

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

**FORM 10-Q**

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended: **September 30, 2016**

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number: **001-36057**

**RING ENERGY, INC.**

*(Exact Name of registrant as specified in its charter)*

**Nevada**

*(State or other jurisdiction of incorporation or organization)*

**90-0406406**

*(IRS Employer Identification No.)*

**901 West Wall St. 3<sup>rd</sup> Floor  
Midland, TX**

*(Address of principal executive offices)*

**79702**

*(Zip Code)*

**(432) 682-7464**

*(Registrant's telephone number, including area code)*

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12-b-2 of the Exchange Act).

Yes  No

The registrant has one class of common stock of which 41,917,061 shares were outstanding at November 8, 2016.

## INDEX

### Ring Energy, Inc.

For the Quarter Ended September 30, 2016

PART I – FINANCIAL INFORMATION.....	4
Item 1. Financial Statements. ....	4
Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.....	15
Item 3. Quantitative and Qualitative Disclosures About Market Risk .....	20
Item 4. Controls and Procedures .....	21
PART II – OTHER INFORMATION.....	22
Item 2. Recent Sales of Unregistered Securities; Use of Proceeds from Registered Securities .....	22
Item 6. Exhibits .....	23
SIGNATURES .....	24

### ***Forward-Looking Statements***

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27H of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The statements contained in this report that are not historical facts are forward-looking statements that represent management's beliefs and assumptions based on currently available information. Forward-looking statements include information concerning our possible or assumed future results of operations, business strategies, need for financing, competitive position, and potential growth opportunities. Our forward-looking statements do not consider the effects of future legislation or regulations. Forward-looking statements include all statements that are not historical facts and can be identified by the use of forward-looking terminology such as the words "believes," "intends," "may," "should," "anticipates," "expects," "could," "plans," "estimates," "projects," "targets," or comparable terminology or by discussions of strategy or trends. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we cannot give any assurances that these expectations will prove to be correct. Such statements by their nature involve risks and uncertainties that could significantly affect expected results, and actual future results could differ materially from those described in such forward-looking statements.

Among the factors that could cause actual future results to differ materially are the risks and uncertainties discussed in this report and in our annual report on Form 10-K for the year ended December 31, 2015. While it is not possible to identify all factors, we continue to face many risks and uncertainties including, but not limited to:

- declines or volatility in the prices we receive for our oil and natural gas;
- our ability to raise additional capital to fund future capital expenditures;
- our ability to generate sufficient cash flow from operations, borrowings or other sources to enable us to fully develop and produce our oil and natural gas properties;
- general economic conditions, whether internationally, nationally or in the regional and local market areas in which we do business;
- risks associated with drilling, including completion risks, cost overruns and the drilling of non-economic wells or dry holes;
- uncertainties associated with estimates of proved oil and natural gas reserves;
- the presence or recoverability of estimated oil and natural gas reserves and the actual future production rates and associated costs;
- risks and liabilities associated with acquired companies and properties;
- risks related to integration of acquired companies and properties;
- potential defects in title to our properties;
- cost and availability of drilling rigs, equipment, supplies, personnel and oilfield services;
- geological concentration of our reserves;
- environmental or other governmental regulations, including legislation of hydraulic fracture stimulation;
- our ability to secure firm transportation for oil and natural gas we produce and to sell the oil and natural gas at market prices;
- exploration and development risks;

- management’s ability to execute our plans to meet our goals;
- our ability to retain key members of our management team;
- weather conditions;
- actions or inactions of third-party operators of our properties;
- costs and liabilities associated with environmental, health and safety laws;
- our ability to find and retain highly skilled personnel;
- operating hazards attendant to the oil and natural gas business;
- competition in the oil and natural gas industry; and
- the other factors discussed under “Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

Should our underlying assumptions prove incorrect or the consequences of the aforementioned risks worsen, actual results could differ materially from those expected.

Forward-looking statements speak only as to the date hereof. All such forward-looking statements and any subsequent written or oral forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the statements contained herein or referred to in this section and any other cautionary statements that may accompany such forward-looking statements. Except as otherwise required by applicable law, we disclaim any intention or obligation to update publicly or revise such statements whether as a result of new information, future events or otherwise.

There may also be other risks and uncertainties that we are unable to predict at this time or that we do not now expect to have a material adverse impact on our business.

