

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): **October 22, 2020**

Ring Energy, Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation)

001-36057

(Commission File Number)

90-0406406

(I.R.S. Employer Identification No.)

901 West Wall St. 3rd Floor

Midland, TX

79701

(Address of principal executive offices) (Zip Code)

(432) 682-7464

(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- 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.

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001 par value	REI	NYSE American

Item 1.01 Entry into a Material Definitive Agreement.

On October 22, 2020, Ring Energy, Inc. (the “Company”) entered into a Securities Purchase Agreement (the “Securities Purchase Agreement”) with institutional investors, pursuant to which the Company agreed, among other things, to offer, issue and sell an aggregate of (i) 12,000,000 shares of the Company’s common stock, par value \$0.001 per share (“Common Stock”), (ii) pre-funded warrants to purchase up to 9,052,630 shares of Common Stock, and (iii) common warrants to purchase up to 21,052,630 shares of Common Stock to the investors in a registered direct offering, for an aggregate purchase price of \$18 million.

Effective October 26, 2020, the Company and the investors cancelled the Securities Purchase Agreement and the registered direct offering contemplated thereby.

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

On October 22, 2020, the Company appointed Mr. Thomas L. Mitchell to the Company’s board of directors (the “Board”). The Board has determined that Mr. Mitchell is an “independent director” as such term is defined under the NYSE American Company Guide. Mr. Mitchell has not been appointed to serve on any Board committee.

Mr. Mitchell is a strategic finance leader with a record of driving growth in energy business models as the Chief Financial Officer of both large and small companies in the oil and gas industry. He has had a career of strong Fortune 500 experience with exploration and production companies and broad energy exposure with offshore drilling and midstream gathering and marketing companies. In his last position as Executive Vice President and Chief Financial Officer of Devon Energy Corporation (“Devon”), Mr. Mitchell led the finance and business development organizations, and also helped Devon successfully strengthen its asset quality through strategic acquisitions. Following his formal education, Mr. Mitchell began his career in public accounting with Arthur Andersen & Co., where he practiced as a certified public accountant. He entered the oil and gas industry in 1989 at Apache Corporation where he spent eighteen years in various finance and commercial roles, the last being Vice President and Controller.

Mr. Mitchell was not appointed to the Board pursuant to any arrangement or understanding with any other person, and there are no current or proposed transactions between the Company and Mr. Mitchell or his immediate family members which would require disclosure under Item 404(a) of Regulation S-K promulgated by the Securities and Exchange Commission.

Item 7.01 Regulation FD Disclosure.

On October 22, 2020, the Company issued a press release titled “Ring Energy, Inc. Announces \$18 Million Registered Direct Offering Priced At-the-Market.” A copy of the press release is attached hereto as Exhibit 99.1.

On October 23, 2020, the Company issued a press release titled “Ring Energy, Inc. Announces Appointment of Mr. Thomas Mitchell to the Board of Directors.” A copy of the press release is attached hereto as Exhibit 99.2.

On October 26, 2020, the Company issued a press release titled “Ring Energy, Inc. Announces Cancellation of Registered Direct Offering.” A copy of the press release is attached hereto as Exhibit 99.3.

The information in Item 7.01 of this Current Report on Form 8-K, including the attached Exhibits 99.1, 99.2, and 99.3, is being furnished pursuant to Item 7.01 and shall not be deemed to be “filed” for any purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of such Section, and shall not be deemed to be incorporated by reference into any of the Company’s filings under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

**Exhibit
No.**

Title of Document

[99.1 Press Release, dated October 22, 2020.](#)

[99.2 Press Release, dated October 23, 2020.](#)

[99.3 Press Release, dated October 26, 2020.](#)

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.

Ring Energy, Inc.

Date: October 28, 2020

By: /s/ William R. Broaddrick
William R. Broaddrick
Chief Financial Officer

RING ENERGY, INC. ANNOUNCES \$18 MILLION REGISTERED DIRECT OFFERING PRICED AT-THE-MARKET

MIDLAND, Texas, October 22, 2020 -- Ring Energy, Inc. (NYSE: REI) ("Ring Energy" or the "Company"), today announced it has entered into a definitive agreement with institutional investors for the purchase and sale of \$18 Million of (i) 12,000,000 Common Shares, (ii) 9,052,630 Pre-Funded Warrants and (iii) 21,052,630 Common Warrants at an effective combined purchase price of \$0.855 per unit in a registered direct offering priced at-the-market. The Common Warrants will have an exercise price of \$0.855 per share, are exercisable immediately and have a term of five years. The closing of the offering is expected to occur on or about October 26, 2020, subject to the satisfaction of customary closing conditions.

A.G.P./Alliance Global Partners is acting as sole placement agent for the offering.

This offering is being made pursuant to an effective shelf registration statement on Form S-3 (File No. 333-237988) previously filed with the U.S. Securities and Exchange Commission (the "SEC"). A prospectus supplement describing the terms of the proposed offering will be filed with the SEC and will be available on the SEC's website located at <http://www.sec.gov>. Electronic copies of the prospectus supplement may be obtained, when available, from A.G.P./Alliance Global Partners, 590 Madison Avenue, 28th Floor, New York, NY 10022, or by telephone at (212) 624-2060, or by email at prospectus@allianceg.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Ring Energy, Inc.

