plan to immediately move forward with the filing of the Amendment and has no current plans to affect a Reverse Stock Split. When the Company moves forward with the filing of the Amendment and if it moves forward with a Reverse Stock Split, the Company will file a Current Report on Form 8-K to announce such actions.

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.

By: /s/ Robert Schleizer

Name: *Robert Schleizer*

Title: Chief Financial Officer

Date: February 20, 2019
