

BIGGERS MARK WENDELL
 Form 4
 February 09, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BIGGERS MARK WENDELL

2. Issuer Name and Ticker or Trading Symbol
**VICTORY ENERGY CORP
 [VYEYD]**

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
CHIEF FINANCIAL OFFICER

(Last) (First) (Middle)
C/O VICTORY ENERGY CORPORATION, 20341 IRVINE AVENUE, SUITE D6
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/13/2012

NEWPORT BEACH, CA 92660
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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

SEC 1474 (9-02)

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

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| 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| 10% Senior Secured Convertible Debenture | \$ 0.25 | 01/13/2012 | | P | 40,000 | | 01/13/2012 | <u>(1)</u> | Common Stock | 40,000 |
| 10% Senior Secured Convertible Debenture | \$ 0.25 | 01/13/2012 | | P | 40,000 | | 01/13/2012 | <u>(1)</u> | Common Stock | 40,000 |
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| 10% Senior Secured Convertible Debenture | \$ 0.25 | 01/13/2012 | | P | 40,000 | | 01/13/2012 | <u>(1)</u> | Common Stock | 40,000 |
| 10% Senior Secured Convertible Debenture | \$ 0.25 | 01/13/2012 | | P | 40,000 | | 01/13/2012 | <u>(1)</u> | Common Stock | 40,000 |
| 10% Senior Secured Convertible Debenture | \$ 0.25 | 01/13/2012 | | P | 20,000 | | 01/13/2012 | <u>(1)</u> | Common Stock | 20,000 |
| Warrants | \$ 0.25 | 01/13/2012 | | P | 200 | | 01/13/2012 | 01/12/2017 | Common Stock | 200 |
| Warrants | \$ 0.25 | 01/13/2012 | | P | 200 | | 01/13/2012 | 01/12/2017 | Common Stock | 200 |
| Warrants | \$ 0.25 | 01/13/2012 | | P | 200 | | 01/13/2012 | 01/12/2017 | Common Stock | 200 |
| Warrants | \$ 0.25 | 01/13/2012 | | P | 200 | | 01/13/2012 | 01/12/2017 | Common Stock | 200 |

| | | | | | | | | Common Stock | |
|----------|---------|------------|---|-----|------------|------------|--|-----------------|-----|
| Warrants | \$ 0.25 | 01/13/2012 | P | 200 | 01/13/2012 | 01/12/2017 | | Common Stock | 200 |
| Warrants | \$ 0.25 | 01/13/2012 | P | 200 | 01/13/2012 | 01/12/2017 | | Common Stock | 200 |
| Warrants | \$ 0.25 | 01/13/2012 | P | 100 | 01/13/2012 | 01/12/2017 | | Common Stock | 100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BIGGERS MARK WENDELL C/O VICTORY ENERGY CORPORATION 20341 IRVINE AVENUE, SUITE D6 NEWPORT BEACH, CA 92660 | | | CHIEF FINANCIAL OFFICER | |

Signatures

/s/ Mark Biggers 02/09/2012

__Signature of Date
Reporting Person

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).

(1) The Debenture is convertible at any time, at the holder's election, until the Debenture is no longer outstanding. The maturity date of the Debentures is September 30, 2013, but may be extended at the sole discretion of the Issuer to December 31 2013.

(2) On January 13, 2012, the reporting person participated in the Issuer's private placement of 450 Units to certain qualified investors. Each Unit is comprised of (i) a \$10,000 principal amount 10% Senior Secured Convertible Debenture, and (ii) a five-year warrant to purchase 200 shares of common stock. The Units are being offered at a purchase price of \$10,000 per Unit. The reporting person purchased six and on-half (6 1/2) Units for a total purchase price of \$65,000.

(3) Warrants issued as part of the Units.

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.