Ring Energy, Inc. is an oil and gas exploration, development and production company with current operations in Texas.

www.ringenergy.com

Safe Harbor Statement

This release contains forward-looking statements within the meaning of the "safe-harbor" provisions of the Private Securities Litigation Reform Act of 1995 that involve a wide variety of risks and uncertainties, including, without limitations, statements with respect to the Company's strategy and prospects. Such statements are subject to certain risks and uncertainties which are disclosed in the Company's reports filed with the SEC, including its Form 10-K for the fiscal year ended December 31, 2019, its Form 10-Q for the quarter ended June 30, 2020, and its other filings with the SEC. Readers and investors are cautioned that the Company's actual results may differ materially from those described in the forward-looking statements due to a number of factors, including, but not limited to, the Company's ability to acquire productive oil and/or gas properties or to successfully drill and complete oil and/or gas wells on such properties, general economic conditions both domestically and abroad, the conduct of business by the Company, and other factors that may be more fully described in additional documents set forth by the Company.

Contacts

K M Financial, Inc.
Bill Parsons, 702-489-4447

FOR IMMEDIATE RELEASE

October 23, 2020

NYSE American – REI

**RING ENERGY, INC. ANNOUNCES THE APPOINTMENT OF
MR. THOMAS MITCHELL TO THE BOARD OF DIRECTORS**

Midland, TX. October 23, 2019 – Ring Energy, Inc. (NYSE American: REI) (“Company”) (“Ring”) announced today the appointment of Mr. Thomas L. Mitchell to the Company’s Board of Directors. Mr. Mitchell will be joining as an independent Director.

Mr. Mitchell is a strategic finance leader with a record of driving growth in energy business models as the Chief Financial Officer of both large and small companies in the Oil and Gas Industry. He has had a career of strong Fortune 500 experience with exploration and production companies, and broad energy exposure with offshore drilling and midstream gathering and marketing companies. In his last position as Executive Vice President and Chief Financial Officer of Devon Energy Corporation, Mr. Mitchell led the finance and business development organizations, and also helped the company successfully strengthen its asset quality through strategic acquisitions. Following his formal education, Mr. Mitchell began his career in public accounting with Arthur Andersen & Co., where he practiced as a CPA – then, in 1989, he entered the oil and gas industry at Apache Corporation where he spent eighteen years in various finance and commercial roles, the last being Vice President and Controller.

Mr. Paul McKinney, Chief Executive Officer and Chairman of the Board, commented, “We are very pleased and honored that Tom Mitchell has accepted our invitation to join our Board. We know that Tom, with his financial background and broad experience in the oil and gas industry, will be a tremendous asset to Ring and will prove invaluable as we move forward with the future growth and successful development of the Company.”

About Ring Energy, Inc.

Ring Energy, Inc. is an oil and gas exploration, development and production company with current operations in Texas and New Mexico.

www.ringenergy.com

Safe Harbor Statement

This release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements involve a wide variety of risks and uncertainties, and include, without limitations, statements with respect to the Company’s strategy and prospects. Such statements are subject to certain risks and uncertainties which are disclosed in the Company’s reports filed with the SEC, including its Form 10-K for the fiscal year ended December 31, 2019, its Form 10Q for the quarter ended June 30, 2020 and its other filings with the SEC. Readers and investors are cautioned that the Company’s actual results may differ materially from those described in the forward-looking statements due to a number of factors, including, but not limited to, the Company’s ability to acquire productive oil and/or gas properties or to successfully drill and complete oil and/or gas wells on such properties, general economic conditions both domestically and abroad, and the conduct of business by the Company, and other factors that may be more fully described in additional documents set forth by the Company.

For further information contact:

Bill Parsons
K M Financial, Inc.
(702) 489-4447

FOR IMMEDIATE RELEASE

October 26, 2020

NYSE American - REI

RING ENERGY, INC. ANNOUNCES CANCELLATION OF REGISTERED DIRECT OFFERING

Midland, TX. October 26, 2020 - Ring Energy, Inc. (NYSE: REI) (the “Company”), today announced it has cancelled the registered direct offering of the Company’s securities announced last Thursday. The previously announced offering—which was subject to required regulatory approvals which have not yet been received—was for the purchase and sale to institutional investors of \$18 million of shares of the Company’s common stock, pre-funded warrants and common warrants.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Ring Energy, Inc.

Ring Energy, Inc. is an oil and gas exploration, development and production company with current operations in Texas.

www.ringenergy.com

Safe Harbor Statement

This release contains forward-looking statements within the meaning of the “safe-harbor” provisions of the Private Securities Litigation Reform Act of 1995 that involve a wide variety of risks and uncertainties, including, without limitations, statements with respect to the Company’s strategy and prospects. Such statements are subject to certain risks and uncertainties which are disclosed in the Company’s reports filed with the SEC, including its Form 10-K for the fiscal year ended December 31, 2019, its Form 10-Q for the quarter ended June 30, 2020, and its other filings with the SEC. Readers and investors are cautioned that the Company’s actual results may differ materially from those described in the forward-looking statements due to a number of factors, including, but not limited to, the Company’s ability to acquire productive oil and/or gas properties or to successfully drill and complete oil and/or gas wells on such properties, general economic conditions both domestically and abroad, the conduct of business by the Company, and other factors that may be more fully described in additional documents set forth by the Company.

Contacts

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