Edgar Filing: TORCHLIGHT ENERGY RESOURCES INC - Form 4

TORCHLIG Form 4 April 12, 20	HT ENERGY R	ESOURC	ES INC								
									OMB APPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. SECURITIES SECURITIES						Expires: Estimated a burden hou response					
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> McCabe Greg			8					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 500 WEST TEXAS AVE, SUITE 890			3. Date of Earliest Transaction (Month/Dav/Year)					X_ DirectorX_ 10% Owner Officer (give titleOther (specify below) below)			
(Street) 4. If Amo Filed(Mo			onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
MIDLAND	o, TX 79701						1	Person		porting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative Sec	urities	Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if		4. Securities onor Disposed of (Instr. 3, 4 and Amount	of (D) d 5) (A) or	ed (A) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	01/30/2017			А	3,301,739	A	<u>(1)</u>	10,264,335	D		
Common Stock								797,099	Ι	See Footnote (2)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 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. Transactio Code (Instr. 8)	DiDeriv Secur Acqu Dispo		6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securitie
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Warrants	\$ 1.4	01/30/2017		D		521,739	06/19/2015	06/09/2020	Common Stock	521
Warrants	\$ 1	01/30/2017		D		1,500,000	04/04/2016	04/04/2021	Common Stock	1,50

Reporting Owners

Reporting Owner Name / Address	Relationships					
FB	Director	10% Owner	Officer	Othe		
McCabe Greg 500 WEST TEXAS AVE, SUITE 890 MIDLAND, TX 79701	Х	Х				
Signatures						
/s/ Greg 04/12/2017						

McCabe	04/12/2017
<u>**</u> 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.

Wolfbone Investments, LLC arranged for the cancellation of the warrants as part of the consideration paid for the purchase of certain oil(5) 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.