

VICTORY ENERGY CORP
Form 10-K/A
February 24, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-K/A
(Amendment No. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the fiscal year ended December 31, 2012

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the transition period from _____ to _____

Commission file number: 002-76219NY

VICTORY ENERGY CORPORATION
(Exact name of registrant as specified in its charter)

Nevada 87-0564472
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

3355 Bee Caves Road, Suite 608, Austin, Texas 78746
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: 512-347-7300

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: Common Stock, \$0.001 par value (Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the
Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the
Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrant was
required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

| | | | |
|-------------------------|--------------------------|---------------------------|-------------------------------------|
| Large Accelerated Filer | <input type="checkbox"/> | Accelerated Filer | <input type="checkbox"/> |
| Non-Accelerated Filer | <input type="checkbox"/> | Smaller Reporting Company | <input checked="" type="checkbox"/> |

(do not check if Smaller Reporting Company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the voting common equity held by non-affiliates of the registrant, computed by reference to the closing price of such stock on June 29, 2012 was approximately \$23,012,225 based on the closing price of such stock and such date of \$1.05.

The number of shares outstanding of the Registrant's common stock, \$0.001 par value, as of November 12, 2013 was 27,563,619.

Explanatory Note

The purpose of this Amendment No. 1 to Victory Energy Corporation's (the "Company") Annual Report on Form 10-K for the year ended December 31, 2012, filed with the Securities and Exchange Commission on November 12, 2013 (the "Form 10-K"), is solely to file Exhibit 99.1 that was inadvertently omitted from the Form 10-K. Exhibit 99.1 is the reserve report letter prepared by James A. Nicholson as of December 31, 2012 and dated January 31, 2013.

No other changes have been made to the Form 10-K. This Amendment No. 1 to the Form 10-K speaks as of the original filing date of the Form 10-K, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the Form 10-K.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a)(3) Exhibits

Refer to (b) below.

(b) Exhibits

- 3.1 Articles of Incorporation of All Things, Inc., filed on January 7, 1982 incorporated by reference to Exhibit 3.1 of the Company's Annual Report on Form 10-K filed with the SEC on March 29, 2011.
- 3.2 Certificate of Amendment of Articles of Incorporation, filed on January 7, 1982 incorporated by reference to Exhibit 3.2 of the Company's Annual Report on Form 10-K filed with the SEC on March 29, 2011.
- 3.3 Certificate of Amendment of Articles of Incorporation, filed on March 21, 1985 incorporated by reference to Exhibit 3.3 of the Company's Annual Report on Form 10-K filed with the SEC on March 29, 2011.
- 3.4 Certificate of Amendment of Articles of Incorporation, filed on November 1, 1995 incorporated by reference to Exhibit 3.4 of the Company's Annual Report on Form 10-K filed with the SEC on March 29, 2011.
- 3.5 Certificate of Amendment of Articles of Incorporation, filed on April 28, 2003 incorporated by reference to Exhibit 3.5 of the Company's Annual Report on Form 10-K filed with the SEC on March 29, 2011.
- 3.6 Certificate of Amendment of Articles of Incorporation, filed on May 3, 2006 incorporated by reference to Exhibit 3.6 of the Company's Annual Report on Form 10-K filed with the SEC on March 29, 2011.
- 3.7 Certificate of Amendment of Articles of Incorporation, filed on May 10, 2006 incorporated by reference to Exhibit 3.7 of the Company's Annual Report on Form 10-K filed with the SEC on March 29, 2011.
- 3.8 Certificate of Amendment of Articles of Incorporation, filed on August 22, 2006 incorporated by reference to Exhibit 3.8 of the Company's Annual Report on Form 10-K filed with the SEC on March 29, 2011.
- 3.9 Certificate of Amendment of Articles of Incorporation, filed on October 3, 2008 incorporated by reference to Exhibit 3.9 of the Company's Annual Report on Form 10-K filed with the SEC on March 29, 2011.
- 3.10 Certificate of Amendment of Articles of Incorporation, filed on November 18, 2011 as part of Form 14C. Attached to this Form 10K as Exhibit 3.10
- 3.11 Bylaws of Victory Energy Corporation incorporated by reference to Exhibit 3.10 of the Company's Annual Report on Form 10-K filed with the SEC on March 29, 2011.

