

ZAMBER RONALD
Form 4
April 17, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
ZAMBER RONALD

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/13/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

PO BOX 10159

(Street)

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

FAIRBANKS, AK 99710

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	04/13/2018		J ⁽¹⁾	1,880,267 A <u>(D)</u>	2,519,025	I	See footnote ⁽²⁾
Common Stock					4,382,872	I	See footnote ⁽³⁾
Common Stock					2,787	I	See footnote ⁽⁴⁾
Common Stock					64,951	I	See footnote

(5)

Common Stock 286,561 D

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. 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 Underlying Securities (Instr. 3 and 4)	Amount	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Number of Shares
Warrants	\$ 0.75	04/13/2018		J ⁽¹⁾	1,880,267	04/13/2018 04/13/2023	Common Stock	1,880,267	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZAMBER RONALD PO BOX 10159 FAIRBANKS, AK 99710	X	X		

Signatures

/s/ Ronald Zamber, ****Signature of Reporting Person** 04/17/2018
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).

(1) Pursuant to a settlement agreement, dated April 10, 2018, between the Issuer and Visionary Private Equity Group I, LP ("VPEG"), and in consideration and full satisfaction of outstanding indebtedness in the amount of \$1,410,200 owed by the Issuer to VPEG under certain loan documents, the Issuer agreed to issue to VPEG 1,880,267 shares of common stock and a warrants to purchase 1,880,267 shares of common stock at an exercise price of \$0.75 per share; provided that if the actual price per share in a proposed \$5 million private placement of the Issuer's common stock is less than \$0.75, the number of shares will be adjusted upward proportionately, and the exercise price of the warrants will be reduced, accordingly.

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The securities reported herein are held directly by VPEG. The Reporting Person is the Senior Managing Director of Visionary PE GP I, LLC, is the General Partner of VPEG, and has voting and investment power over the securities held by it. The Reporting Person disclaims

(2) beneficial ownership of these securities except to the extent of his pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

The securities reported herein are held directly by Navitus Energy Group. The Reporting Person is the Managing Member of James Capital Consulting, LLC, the Managing Partner of Navitus Energy Group, and has voting and investment power over the securities held

(3) by it. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

The securities reported herein are held directly by James Capital Consulting, LLC. The Reporting Person is the Managing Member of James Capital Consulting, LLC, and has voting and investment power over the securities held by it. The Reporting Person disclaims

(4) beneficial ownership of these securities except to the extent of his pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

The securities reported herein are held directly by Visionary Investments, LLC. The Reporting Person is the Sole Member of Visionary Investments, LLC, and has voting and investment power over the securities held by it. The Reporting Person disclaims beneficial

(5) ownership of these securities except to the extent of his pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

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

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