

425 - 2015-04-15

Form: 425

Filing date: 2015-04-15

Accession: 0001580695-15-000119

425

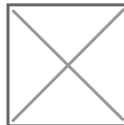
425.1 lucas8ka020415.htm

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

FORM 8-K/A
(Amendment No. 1)

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 4, 2015**



Lucas 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.)

3555 Timmons Lane,
Suite 1550, Houston, Texas
(Address of principal executive offices)

77027
(Zip Code)

Registrant's telephone number, including area code (713) 528-1881

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:

- ý Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ý 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))

EXPLANATORY NOTE

This Amendment No. 1 to Current Report on Form 8-K filed February 9, 2015 (relating to an earliest event which occurred on February 4, 2015), is filed solely to indicate that the filing also constitutes a written communication pursuant to Rule 425 under the Securities Act of 1933, as amended, and soliciting material pursuant to Rule 14a-12 of the Exchange Act of 1934, as amended, and to add additional disclosures required by Rule 425, Rule 14a-12 and other related rules. This Amendment No. 1 is filed pursuant to the provisions of Rule 165(e) under the Securities Act of 1933, as amended.

ITEM 8.01 OTHER EVENTS.

Lucas Energy, Inc. (the “Company”) issued a press release on February 4, 2015, announcing its entry into a letter of intent relating to a planned business combination with Victory Energy Corporation (“Victory” and the “Letter of Intent”). The Letter of Intent sets forth certain non-binding terms and conditions pursuant to which it is planned that Victory will merge with and into the Company. The Letter of Intent also contemplates the parties (i) forming a new jointly owned entity to fund wells to be drilled in April 2015 and (ii) reaching an agreement to fund cash-flow shortfalls. The transactions contemplated by the Letter of Intent are subject to among other things, the parties completing due diligence, the mutual negotiation of definitive documents, regulatory approvals and the registration of the securities to be issued to Victory shareholders in the transaction. A copy of the press release is incorporated by reference herewith as Exhibit 99.1 and is incorporated by reference herein.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

EXHIBIT NO. DESCRIPTION

[99.1**](#) Press Release dated February 4, 2015

** Furnished herewith.

Important Information

In connection with the proposed business combination of Victory Energy Corporation and Lucas Energy, Inc., Victory Energy Corporation and Lucas Energy, Inc. intend to file a registration statement containing a proxy statement/prospectus with the Securities and Exchange Commission. This communication is not a substitute for any proxy statement, registration statement, proxy statement/prospectus or other document Lucas Energy, Inc. and/or Victory Energy Corporation may file with the SEC in connection with the proposed transaction. Prospective investors are urged to read the registration statement and the proxy statement/prospectus, when filed as it will contain important information. Any definitive proxy statement(s) (if and when available) will be mailed to stockholders of Lucas Energy, Inc. and/or Victory Energy Corporation, as applicable. Prospective investors may obtain free copies of the registration statement and the proxy statement/prospectus, when filed, as well as other filings containing information about Lucas Energy, Inc., without charge, at the SEC’s website (www.sec.gov). Copies of Lucas Energy, Inc.’s SEC filings may also be obtained from Lucas Energy, Inc. without charge at Lucas Energy, Inc.’s website (www.lucasenergy.com) or by directing a request to Lucas Energy, Inc. at (713) 528-1881. This document does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

INVESTORS SHOULD READ THE PROSPECTUS/PROXY STATEMENT AND OTHER DOCUMENTS TO BE FILED WITH THE SEC CAREFULLY BEFORE MAKING A DECISION CONCERNING THE MERGER.

Participants in Solicitation

Lucas Energy, Inc. and its directors and executive officers and other members of management and employees are potential participants in the solicitation of proxies in respect of the proposed merger. Information regarding Lucas Energy, Inc.'s directors and executive officers is available in Lucas Energy, Inc.'s Annual Report on Form 10-K for the year ended March 31, 2014 filed with the SEC on June 27, 2014 and Lucas Energy, Inc.'s definitive proxy statement on Schedule 14A, filed with the SEC on February 9, 2015. Additional information regarding the interests of such potential participants will be included in the registration statement and proxy statement/prospectus to be filed with the SEC by Victory Energy Corporation and Lucas Energy, Inc. in connection with the proposed merger and in other relevant documents filed by Lucas Energy, Inc. with the SEC. These documents can be obtained free of charge from the sources indicated above. Additional information regarding the participants in the proxy solicitations and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available.

