

S-8 - 2017-03-29

Form: S-8

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Registration No. 333-

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

CAMBER ENERGY, INC.
(Exact name of registrant as specified in its charter)

Nevada
(State or Other Jurisdiction of
Incorporation or Organization)

**450 Gears Road, Suite 860
Houston, Texas 77067**
(Address and Zip Code of Principal Executive Offices)

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

**CAMBER ENERGY, INC.
AMENDED AND RESTATED 2014 STOCK INCENTIVE PLAN**
(Full title of the plan)

Name, Address and Telephone
Number of Agent for Service:

Paul Pinkston
Chief Accounting Officer, Treasurer and Secretary
Camber Energy, Inc.
450 Gears Road, Suite 860
Houston, Texas 77067
(713) 528-1881

Copy of Communications to:

Robert G. Reedy
Kevin J. Poli
Porter Hedges LLP
1000 Main Street, 36th Floor
Houston, Texas 77002-6336
(713) 226-6000

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☐ (Do not check if a smaller reporting company)	Smaller reporting company	☐

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, par value \$.001 per share	905,000	\$0.40	\$362,000	\$42

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this registration statement also registers hereunder an indeterminate number of shares of common stock issuable as a result of the anti-dilution provisions of the Amended and Restated Camber Energy, Inc. 2014 Stock Incentive Plan (the “Plan”).
- (2) Pursuant to Rule 457(c), the registration fee is calculated on the basis of the average of the high and low sale prices for the common stock on the NYSE MKT on March 27, 2017. Pursuant to General Instruction E to Form S-8, the registration fee is calculated only with respect to additional securities registered under the Plan.

Statement Under General Instruction E — Registration of Additional Securities

This registration statement registers an additional 905,000 shares of our common stock related to the Plan, which is the same class as other securities for which registration statements on Form S-8, File Nos. 333-195959 filed on May 15, 2014 and amended on April 13, 2016, and 333-210732 filed on April 13, 2016 (the “Prior Registration Statements”), have been previously filed. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements are hereby incorporated by reference.

Item 3. Incorporation of Documents by Reference.

The following documents, which have previously been filed by us with the Securities and Exchange Commission (the “Commission”) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference:

- Our Annual Report on Form 10-K for the fiscal year ended March 31, 2016, filed with the Commission on July 13, 2016 (File No. 001-32508);
- Our Quarterly Reports on Form 10-Q for the fiscal periods ended June 30, 2016, September 30, 2016 and December 31, 2016, filed with the Commission on August 12, 2016, November 14, 2016 and February 14, 2017, respectively (File No. 001-32508);
- A description of our capital stock contained in our Form 8-A filed with the Commission on February 13, 2008 (File No. 001-32508); and
- Our Current Reports on Form 8-K and Form 8-K/A, filed with the Commission on April 1, 2016, April 7, 2016, April 15, 2016, April 25, 2016, May 2, 2016 (two reports), July 22, 2016, August 12, 2016, August 23, 2016, August 25, 2016, August 31, 2016, September 8, 2016, September 27, 2016, October 3, 2016, October 6, 2016, October 12, 2016, November 1, 2016, November 21, 2016, December 5, 2016, January 3, 2017, January 5, 2017, January 25, 2017, January 27, 2017, January 27, 2017, February 6, 2017, February 13, 2017, February 15, 2017, February 23, 2017, March 9, 2017 and March 23, 2017 (File No. 001-32508) (excluding any information furnished pursuant to Item 2.02 or Item 7.01 of any such Current Report on Form 8-K).

All documents filed by us pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (excluding any information furnished pursuant to Item 2.02 or Item 7.01 on any current report on Form 8-K and any corresponding information furnished under Item 9.01 or included as an exhibit) after the date of the initial registration statement and prior to the effectiveness of the registration statement and after the date of this prospectus and prior to the termination of each offering under this prospectus shall be deemed to be incorporated in this prospectus by reference and to be a part hereof from the date of filing of such documents. Any statement contained herein, or in a document incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

This prospectus incorporates documents by reference that are not delivered with the prospectus. Copies of these documents, other than the exhibits to the documents (unless such exhibits are specifically incorporated by reference in such documents), are available upon written or oral request, at no charge, from us. Requests for such copies should be directed to the Corporate Secretary at Camber Energy, Inc., 450 Gears Road, Suite 860, Houston, Texas 77067, or by telephone at (713) 528-1881

Item 8. Exhibits

Exhibit No.	Description
4.1	Amended and Restated 2014 Stock Incentive Plan (filed as Exhibit 10.7 to the Company’s Report on Form 8-K, filed with the Commission on April 1, 2016, and incorporated herein by reference).
*5.1	<u>Opinion of Woodburn and Wedge with respect to the legality of the securities.</u>
*23.1	<u>Consent of GBH CPAs, PC.</u>
*23.2	<u>Consent of Hein & Associates LLP.</u>

*23.3 Consent of Ralph E. Davis Associates, LLC.