## **PART I – FINANCIAL INFORMATION**

### **Item 1. Financial Statements.**

The unaudited condensed financial statements included herein have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”). The Company believes that the disclosures are adequate to make the information presented not misleading. These unaudited interim financial statements should be read in conjunction with the Company’s audited financial statements and related footnotes included in its most recent Annual Report on Form 10-K.

**RING ENERGY, INC.**  
**CONDENSED BALANCE SHEETS**  
**(UNAUDITED)**

	September 30, 2016	December 31, 2015
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash	\$ 2,249,007	\$ 4,431,350
Accounts receivable	2,965,320	2,507,858
Joint interest billing receivable	611,236	1,629,165
Prepaid expenses and retainers	330,600	146,118
<b>Total Current Assets</b>	<b>6,156,163</b>	<b>8,714,491</b>
<b>Properties and Equipment</b>		
Oil and natural gas properties subject to amortization	235,671,313	269,590,374
Office equipment and automobiles	1,549,311	1,539,991
<b>Total Properties and Equipment</b>	<b>237,220,624</b>	<b>271,130,365</b>
Accumulated depreciation, depletion and amortization	(38,405,819)	(29,863,838)
<b>Net Properties and Equipment</b>	<b>198,814,805</b>	<b>241,266,527</b>
<b>Deferred Income Taxes</b>	<b>21,888,849</b>	<b>64,323</b>
<b>Deferred Financing Costs</b>	<b>473,696</b>	<b>820,904</b>
<b>Total Assets</b>	<b>\$ 227,333,513</b>	<b>\$ 250,866,245</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable	\$ 7,435,554	\$ 11,023,269
Other accrued liabilities	-	309,898
<b>Total Current Liabilities</b>	<b>7,435,554</b>	<b>11,333,167</b>
Long term debt	-	45,900,000
Asset retirement obligations	8,002,787	7,401,950
<b>Total Liabilities</b>	<b>15,438,341</b>	<b>64,635,117</b>
<b>Stockholders' Equity</b>		
Preferred stock - \$0.001 par value; 50,000,000 shares authorized; no shares issued or outstanding	-	-
Common stock - \$0.001 par value; 150,000,000 shares authorized; 41,917,061 shares and 30,391,942 shares outstanding, respectively	41,917	30,392
Additional paid-in capital	256,082,234	193,269,034
Retained Loss	(44,228,979)	(7,068,298)
<b>Total Stockholders' Equity</b>	<b>211,895,172</b>	<b>186,231,128</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 227,333,513</b>	<b>\$ 250,866,245</b>

The accompanying notes are an integral part of these unaudited condensed financial statements.

**RING ENERGY, INC.**  
**CONDENSED STATEMENTS OF OPERATIONS**  
**(UNAUDITED)**

	<b>For The Three Months Ended September 30,</b>		<b>For The Nine Months Ended September 30,</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
<b>Oil and Gas Revenues</b>	\$ 7,822,543	\$ 8,629,007	\$ 21,019,540	\$23,651,498
<b>Costs and Operating Expenses</b>				
Oil and gas production costs	2,329,228	2,917,296	7,019,771	6,991,148
Oil and gas production taxes	389,029	410,347	1,032,335	1,110,262
Depreciation, depletion and amortization	2,568,153	4,668,353	8,541,981	11,527,684
Ceiling test impairment	9,648,942	-	56,513,016	-
Accretion expense	125,813	103,887	360,167	250,266
General and administrative expense	1,882,579	2,002,638	6,023,038	5,775,355
<b>Total Costs and Operating Expenses</b>	16,943,744	10,102,521	79,490,308	25,654,715
<b>Loss from Operations</b>	(9,121,201)	(1,473,514)	(58,470,768)	(2,003,217)
<b>Other Income (Expense)</b>				
Interest expense	(95,864)	(350,737)	(597,910)	(429,742)
Interest income	6,417	1,831	83,470	2,613
<b>Net Other Expense</b>	(89,447)	(348,906)	(514,440)	(427,129)
<b>Loss before tax provision</b>	(9,210,648)	(1,822,420)	(58,985,208)	(2,430,346)
<b>Benefit From Income Taxes</b>	3,266,511	684,152	21,824,527	850,621
<b>Net Loss</b>	\$ (5,944,137)	\$ (1,138,268)	\$ (37,160,681)	\$ (1,579,725)
<b>Basic Earnings (Loss) per Share</b>	\$ (0.14)	\$ (0.04)	\$ (1.00)	\$ (0.06)
<b>Diluted Earnings (Loss) per Share</b>	\$ (0.14)	\$ (0.04)	\$ (1.00)	\$ (0.06)

The accompanying notes are an integral part of these unaudited condensed financial statements.

