

Edgar Filing: TORCHLIGHT ENERGY RESOURCES INC - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Warrants	\$ 1.4	01/30/2017		D		521,739		06/19/2015	06/09/2020	Common Stock	521,739
Warrants	\$ 1	01/30/2017		D		1,500,000		04/04/2016	04/04/2021	Common Stock	1,500,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCabe Greg 500 WEST TEXAS AVE, SUITE 890 MIDLAND, TX 79701	X	X		

Signatures

/s/ Greg
McCabe

04/12/2017

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Securities were issued to the reporting person as consideration for the cancellation of the reporting person's membership interests in Line
- (1) Drive Energy, LLC as a result of a merger of Torchlight Acquisition Corporation, a wholly owned subsidiary of the issuer, with and into Line Drive Energy, LLC.
 - (2) Securities owned of record by G Mc Exploration, LLC, in which the reporting person owns 50% of the outstanding membership interests. Reporting person received 3,301,739 shares of Common Stock as consideration for the cancellation of his membership interests in Line
 - (3) Drive Energy, LLC and the accompanying disposition of his indirect beneficial ownership of the warrants held by Line Drive Energy, LLC pursuant to the merger described in (1) above.
 - (4) The reporting person assigned these warrants to Line Drive Energy, LLC prior to the transaction described in in (1) above; at the time of assignment, the reporting person was the sole owner of Line Drive Energy, LLC.
 - (5) Wolfbone Investments, LLC arranged for the cancellation of the warrants as part of the consideration paid for the purchase of certain oil and gas interests by Torchlight Energy, Inc., a wholly owned subsidiary of the issuer; the reporting person is the sole owner of both Wolfbone Investments, LLC and McCabe Petroleum Corporation.

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(6) Securities owned of record by McCabe Petroleum Corporation, of which the reporting person is the sole owner.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.