

TORCHLIGHT ENERGY RESOURCES INC

Form 8-K

February 08, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

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, 2019

Torchlight Energy Resources, Inc.

(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|-----------------------------------|
| Nevada | 001-36247 | 74-3237581 |
| (State or other jurisdiction of incorporation or organization) | (Commission File Number) | (IRS Employer Identification No.) |

5700 W. Plano Parkway, Suite 3600
Plano, Texas 75093
(Address of principal executive offices)

Telephone – (214) 432-8002

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:

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

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 4, 2019, Robert David Newton informed us that he is retiring from the Board of Directors for personal reasons, effective immediately. Mr. Newton has confirmed that his decision was not due to a disagreement with us on any matter relating to our operations, policies or practices.

On February 7, 2019, the Board of Directors appointed Robert Lance Cook to fill the vacant seat on the Board created by Mr. Newton's retirement. Additionally, the Board named Mr. Cook to the Nominating Committee, Compensation Committee and Audit Committee of the Board.

Transactions with related persons, promoters and certain control persons

In December 2018, we paid WellsX Corp. a total of \$173,000 for performing hydraulic fracturing services on a well at our Orogrande Project in Hudspeth County, Texas. Mr. Cook holds a 19% beneficial ownership in WellsX Corp. and is its Vice President of Production Operations.

SIGNATURES

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.

Torchlight Energy Resources, Inc.

Date: February 7, 2019 By: /s/ John Brda
John Brda
President and Chief Executive Officer