**RING ENERGY, INC.**  
**CONDENSED STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**

<i>For the Nine Months Ended September 30,</i>	<b>2016</b>	<b>2015</b>
<b>Cash Flows From Operating Activities</b>		
Net loss	\$ (37,160,681)	\$ (1,579,725)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation, depletion and amortization	8,541,981	11,527,684
Ceiling test impairment	56,513,016	-
Accretion expense	360,167	250,266
Share-based compensation	1,647,554	1,962,142
Deferred income tax benefit	(21,824,526)	(850,621)
Changes in assets and liabilities:		
Accounts receivable	560,467	916,843
Prepaid expenses	162,726	(904,052)
Accounts payable	(3,897,613)	(8,737,901)
<b>Net Cash Used in Operating Activities</b>	<b>4,903,091</b>	<b>2,584,636</b>
<b>Cash Flows From Investing Activities</b>		
Payments to purchase oil and natural gas properties	(6,154,997)	(77,191,925)
Payments to develop oil and natural gas properties	(16,190,471)	(21,449,757)
Purchase of equipment, vehicles and leasehold improvements	(9,320)	(330,182)
Plugging and abandonment cost incurred	(7,817)	(186,626)
<b>Net Cash Used in Investing Activities</b>	<b>(22,362,605)</b>	<b>(99,158,490)</b>
<b>Cash Flows From Financing Activities</b>		
Proceeds from issuance of common stock	61,064,671	50,039,853
Proceeds from issuance of notes payable	5,000,000	40,900,000
Principal payments on revolving line of credit	(50,900,000)	-
Proceeds from option exercise	112,500	130,000
<b>Net Cash Provided by Financing Activities</b>	<b>15,277,171</b>	<b>91,069,853</b>
<b>Net Decrease in Cash</b>	<b>(2,182,343)</b>	<b>(5,504,001)</b>
<b>Cash at Beginning of Period</b>	<b>4,431,350</b>	<b>8,622,235</b>
<b>Cash at End of Period</b>	<b>\$ 2,249,007</b>	<b>\$ 3,118,234</b>
<b>Supplemental Cash Flow Information</b>		
Cash paid for interest	\$ 564,640	\$ 17,410
<b>Noncash Investing and Financing Activities</b>		
Asset retirement obligation acquired	\$ -	\$ 2,177,110
Asset retirement obligation incurred during development	\$ 248,487	\$ 124,375

The accompanying notes are an integral part of these unaudited condensed financial statements.

**RING ENERGY, INC.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**NOTE 1 – BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES**

**Condensed Financial Statements** – The accompanying condensed financial statements prepared by Ring Energy, Inc. (the “Company” or “Ring”) have not been audited by an independent registered public accounting firm. In the opinion of the Company’s management, the accompanying unaudited financial statements contain all adjustments necessary for fair presentation of the results of operations for the periods presented, which adjustments were of a normal recurring nature, except as disclosed herein. The results of operations for the three and nine months ended September 30, 2016, are not necessarily indicative of the results to be expected for the full year ending December 31, 2016.

Certain notes and other disclosures have been omitted from these interim financial statements. Therefore, these financial statements should be read in conjunction with the Company’s 2015 Annual Report on Form 10-K.

**Organization and Nature of Operations** – The Company is a Nevada corporation that owns interests in oil and natural gas properties located in Texas and Kansas. The Company’s oil and natural gas sales, profitability and future growth are dependent upon prevailing and future prices for oil and natural gas and the successful acquisition, exploration and development of oil and natural gas properties. Oil and natural gas prices have historically been volatile and may be subject to wide fluctuations in the future. A substantial decline in oil and natural gas prices could have a material adverse effect on the Company’s financial position, results of operations, cash flows and quantities of oil and natural gas reserves that may be economically produced.

**Use of Estimates** – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Changes in the future estimated oil and natural gas reserves or the estimated future cash flows attributable to the reserves that are utilized for impairment analysis could have a significant impact on the Company’s future results of operations.

**Fair Measurements** – Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The Financial Accounting Standards Board (FASB) has established a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels. Level 1 inputs are the highest priority and consist of unadjusted quoted prices in active markets for identical assets and liabilities. Level 2 are inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. Level 3 are unobservable inputs for an asset or liability.