*23.4 Consent of Woodburn and Wedge (included in Exhibit 5.1).

*24.1 Power of Attorney (included on signature page of this registration statement).

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Houston, State of Texas, on the 29th day of March, 2017.

CAMBER ENERGY, INC.

By: /s/ Anthony C. Schnur
Anthony C. Schnur
Chief Executive Officer and President

POWER OF ATTORNEY AND SIGNATURES

We the undersigned officers and directors of Camber Energy, Inc., hereby, severally constitute and appoint Anthony C. Schnur and Paul A. Pinkston, each of them singly, our true and lawful attorneys with full power to them and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all pre-effective and post-effective amendments to said registration statement and any subsequent registration statement for the same offering which may be filed under Rule 462(b) and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Camber Energy, Inc. to comply with the provisions of the Securities Act of 1933, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto or to any subsequent registration statement for the same offering which may be filed under Rule 462(b).

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Anthony C. Schnur</u> Anthony C. Schnur	Chief Executive Officer, President and Director (Principal Executive Officer)	March 29, 2017
<u>/s/ Paul A. Pinkston</u> Paul A. Pinkston	Chief Accounting Officer, Treasurer and Secretary (Principal Financial and Accounting Officer)	March 29, 2017
<u>/s/ Richard N. Azar, II</u> Richard N. Azar, II	Executive Chairman of the Board	March 29, 2017
<u>/s/ J. Fred Hofheinz</u> J. Fred Hofheinz	Director	March 29, 2017
<u>/s/ Alan W. Dreeben</u> Alan W. Dreeben	Director	March 29, 2017
<u>/s/ Robert D. Tips</u> Robert D. Tips	Director	March 29, 2017
<u>/s/ Fred S. Zeidman</u> Fred S. Zeidman	Director	March 29, 2017

EX-5.1

EX-5.1 2 ex5-1.htm OPINION OF WOODBURN AND WEDGE WITH RESPECT TO THE LEGALITY OF THE SECURITIES

[Camber Energy Inc. - S-8](#)**EXHIBIT 5.1**

March 29, 2017

Camber Energy, Inc.
450 Gears Road, Suite 860
Houston, Texas 77067

Re: Registration Statement on Form S-8 of Camber Energy, Inc.

Ladies and Gentlemen:

We have acted as counsel for Camber Energy, Inc., a Nevada corporation (the “Company”), in connection with the Company’s registration under the Securities Act of 1933, as amended (the “Act”), of the offer and sale of an aggregate of up to 905,000 shares of common stock, \$0.001 par value (the “Shares”) of the Company, pursuant to the Company’s registration statement on Form S-8 (the “Registration Statement”) to be filed with the Securities and Exchange Commission (the “Commission”) on March 29, 2017, which Shares may be issued from time to time in accordance with the terms of the Company’s 2014 Stock Incentive Plan, as amended (as so amended, the “Plan”).

In reaching the opinions set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations and other instruments as we deemed necessary or advisable for purposes of this opinion, including (i) the Company’s Articles of Incorporation, as amended to date, (ii) the Company’s Bylaws, as amended, (iii) the Registration Statement, (iv) certain resolutions adopted by the Board of Directors of the Company, (v) the Plan, and (vi) such other certificates, instruments, and documents as we have considered necessary for purposes of this opinion letter. We have also reviewed such matters of law as we considered necessary or appropriate as a basis for the opinion expressed below. As to any facts material to our opinions, we have made no independent investigation or verification of such facts and have relied, to the extent that we deem such reliance proper, upon certificates of public officials and officers or other representatives of the Company.

With your permission, we have made and relied upon the following assumptions, without any independent investigation or inquiry by us, and our opinion expressed below is subject to, and limited and qualified by the effect of, such assumptions: (1) all corporate records furnished to us by the Company are accurate and complete; (2) the Registration Statement to be filed by the Company with the Commission will be identical to the form of the document that we have reviewed; (3) all statements as to factual matters that are contained in the Registration Statement (including the exhibits to the Registration Statement) and the Plan are accurate and complete; (4) the Company will issue the Shares in accordance with the terms of the Registration Statement and the applicable Plan; (5) the Company will at all times remain duly organized, validly existing, and in good standing under the laws of the State of Nevada; (6) the Company will at all times reserve a sufficient number of shares of its unissued common stock as is necessary to provide for the issuance of the Shares; and (7) in connection with each issuance of any Shares, the Company will duly execute and deliver a stock certificate evidencing the Shares or, with respect to any Shares issued on an uncertificated basis, the Company will comply with applicable law regarding the documentation of uncertificated securities.