Forward Looking Statements

Certain statements in this communication regarding the proposed transaction between Lucas Energy, Inc. and Victory Energy Corporation are "forward-looking" statements. The words "anticipate," "believe," "ensure," "expect," "if," "intend," "estimate," "probable," "project," "forecasts," "predict," "outlook," "aim," "will," "could," "should," "would," "potential," "may," "might," "anticipate," "likely" "plan," "positioned," "strategy," and similar expressions, and the negative thereof, are intended to identify forward-looking statements. These forward-looking statements, which are subject to risks, uncertainties and assumptions about Lucas Energy, Inc. and Victory Energy Corporation, may include projections of their respective future financial performance, their respective anticipated growth strategies and anticipated trends in their respective businesses. These statements are only predictions based on current expectations and projections about future events. There are important factors that could cause actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by the forward-looking statements, including the risk factors set forth in Lucas Energy, Inc.'s and Victory Energy Corporation's most recent reports on Form 10-K, Form 10-Q and other documents on file with the SEC and the factors given below:

- failure to obtain the approval of shareholders of Lucas Energy, Inc. or Victory Energy Corporation in connection with the proposed transaction;
- the failure to consummate or delay in consummating the proposed transaction for other reasons;
- the timing to consummate the proposed transaction;
- the risk that a condition to closing of the proposed transaction may not be satisfied;
- the risk that a regulatory approval that may be required for the proposed transaction is delayed, is not obtained, or is obtained subject to conditions that are not anticipated;
- Victory Energy Corporation's or Lucas Energy, Inc.'s ability to achieve the synergies and value creation contemplated by the proposed transaction;
- The ability of either Lucas Energy, Inc. or Victory Energy Corporation to effectively integrate their businesses; and
- the diversion of management time on transaction-related issues.

Lucas Energy, Inc.'s forward-looking statements are based on assumptions that Lucas Energy, Inc. believes to be reasonable but that may not prove to be accurate. Victory Energy Corporation's forward-looking statements are based on assumptions that Victory Energy Corporation believes to be reasonable but that may not prove to be accurate. Neither Lucas Energy, Inc. nor Victory Energy Corporation can guarantee future results, level of activity, performance or achievements. Moreover, neither Lucas Energy, Inc. nor Victory Energy Corporation assumes responsibility for the accuracy and completeness of any of these forward-looking statements. Lucas Energy, Inc. and Victory Energy Corporation assume no obligation to update or revise any forward-looking statements as a result of new information, future events or otherwise, except as may be required by law. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof.

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.

LUCAS ENERGY, INC.

By: /s/ Anthony C. Schnur
Name: Anthony C. Schnur
Title: Chief Executive Officer

Date: April 15, 2015

EXHIBIT INDEX

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
--------------------	--------------------

<u>99.1**</u>	Press Release dated February 4, 2015
-------------------------------	--------------------------------------

** Furnished herewith.

Victory Energy and Lucas Energy Announce Proposed Business Combination

AUSTIN, TX--(Marketwired - February 04, 2015) - Victory Energy Corporation (VYEY) ("Victory"), a rapidly growing Permian Basin focused oil and gas company, and Lucas Energy, Inc. (NYSE MKT: LEI) ("Lucas"), an asset rich Austin Chalk and Eagle Ford focused oil and gas company, announced today that they have executed a Letter of Intent and Term Sheet for a proposed business combination between the two companies. The business combination is contingent on the signing of a definitive merger agreement, which will contain customary terms and conditions. The parties expect that the business combination will involve the issuance of equity by Lucas to Victory's shareholders with no cash payment being made. The parties also expect that upon completion of the business combination, the shareholders of Victory and Victory's partner Navitus Energy Group will own more than a majority of outstanding Lucas shares.