**Fair Values of Financial Instruments** – The carrying amounts reported for the revolving line of credit approximates fair value because the underlying instruments are at interest rates which approximate current market rates. The carrying amounts of receivables and accounts payable and other current assets and liabilities approximate fair value because of the short-term maturities and/or liquid nature of these assets and liabilities.

**Concentration of Credit Risk and Major Customer** – The Company had cash in excess of federally insured limits at September 30, 2016. During the nine months ended September 30, 2016, sales to two customers represented 48% and 43%, respectively, of the Company’s oil and gas revenues. At September 30, 2016, these customers made up 43% and 43%, respectively, of the Company’s accounts receivable.

Approximately 83% of the Company’s accounts and joint interest receivables are from purchasers of oil and gas. Oil and gas sales are generally unsecured. The Company has not had any significant credit losses in the past and believes its accounts receivable are fully collectable. Accordingly, no allowance for doubtful accounts has been provided at September 30, 2016. The Company also has a joint interest billing receivable. Joint interest billing receivables are collateralized by the pro rata revenue attributable to the joint interest holders and further by the interest itself.



**RING ENERGY, INC.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**Oil and Gas Properties** – The Company uses the full cost method of accounting for oil and gas properties. Under this method, all costs associated with the acquisition, leasing, exploration, and development of oil and gas reserves are capitalized. Costs capitalized include acquisition costs, estimated future costs of abandonment and site restoration, geological and geophysical expenditures, lease rentals on undeveloped properties and costs of drilling and equipping productive and non-productive wells. Drilling costs include directly related overhead costs. Capitalized costs are generally categorized either as being subject to amortization or not subject to amortization. All of our costs are subject to amortization.

All capitalized costs of oil and gas properties, plus estimated future costs to develop proved reserves, are amortized on the unit-of-production method using estimates of proved reserves as determined by independent engineers. The Company evaluates oil and gas properties for impairment at least annually. Amortization expense for the three and nine months ended September 30, 2016, was \$2,568,153 and \$8,541,981, respectively, based on depletion at the rate of \$11.72 per barrel of oil equivalent compared to \$4,668,353 and \$11,527,684, respectively, for the three and nine months ended September 30, 2015, based on depletion at the rate of \$21.33 per barrel of oil equivalent. These amounts include \$71,666 and \$229,422, respectively, of depreciation for the three and nine months ended September 30, 2016 compared to \$79,797 and \$208,440, respectively, of depreciation for the three and nine months ended September 30, 2015, respectively.

**Write-down of Oil and Gas Properties** – Companies that use the full cost method of accounting for oil and natural gas exploration and development activities are required to perform a ceiling test calculation each quarter. The full cost ceiling test is an impairment test prescribed by SEC Regulation S-X Rule 4-10. The ceiling test is performed quarterly utilizing the average of prices in effect on the first day of the month for the preceding twelve month period in accordance with SEC Release No. 33-8995. The ceiling limits such pooled costs to the aggregate of the present value of future net revenues attributable to proved crude oil and natural gas reserves discounted at 10%, plus the lower of cost or market value of unproved properties, less any associated tax effects. If such capitalized costs exceed the ceiling, the Company will record a write-down to the extent of such excess as a non-cash charge to earnings. Any such write-down will reduce earnings in the period of occurrence and results in a lower depletion, depreciation and amortization (“DD&A”) rate in future periods. A write-down may not be reversed in future periods even though higher oil and natural gas prices may subsequently increase the ceiling.

During the three and nine months ended September 30, 2016, the Company recorded non-cash write-downs of the carrying value of the Company’s proved oil and gas properties as a result of ceiling test limitations of \$9,648,942 and \$56,513,016, respectively, which is reflected as ceiling test impairment in the accompanying Statements of Operations. The Company did not have any write-downs related to the full cost ceiling limitation during the three and nine months ended September 30, 2015.

**Office Equipment** – Office equipment is valued at historical cost adjusted for impairment loss less accumulated depreciation. Historical costs include all direct costs associated with the acquisition of office equipment and placing such equipment in service. Depreciation is calculated using the straight-line method based upon an estimated useful life of 5 to 7 years.