- 10.1 Unsecured Promissory Notes (Zamber) incorporated by reference to Exhibit 10.1 of the Company's Annual Report on Form 10-K filed with the SEC on March 29, 2011.
- 10.2 Separation Agreement by and between Victory Energy Corporation and Jon Fullenkamp dated May 15, 2009 incorporated by reference to Exhibit 10.3 of the Company's Annual Report on Form 10-K filed with the SEC on March 29, 2011.
- 10.3 The Victory Energy Corporation/James Capital Energy, LLC, Joint Venture Partnership Agreement by and between Victory Energy Corporation, James Capital Energy, LLC and James Capital Consulting dated December 31, 2009 incorporated by reference to Exhibit 10.2 of the Company's Annual Report on Form 10-K filed with the SEC on March 29, 2011.
- 10.4 Settlement Agreement and Mutual General Release by and between Jon Fullenkamp and Xploration, on the one hand; and Victory Energy Corporation, James Capital Energy, LLC, James Capital Consulting, LLC, James Capital, LLC, Aurora Energy Partners, Zamber Energy Investments, LLC, International Vision Quest, Miranda & Associates, Ronald Zamber, Robert Miranda, Richard May, and Tom Konz, on the other hand, incorporated by reference to Exhibit 10.5 of the Company's Annual Report on Form 10-K filed with the SEC on March 29, 2011.
- 10.5 Consulting Services Agreement by and between Victory Energy Corporation and Miranda & Associates, A Professional Accountancy Corporation dated November 16, 2008 incorporated by reference to Exhibit 10.6 of the Company's Annual Report on Form 10-K filed with the SEC on March 29, 2011.
- 10.6 Consulting Services Agreement by and between the Victory Energy Corporation and Miranda & Associates, A Professional Accountancy Corporation, dated August 1, 2009 incorporated by reference to Exhibit 10.7 of the Company's Annual Report on Form 10-K filed with the SEC on March 29, 2011.
- 10.7 First Amendment to The Victory Energy Corporation/James Capital Energy, LLC, Joint Venture Partnership Agreement, changing the name of the Partnership to "Aurora Energy Partners, A Texas General Partnership", dated March 31, 2011
- 10.8 Option Agreement by and among Victory Energy Corporation, Santiago Resources, LP, 1519 Partners, LP, Via Fortuna Minerals, LLC, Wesley G. Ritchie, and Barrier Island Minerals, LLC dated December 20, 2010 incorporated by reference to Exhibit 99.1 of the Company's Form 8-K filed with the SEC on January 4, 2011.
- 10.9 Second Amendment to The Victory Energy Corporation/James Capital Energy, LLC, Joint Venture Partnership Agreement, In which the Company agreed with The Navitus Energy Group ("Navitus"), James Capital Consulting, LLC ("JCC"), and James Capital Energy, LLC ("JCE") to amend certain terms of the Aurora Energy Partners partnership ("Aurora") and to substitute Navitus, a Texas general partnership composed of JCC, JCE, Rodinia Partners, LLC, and Navitus Partners, LLC, as partner for JCC and JCE in Aurora. The effective date of the Second Amended Partnership Agreement is October 1, 2011. In addition, the Second Amendment effectively increases the Company's interest in the profits and losses of Aurora from 15% to 50%. The Second Amendment is incorporated by reference to Exhibit 99.1 of the Company's Form 8-K filed with the SEC on December 9, 2011.
- 31.1 Rule 13a-14(a)/15d-14(a) Certification of Kenneth Hill
- 31.2 Rule 13a-14(a)/15d-14(a) Certification of Kenneth Hill

32 Section 1350 Certification of Kenneth Hill

99.1 Oil and Gas Reserves Report prepared by J.A. Nicholson dated January 31, 2013

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SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

VICTORY ENERGY CORPORATION

Date: February 21, 2014

By: /s/ Kenneth Hill
Kenneth Hill
Chief Executive Officer and
Director

In accordance with the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: February 21, 2014

By: /s/ Ronald W. Zamber
Ronald W. Zamber
Director

Date: February 21, 2014

By: /s/ Robert Miranda
Robert Miranda
Chairman and Director

Date: February 21, 2014

By: /s/ Robert Grenley
Robert Grenley
Director

Date: February 21, 2014

By: /s/ David B. McCall
David B. McCall
General Counsel and Director