The letter of intent contains a binding exclusivity provision that requires the two companies to work toward a definitive merger agreement to the exclusion of other potential merger partners. Victory and Lucas are also negotiating the terms of a funding agreement that is intended to provide the capital necessary for Lucas to satisfy its obligations for several Eagle Ford wells, critical accounts payable and to provide Lucas with necessary working capital during the period prior to the consummation of the business combination.

The parties expect that as part of the transaction seven of Lucas' high-grade Eagle Ford wells with varying working interests from a portfolio of 130 future drilling locations will be funded and brought into production during the period from February through June of 2015. Based on nearby EOG Resources and Marathon Oil well production volumes in addition to internal economic reservoir calculations, the parties anticipate that the monthly production revenue from these combined wells will exceed \$1.1 million of revenue to the company interest, assuming a price per barrel of oil of \$50, which would bring both companies into a positive cash-flow position and add significant proved producing reserves to the combined 2015 company portfolio.

Victory and Lucas expect that funding of these obligations will come from a variety of sources, including certain affiliates of Victory. These sources anticipate total funding needs of approximately \$12 million during the business combination with additional funding for post-closing debt reduction and expansion to exceed \$8 million.

"The expected combination of the two companies will allow Victory and Lucas shareholders to enjoy the benefits of a much larger NYSE MKT listed company, the synergies of a single management structure and reporting company, which will hold valuable assets in two of the most active and profitable basins in North America, the Permian and the Eagle Ford," said Kenny Hill, Chief Executive Officer of Victory Energy Corporation.

"We are extremely excited by the opportunity to combine with Victory. We believe that the proposed combination will enhance our access to capital, diversify our asset base, strengthen our balance sheet and allow us to scale. We are pleased to have identified a strategic partner that can help us expand our scope of operations and improve our financial condition," said Anthony C. Schnur, Chief Executive Officer of Lucas Energy, Inc.

Kenneth E. Hill, the current Chief Executive Officer and Director of Victory Energy, is expected to serve as the Chief Executive Officer and President of the combined company. Other executive and officer appointments will be determined at a later date.

About Victory Energy Corporation

Victory Energy Corporation (VYEV), is a public held, growth-oriented oil and gas exploration and production company based in Austin, Texas, with additional resources located in Midland, Texas. The company is focused on the acquisition and development of stacked multi-pay resource play opportunities in the Permian Basin that offer predictable outcomes and long-lived reserve characteristics. The company presently utilizes low-risk vertical well development, which offers repeatable and profitable outcomes. Current Company assets include interest in proven formations such as the Spraberry, Wolfcamp, Wolfberry, Mississippian, Cline and Fusselman formations. For additional information on the company, please visit www.vyey.com.

About Lucas Energy, Inc.

Lucas Energy, Inc. (NYSE MKT: LEI) is engaged in the development of crude oil and natural gas in the Austin Chalk and Eagle Ford formations in South Texas. Based in Houston, Lucas Energy's management team is committed to building a platform for growth and the development of its five million barrels of proved Eagle Ford and other oil reserves while continuing its focus on operating efficiencies and cost control.

For more information, please visit the Lucas Energy web site at www.lucasenergy.com.