**Asset Retirement Obligation** – The Company records a liability in the period in which an asset retirement obligation (“ARO”) is incurred, in an amount equal to the discounted estimated fair value of the obligation that is capitalized. Thereafter, this liability is accreted up to the final estimated retirement cost. An ARO is a future expenditure related to the disposal or other retirement of certain assets. The Company’s ARO relates to future plugging and abandonment expenses of its oil and natural gas properties and related facilities disposal.

**Revenue Recognition** – The Company predominantly derives its revenues from the sale of produced oil and natural gas. Revenue is recorded in the month the product is delivered to the purchasers. At the end of each month, the Company recognizes oil and natural gas sales based on estimates of the amount of production delivered to purchasers and the price to be received. Variances between the Company’s estimated oil and natural gas sales and actual receipts are recorded in the month the payments are received.

**RING ENERGY, INC.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**Share-Based Employee Compensation** – The Company has outstanding stock option grants to directors, officers and employees, which are described more fully in Note 6. The Company recognizes the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award and recognizes the related compensation expense over the period during which an employee is required to provide service in exchange for the award, which is generally the vesting period.

**Share-Based Compensation to Non-Employees** – The Company accounts for share-based compensation issued to non-employees as either the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. The measurement date for these issuances is the earlier of (i) the date at which a commitment for performance by the recipient to earn the equity instruments is reached or (ii) the date at which the recipient's performance is complete.

**Recent Accounting Pronouncements** – In March 2016, the FASB issued guidance for improvements to employee share-based payment accounting to simplify the accounting for share-based compensation. The new standard requires all excess tax benefits and reductions from differences between the deduction for tax purposes and the compensation cost recorded for financial reporting purposes be recognized as income tax expense or benefit in the Statement of Operations and not recognized as additional paid-in capital. The new standard also requires all excess tax benefits and deficiencies to be classified as operating activity included with income tax cash flows. For public business entities, the amendments are effective for annual periods, including interim periods within those annual periods, beginning after December 15, 2016. Early adoption is permitted in any interim or annual period, with any adjustments reflected as of the beginning of the fiscal year of adoption. We are evaluating the impact of this guidance on our financial statements.

In February 2016, FASB issued ASU No. 2016-02, Leases (Topic 841). For lessees, the amendments in this update require that for all leases not considered to be short term, a company recognize both a lease liability and right-of-use asset on its balance sheet, representing the obligation to make payments and the right to use or control the use of a specified asset for the lease term. The amendments in this update are effective for annual periods beginning after December 15, 2018 and interim periods within those annual periods. Management is currently evaluating the impact that this amendment will have on its financial statements.

In January 2016, the FASB issued guidance regarding several broad topics related to the recognition and measurement of financial assets and liabilities. The guidance is effective for interim and annual periods beginning after December 15, 2017. We are currently evaluating the impact of this guidance on our financial statements.

In August 2014, the FASB issued guidance regarding disclosures of uncertainties about an entity's ability to continue as a going concern. The guidance applies prospectively to all entities, requiring management to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the entity's ability to continue as a going concern and disclose certain information when substantial doubt exists. We will adopt this guidance for the annual period ending December 31, 2016.

In May 2014, the FASB issued guidance regarding the accounting for revenue from contracts with customers. In April and May 2016, the FASB issued additional guidance, addressed implementation issues and provided technical corrections. The guidance may be applied retrospectively or using a modified retrospective approach to adjust retained earnings (deficit). The guidance is effective for interim and annual periods beginning on or after December 15, 2017. We are currently evaluating the impact of this guidance on our financial statements.

**Basic and Diluted Earnings (Loss) per Share** – Basic earnings (loss) per share is computed by dividing net income (loss) by the weighted-average number of common shares outstanding during the period. Diluted earnings (loss) per share reflects the potential dilution that could occur if all contracts to issue common stock were converted into common stock, except for those that are anti-dilutive. The dilutive effect of stock options and other share-based compensation is calculated using the treasury method.

