

McCabe Greg
Form 4
December 06, 2017

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
McCabe Greg

2. Issuer Name **and** Ticker or Trading
Symbol
TORCHLIGHT ENERGY
RESOURCES INC [TRCH]

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/Day/Year)
12/01/2017

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

(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

MIDLAND, TX 79701

(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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | | | | | | D | 10,264,335 |
| Common Stock | 12/01/2017 | | J ⁽¹⁾ | | 2,500,000 | A | 11 3,297,099 |

See
footnote
(2)

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
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SEC 1474
(9-02)

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| McCabe Greg 500 WEST TEXAS AVE. SUITE 890 MIDLAND, TX 79701 | X | X | | |

Signatures

/s/ Greg
McCabe 12/06/2017

__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).

- (1) On December 1, 2017, Torchlight Energy Resources, Inc. (the "Issuer") issued 2,500,000 shares of common stock, par value \$0.001 per share (the "Common Stock"), to McCabe Petroleum Corporation, a Texas corporation wholly-owned by Greg McCabe ("MPC"), in connection with the closing of the merger contemplated by the Agreement and Plan of Reorganization, dated as of November 14, 2017, by and among Warwink Properties, LLC, a Texas limited liability company and wholly-owned subsidiary of MPC ("Warwink"), MPC, the Issuer and Torchlight Wolfbone Properties, Inc., a Texas corporation and wholly-owned subsidiary of the Issuer ("Merger Sub"). Upon the closing, Merger Sub merged with and into Warwink, with Warwink as the surviving organization and a wholly-owned subsidiary of the Issuer and MPC's membership interests in Warwink were converted into the right to receive 2,500,000 shares of Common Stock.
- (2) 2,500,000 shares of Common Stock are owned of record by MPC, the capital stock of which is wholly-owned by Greg McCabe. An additional 797,099 shares of Common Stock are owned of record by G Mc Exploration, LLC, in which Greg McCabe owns 50% of the outstanding membership interests.

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.