We have also assumed (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures, (iii) the authority of all persons signing all documents submitted to us on behalf of the parties to such documents, (iv) the authenticity of all documents submitted to us as originals, (v) the conformity to authentic original documents of all documents submitted to us as copies, and (vi) that all information contained in all documents reviewed by us is true, correct and complete.

Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, and having due regard for the legal considerations we deem relevant, we are of the opinion that the Shares have been duly authorized and when (a) the Shares are issued by the Company in accordance with the terms of the Plan and the instruments executed pursuant to the Plan, as applicable, which govern the awards to which any Share relates, and (b) the payment of the consideration for such Shares pursuant to the terms of such Plan have been made, such Shares will be validly issued, fully paid and non-assessable.

This opinion is expressly limited in scope to the Shares enumerated herein which are to be expressly covered by the referenced Registration Statement.

Our opinion expressed above is limited to Chapter 78 of the Nevada Revised Statutes, and we express no opinion with respect to the applicability of any other laws.

This opinion is being delivered and is intended for use solely in regard to the transactions contemplated by the Registration Statement and may not be used, circulated, quoted in whole or in part or otherwise referred to for any purpose without our prior written consent and may not be relied upon by any person or entity other than the Company, its successors and assigns. This opinion is based upon our knowledge of law and facts as of its date. We assume no duty to communicate to you with respect to any matter which comes to our attention hereafter.

Camber Energy, Inc.
March 29, 2017
Page 3

We hereby consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act.

Very truly yours.

WOODBURN AND WEDGE

By: /s/ Shawn G. Pearson
Shawn G. Pearson

EX-23.1

EX-23.1 3 ex23-1.htm CONSENT OF GBH CPAS, PC.

[Camber Energy Inc. - S-8](#)**EXHIBIT 23.1****CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Form S-8 Registration Statement of Camber Energy, Inc. of our report dated July 13, 2016, relating to our audit of the consolidated financial statements of Camber Energy, Inc. (formerly Lucas Energy, Inc.), which appear in the Annual Report on Form 10-K of Camber Energy, Inc. for the year ended March 31, 2016, and our report dated July 19, 2016, related to our audit of the financial statements of revenues and direct operating expenses of the oil and gas properties acquired from Segundo Resources, LLC (the seller representative for various sellers) for the years ended March 31, 2016 and 2015, which appear in the Current Report on Form 8-K/A (Amendment No. 1) of Camber Energy, Inc. filed with the Securities and Exchange Commission on September 27, 2016.



GBH CPAs, PC
www.gbhcpas.com

Houston, Texas
March 29, 2017

EX-23.2

EX-23.2 4 ex23-2.htm CONSENT OF HEIN & ASSOCIATES LLP.

[Camber Energy Inc. - S-8](#)

EXHIBIT 23.2

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Camber Energy, Inc., formerly Lucas Energy, Inc., of our report dated July 14, 2015, relating to the financial statements of Camber Energy, Inc. (which report expresses an unqualified opinion and includes an explanatory paragraph relating to Camber Energy, Inc.'s ability to continue as a going concern), appearing in the Annual Report on Form 10-K of Camber Energy, Inc. for the year ended March 31, 2016.

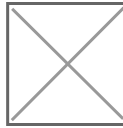
Hein & Associates LLP

Houston, Texas

March 29, 2017

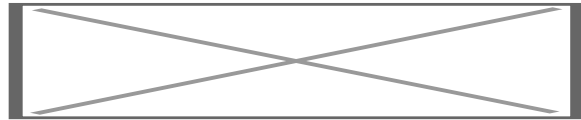
EX-23.3

EX-23.3 5 ex23-3.htm CONSENT OF INDEPENDENT OIL AND GAS CONSULTANTS

[Camber Energy Inc. - S-8](#)**EXHIBIT 23.3****CONSENT OF INDEPENDENT OIL AND GAS CONSULTANTS**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Camber Energy, Inc. (formerly Lucas Energy, Inc.) of our report entitled “Estimated Reserves And Future Net Revenue as Of March 31, 2016 (SEC Case)”, included in or made a part of the Camber Energy Inc. (formerly Lucas Energy, Inc.) Annual Report on Form 10-K for the year ended March 31, 2016 (including the notes to the financial statements included therein).

Ralph E. Davis Associates, LLC



L.B. Branum, P.E.
Senior Vice President
March 29, 2017