**RING ENERGY, INC.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**NOTE 2 – EARNINGS (LOSS) PER SHARE INFORMATION**

	For The Three Months Ended September 30,		For The Nine Months Ended September 30,	
	2016	2015	2016	2015
Net Loss	\$ (5,944,137)	\$ (1,138,268)	\$ (37,160,681)	\$ (1,579,725)
Basic Weighted-Average Shares Outstanding	41,917,061	30,372,701	36,996,932	27,430,624
Effect of dilutive securities:				
Stock options	-	-	-	-
Diluted Weighted-Average Shares Outstanding	41,917,061	30,372,701	36,996,932	27,430,624
Basic Loss per Share	\$ (0.14)	\$ (0.04)	\$ (1.00)	\$ (0.06)
Diluted Loss per Share	\$ (0.14)	\$ (0.04)	\$ (1.00)	\$ (0.06)

Stock options to purchase 2,780,600 shares of common stock were excluded from the computation of diluted earnings per share during the three and nine months ended September 30, 2016, as their effect would have been anti-dilutive. Stock options to purchase 2,623,250 shares of common stock were excluded from the computation of diluted earnings per share during the three and nine months ended September 30, 2015, respectively, as their effect would have been anti-dilutive.

**NOTE 3 – REVOLVING LINE OF CREDIT**

On July 1, 2014, the Company entered into a Credit Agreement with SunTrust Bank, as lender, issuing bank and administrative agent for several banks and other financial institutions and lenders (“Administrative Agent”), which was amended on May 18, 2016, June 26, 2015 and July 24, 2014 (as amended, the “Credit Facility”). The Credit Facility provides for a senior secured revolving credit facility with a maximum borrowing amount of \$500 million. The Credit Facility matures on June 26, 2020, and is secured by substantially all of the Company’s assets.

In May 2016, the borrowing base (the “Borrowing Base”) was reduced from the initial \$100 million to \$60 million. The Borrowing Base is subject to periodic redeterminations, mandatory reductions and further adjustments from time to time. The Borrowing Base will be redetermined semi-annually on each May 1 and November 1, beginning November 1, 2015. The Borrowing Base will also be reduced in certain circumstances such as the sale or disposition of certain oil and gas properties of the Company or its subsidiaries and cancellation of certain hedging positions.

The Credit Facility allows for Eurodollar Loans and Base Rate Loans (each as defined in the Credit Facility). The interest rate on each Eurodollar Loan will be the adjusted LIBOR for the applicable interest period plus a margin between 1.75% and 2.75% (depending on the then-current level of borrowing base usage). The annual interest rate on each Base Rate Loan is (a) the greatest of (i) the Administrative Agent’s prime lending rate, (ii) the federal funds rate plus 0.5% per annum or the (iii) adjusted LIBOR determined on a daily basis for an interest period of one-month, plus 1.00% per annum, plus (b) a margin between 2.75% and 3.75% (depending on the then-current level of borrowing base usage).

The Credit Facility contains certain covenants, which, among other things, require the maintenance of (i) a total leverage ratio of not more than 4.0 to 1.0 and (ii) a minimum current ratio of 1.0 to 1.0. The Credit Facility also contains other customary affirmative and negative covenants and events of default. As of September 30, 2016, the Company was in compliance with all covenants contained in the Credit Facility, and no amounts were outstanding on the Credit Facility.

**RING ENERGY, INC.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**NOTE 4 – ASSET RETIREMENT OBLIGATION**

The Company provides for the obligation to plug and abandon oil and gas wells at the dates properties are either acquired or the wells are drilled. The asset retirement obligation is adjusted each quarter for any liabilities incurred or settled during the period, accretion expense and any revisions made to the estimated cash flows. The asset retirement obligation incurred at the time of drilling was computed using the annual credit-adjusted risk-free discount rate at the applicable dates. Changes in the asset retirement obligation were as follows:

Balance, December 31, 2015	\$ 7,401,950
Liabilities incurred	248,487
Liabilities settled	(7,817)
Accretion expense	360,167
Balance, September 30, 2016	\$ 8,002,787

**NOTE 5 – STOCKHOLDERS' EQUITY**

On April 26, 2016, the Company closed an underwritten public offering of 11,500,000 shares of its common stock, including 1,500,000 shares sold pursuant to the full exercise of an over-allotment option previously granted by the underwriters, pursuant to an effective registration statement on Form S-3 (Registration No. 333-200324), which was declared effective by the Securities and Exchange Commission on December 3, 2014. The shares were sold at the public offering price of \$5.60 per share. SunTrust Robinson Humphrey, Inc. and Seaport Global Securities LLC acted as joint book-running managers. The gross proceeds from the offering were \$64,400,000, and the Company's net proceeds from the offering were \$61,063,497, after deducting underwriting commissions and offering expenses payable by the Company of \$3,336,503. These offering costs and expenses included \$3,200,000 in underwriting discounts with the remainder of the offering expenses being various legal, accounting, travel and other costs. No amounts were paid, directly or indirectly, to any director, officer or 10% owner. Out of the proceeds of the offering, the Company paid all principal of \$50.9 million and related interest of approximately \$215,000 outstanding under its Credit Facility and used approximately \$10 million for leasing activities, development of existing properties and working capital.