Cautionary Statement Regarding Forward Looking Statements

This press release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical facts, included in this press release that address activities, events or developments that Victory and Lucas expect, believe or anticipate will or may occur in the future are forward-looking statements. These statements are based on certain assumptions made by the Victory and Lucas based on their management's experience, perception of historical trends and technical analyses, current conditions, anticipated future developments and other factors believed to be appropriate and reasonable by management. When used in this press release, the words "will," "potential," "believe," "estimated," "intend," "expect," "may," "should," "anticipate," "could," "plan," "project," or their negatives, other similar expressions or the statements that include those words, are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. Among these forward-looking statements are any statements regarding the expected timetable for completing the proposed business combination, benefits and synergies of the proposed business transaction, future opportunities of the combined company, and any other statements regarding Victory's or Lucas' beliefs, plans, objectives, financial conditions, assumptions or future events. Such forward-looking statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of Victory or Lucas, which may cause actual results to differ materially from those implied or expressed by the forward-looking statements, including but not limited to, the satisfactory completion of due diligence by the parties, the ability of the parties to negotiate and enter into a definitive merger agreement and, if such an agreement is entered into, the satisfaction of the conditions contained in the definitive merger agreement, any delay or inability to obtain necessary approvals or consents from third parties, the ability of the parties to obtain financing for funding obligations, the inability of Lucas to maintain its listing on the NYSE MKT, the ability of the parties to realize the anticipated benefits from the proposed business transaction, changes to drilling plans and schedules by the operators of prospects, overruns in costs of operations, hazards, delays, and any other difficulties related to drilling for and producing oil or gas, the price of oil, NGLs, and gas, results of marketing and sales of produced oil and gas, estimates made in evaluating reserves, competition, general economic conditions and the ability to manage and continue growth, and other factors described in the Victory and Lucas most recent Annual Report on Form 10-K and any updates to those risk factors set forth in the Victory and Lucas Quarterly Reports on Form 10-Q. Further information on such assumptions, risks and uncertainties is available in Victory's and Lucas' other filings with the Securities and Exchange Commission ("SEC") that are available on the SEC's website at www.sec.gov, and on the Victory's website at www.vyey.com and the Lucas website at www.lucasenergy.com. Any forward-looking statement speaks only as of the date on which such statement is made and neither Victory nor Lucas undertake any obligation to correct or update any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by applicable law.

Important Information

In connection with the proposed business combination of Victory Energy Corporation and Lucas Energy, Inc., Victory Energy Corporation and Lucas Energy, Inc. intend to file a registration statement containing a proxy statement/prospectus with the Securities and Exchange Commission. This communication is not a substitute for any proxy statement, registration statement, proxy statement/prospectus or other document Lucas Energy, Inc. and/or Victory Energy Corporation may file with the SEC in connection with the proposed transaction. Prospective investors are urged to read the registration statement and the proxy statement/prospectus, when filed as it will contain important information. Any definitive proxy statement(s) (if and when available) will be mailed to stockholders of Lucas Energy, Inc. and/or Victory Energy Corporation, as applicable. Prospective investors may obtain free copies of the registration statement and the proxy statement/prospectus, when filed, as well as other filings containing information about Lucas Energy, Inc., without charge, at the SEC's website (www.sec.gov). Copies of Lucas Energy, Inc.'s SEC filings may also be obtained from Lucas Energy, Inc. without charge at Lucas Energy, Inc.'s website (www.lucasenergy.com) or by directing a request to Lucas Energy, Inc. at (713) 528-1881. This document does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

INVESTORS SHOULD READ THE PROSPECTUS/PROXY STATEMENT AND OTHER DOCUMENTS TO BE FILED WITH THE SEC CAREFULLY BEFORE MAKING A DECISION CONCERNING THE MERGER.

Participants in Solicitation

Lucas Energy, Inc. and its directors and executive officers and other members of management and employees are potential participants in the solicitation of proxies in respect of the proposed merger. Information regarding Lucas Energy, Inc.'s directors and executive officers is available in Lucas Energy, Inc.'s Annual Report on Form 10-K for the year ended March 31, 2014 filed with the SEC on June 27, 2014 and Lucas Energy, Inc.'s definitive proxy statement on Schedule 14A, filed with the SEC on February 9, 2015. Additional information regarding the interests of such potential participants will be included in the registration statement and proxy statement/prospectus to be filed with the SEC by Victory Energy Corporation and Lucas Energy, Inc. in connection with the proposed

merger and in other relevant documents filed by Lucas Energy, Inc. with the SEC. These documents can be obtained free of charge from the sources indicated above. Additional information regarding the participants in the proxy solicitations and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available.

Contact:

Victory Investor Relations Contact

Derek Gradwell
SVP Natural Resources
MZ Group North America
Phone: 512-270-6990
Email: dgradwell@mzgroup.us
Web: www.mzgroup.us

Lucas Investor Relations Contact

Carol Coale / Ken Dennard
Dennard -- Lascar Associates, LLC
(713) 529-6600
ccoale@dennardlascar.com