

EMPIRE PETROLEUM CORP
Form SC 13D
September 18, 2018

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934

EMPIRE PETROLEUM CORPORATION

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

030910 20 2

(CUSIP Number)

Michael Morrisett
Empire Petroleum Corporation
2651 E 21st Street, Suite 310
Tulsa, OK 74114
(539-444-8002)

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communication)

August 29, 2018

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provision of the Act (however, see the Notes.)

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NAMES OF REPORTING PERSONS

1

Puckett Land Company

CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP (b)

2

SEC USE ONLY

3

SOURCE OF FUNDS (SEE
INSTRUCTIONS)

4

WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Colorado

SOLE VOTING POWER

7

6,042,382

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

0

SOLE DISPOSITIVE POWER

9

6,042,382

SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT

11

BENEFICIALLY OWNED BY EACH
REPORTING PERSON

6,042,382

12

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

33.16%

14

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

CO

ITEM 1. SECURITY AND ISSUER

The securities to which this Schedule 13D relate are shares of common stock, par value \$.001 per share ("Common Stock"), of Empire Petroleum Corporation (the "Company").

The address of the Company's principal executive office is 2651 E. 21st Street, Suite 310, Tulsa, OK 74114.

ITEM 2. IDENTITY AND BACKGROUND

Puckett Land Company is a Colorado corporation.

Puckett Land Company is in the oil and gas exploration and production business.

The address of Puckett Land Company's principal office is 5460 S. Quebec St, Suite 250, Greenwood Village, CO 80111.

Puckett Land Company has not, during the last five years, been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).

Puckett Land Company has not, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such a proceeding, been subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

On August 29, 2018, Puckett Land Company purchased 3,021,191 shares of the Company's Common Stock and warrants to purchase 3,021,191 shares of Common Stock at an exercise price per share of \$0.15 until December 31, 2020 (the "Warrants"), for an aggregate purchase price of \$302,119 using working capital of Puckett Land Company.

ITEM 4. PURPOSE OF TRANSACTION

Puckett Land Company received and currently holds the shares of the Company's Common Stock and Warrants, as described herein, for investment purposes.

Other than as described below, Puckett Land Company does not have any plans or proposals that relate to or would result in any of the actions specified in clauses (a) through (j) of Item 4 to Schedule 13D.

Puckett Land Company has entered into a commitment to purchase an additional 1,978,809 shares of Common Stock and warrants to purchase an additional 1,978,809 shares of Common Stock for an aggregate purchase of \$197,881 under certain circumstances in connection with the Company's acquisition of certain additional identified oil and gas properties (the "Commitment").

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Puckett Land Company is the beneficial owner of 6,042,382 shares of Common Stock (including 3,021,191 shares (a) of Common Stock it has the right to acquire in connection with the Warrants it owns), or 33.16% of the total issued and outstanding shares of Common Stock.

(b) The responses of Puckett Land Company to Items 7-11 of the cover page of this Schedule 13D are incorporated herein by reference.

(c) The responses to Item 3 of this Schedule 13D are incorporated herein by reference.

(d) Not applicable.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Not applicable, other than with respect to the Commitment described in Item 4 above.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Not applicable.

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

PUCKETT LAND COMPANY

September 17, 2018
Date

/s/ Eric R. Stearns
Signature

Eric R. Stearns, President
Name / Title