***Common Stock Issued in Option Exercise***

During the nine months ended September 30, 2015, the Company issued 40,000 shares of common stock as the result of option exercises. Of the 40,000 options exercised, 20,000 had an exercise price of \$4.50 per share for an aggregate of \$90,000 and 20,000 had an exercise price of \$2.00 per share for an aggregate of \$40,000. The Company received an aggregate amount of \$150,000 as a result of the option exercises.

Also during the nine months ended September 30, 2015, the Company issued 16,875 shares of common stock as the result of the cashless exercise of the following options: 10,000 with an exercise price of \$2.00 per share, 10,000 with an exercise price of \$4.50 per share and 5,000 with an exercise price of \$5.50. The Company withheld 8,125 shares, valued at \$92,500 or \$11.38 per share.

During the nine months ended September 30, 2016, the Company issued 25,000 shares of common stock as the result of option exercises. The options exercised had an exercise price of \$4.50 per share. The Company received an aggregate amount of \$112,500 as a result of the option exercises.

Also during the nine months ended September 30, 2016, the Company issued 119 shares of common stock as the result of the cashless exercise of the 150 options with an exercise price of \$2.00 per share. The Company withheld 31 shares, valued at \$300 or \$9.72 per share.

**RING ENERGY, INC.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**NOTE 6 – EMPLOYEE STOCK OPTIONS**

Compensation expense charged against income for share-based awards during the three and nine months ended September 30, 2016, was \$555,587 and \$1,647,554, respectively, as compared to \$650,968 and \$1,962,142, respectively, for the three and nine months ended September 30, 2015. These amounts are included in general and administrative expense in the accompanying financial statements.

In 2011, the Board of Directors and stockholders approved and adopted a long-term incentive plan which allowed for the issuance of up to 2,500,000 shares of common stock through the grant of qualified stock options, non-qualified stock options and restricted stock. In 2013, the Company's stockholders approved an amendment to the long-term incentive plan, increasing the number of shares eligible under the plan to 5,000,000 shares. As of September 30, 2016, there were 1,949,650 shares remaining eligible for issuance under the plan.

On January 13, 2016, upon the recommendation of the Compensation Committee, Ring rescinded the option awards granted to its employees and directors on December 9, 2015 (other than Messrs. McCabe and Rochford, who are the members of the Compensation Committee) as the result of a significant decline in the stock price and re-issued the option awards as of that date to meet the goals and objectives of the Company's equity based compensation program.

The fair value of each option award is estimated on the date of grant using the Black-Scholes option pricing model and using certain assumptions. The expected volatility is based on the historical price volatility of the Company's common stock. The Company uses the simplified method for estimating the expected term for options granted. Under the simplified method, the expected term is equal to the midpoint between the vesting period and the contractual term of the stock option. The risk-free interest rate represents the U.S. Treasury bill rate for the expected life of the related stock options. The dividend yield represents the Company's anticipated cash dividend over the expected life of the stock options. The following are the assumptions used to determine the fair value of options granted during the nine months ended September 30, 2016 and 2015:

	<u>2016</u>	<u>2015</u>
Weighted-average volatility	100 - 99%	103%
Expected dividends	0	0
Expected term (in years)	6.5	6.5
Risk-free interest rate	1.51 - 1.25%	1.32%

**RING ENERGY, INC.**  
**NOTES TO CONDENSED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

A summary of the stock option activity as of September 30, 2016, and changes during the nine months then ended is as follows:

	<b>Shares</b>	<b>Weighted- Average Exercise Price</b>	<b>Weighted- Average Remaining Contractual Term</b>	<b>Aggregate Intrinsic Value</b>
Outstanding, December 31, 2015	2,881,150	\$ 5.07		
Granted	15,000	6.42		
Exercised	(25,150)	4.49		
Forfeited	(90,400)	9.71		
Outstanding, September 30, 2016	2,780,600	\$ 4.67	6.5 Years	\$ 17,532,933
Exercisable, September 30, 2016	1,487,850	\$ 3.95	6.0 Years	

The intrinsic value was calculated using the closing price on September 30, 2016 of \$10.95. As of September 30, 2016, there was \$2,473,232 of unrecognized compensation cost related to stock options that is expected be recognized over a weighted-average period of 2.2 years. The total intrinsic value of options exercised during the nine months ended September 30, 2016, was \$58,058.

