

DEFA14A - 2019-01-09

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DEFA14A

DEFA14A 1 cei-defa14a_021919.htm ADDITIONAL MATERIAL

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

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant ?

Filed by a Party other than the Registrant ?

Check the appropriate box:

- ? Preliminary Proxy Statement
- ? Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ? Definitive Proxy Statement
- ? Definitive Additional Materials
- ? Soliciting Material Under §240.14a-12

CAMBER ENERGY, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ? No fee required.
- ? Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

- ? Fee paid previously with preliminary materials:
- ? Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

CAMBER ENERGY, INC.

CONTROL ID:

REQUEST ID:

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS
for the Annual Meeting of Stockholders

DATE: Tuesday, February 19, 2019
TIME: 10:30 a.m. local time
LOCATION: 1415 Louisiana, Suite 3500, Houston, Texas 77002

HOW TO REQUEST PAPER COPIES OF OUR MATERIALS

phone
PHONE:
Call toll free
1-866-752-8683

fax
FAX:
Send this card to
202-521-3464

internet
INTERNET:
<https://www.iproxydirect.com/CEI>
and follow the on-screen instructions.

mail
EMAIL:
proxy@iproxydirect.com
Include your Control ID in your email.

This communication represents a notice to access a more complete set of proxy materials available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy statement is available at: <https://www.iproxydirect.com/CEI>

If you want to receive a paper copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request, as instructed above, before February 5, 2019.

you may enter your voting instructions at <https://www.iproxydirect.com/CEI>
until 11:59 pm eastern time February 18, 2019.

The purposes of this meeting are as follows:

1. Electing four directors to the Company's Board of Directors (the "Board"), each to serve a term of one year;
2. Amending the Company's Articles of Incorporation (as amended, the "Articles") to increase the number of our authorized shares of common stock from 20,000,000 to 250,000,000;
3. To 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;
4. To approve 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;
5. To approve 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 (as amended to date, the "November 2018 Purchase Agreement");
6. Ratification of an amendment (the "Stock Plan 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;
7. Ratification of the appointment of Marcum LLP as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2019;
8. 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;
9. 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; and
10. To transact such other business as may properly come before the Annual Meeting or any adjournment thereof.

Pursuant to Securities and Exchange Commission rules, you are receiving this Notice that the proxy materials for the Annual meeting are available on the Internet.
Follow the instructions above to view the materials and vote or request printed copies.

The board of directors has fixed the close of business on December 31, 2018 as the record date for the determination of stockholders entitled to receive notice of the Annual Meeting and to vote the shares of our common stock and Series B Preferred Stock, each par value \$0.001 per share, they held on that date at the meeting or any postponement or adjournment of the meeting.

**The Board of Directors recommends that you vote ‘for’ all proposals above.
Please note - This is not a Proxy Card - you cannot vote by returning this card**

Camber Energy, Inc.
SHAREHOLDER SERVICES
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Morrisville NC 27560

FIRST-CLASS MAIL
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PERMIT # 870

TIME SENSITIVE SHAREHOLDER INFORMATION ENCLOSED

IMPORTANT SHAREHOLDER INFORMATION

YOUR VOTE IS IMPORTANT