**NOTE 7 – CONTINGENCIES AND COMMITMENTS**

*Standby Letters of Credit* – A commercial bank issued standby letters of credit on behalf of the Company to the states of Texas and Kansas totaling \$280,000 to allow the Company to do business in those states. The standby letters of credit are valid until cancelled or matured and are collateralized by the revolving credit facility with the bank. The terms of these letters of credit are extended for a term of one year at a time. The Company intends to renew the standby letters of credit for as long as the Company does business in the states of Texas and Kansas. No amounts have been drawn under the standby letters of credit.

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*Management's Discussion and Analysis of Financial Condition and Results of Operations analyzes the major elements of our balance sheets and statements of operations. This section should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2015, and our interim unaudited financial statements and accompanying notes to these financial statements.*

### **Results of Operations – For the Three Months Ended September 30, 2016 and 2015**

*Oil and natural gas sales.* For the three months ended September 30, 2016, oil and natural gas sales revenue decreased \$806,464 to \$7,822,543, compared to \$8,629,007 for the same period during 2015. Oil sales decreased \$1,059,671 and natural gas sales increased \$253,206. For the three months ended September 30, 2016, oil sales volume decreased 6,362 barrels to 174,707 barrels, compared to 181,069 barrels for the same period in 2015. The average realized per barrel oil price decreased 10% from \$45.24 for the three months ended September 30, 2015, to \$40.83 for the three months ended September 30, 2016. For the three months ended September 30, 2016, gas sales volume increased 63,514 thousand cubic feet (MCF) to 229,456 MCF, compared to 165,942 MCF for the same period in 2015. The average realized natural gas price per MCF increased 14% from \$2.63 for the three months ended September 30, 2015, to \$3.01 for the three months ended September 30, 2016.

*Oil and gas production costs.* Our lease operating expenses (LOE) decreased from \$2,917,296 or \$13.98 per barrel of oil equivalent (BOE) for the three months ended September 30, 2015, to \$2,329,228 or \$10.94 per BOE for the three months ended September 30, 2016.

*Production taxes.* Production taxes as a percentage of oil and natural gas sales were 5% during the three months ended September 30, 2015, and remained steady at 5% for the three months ended September 30, 2016. These rates are expected to stay relatively steady unless we make acquisitions in other states with differing production tax rates or the state of Texas or Kansas changes its production tax rates.

*Depreciation, depletion and amortization.* Our depreciation, depletion and amortization expense decreased by \$2,100,200 to \$2,568,153 for the three months ended September 30, 2016, compared to \$4,668,353 during the same period in 2015. The decrease was the result of a lower depletion rate per BOE, as a result of the addition of additional reserves through our development activity and a reduction in our Oil and natural gas properties subject to amortization as a result of the ceiling test impairments we have incurred.

*Ceiling Test Write-Down.* The Company recorded a \$9,648,942 non-cash write-down of the carrying value of its proved oil and natural gas properties for the three months ended September 30, 2016 as a result of ceiling test limitations, which is reflected as ceiling test impairments in the accompanying Statements of Operations. The ceiling test write down was the result of lower commodity prices and their negative impact on the Company's estimated proved reserves and estimated net cash flows. The ceiling test was calculated based upon the average of quoted market prices in effect on the first day of the month for the preceding twelve month period at September 30, 2016, adjusted for market differentials, per SEC guidelines. The write-down reduced earnings in the period and will result in a lower depreciation, depletion and amortization rate in future periods. The Company did not have any write-downs related to the full cost ceiling limitation during the three months ended September 30, 2015.

*General and administrative expenses.* General and administrative expenses decreased \$120,059 to \$1,882,579 for the three months ended September 30, 2016, as compared to \$2,002,638 for the three months ended September 30, 2015. Compensation related expenses, both cash based and stock based, make up the majority of our general and administrative expense. A reduction in the stock based compensation between periods was the primary reason for the decrease.

*Net loss.* For the three months ended September 30, 2016, we showed a net loss of \$5,944,137, as compared to a net loss of \$1,138,268 for the three months ended September 30, 2015. The primary reason for this change was the ceiling test write down.

### ***Results of Operations – For the Nine Months Ended September 30, 2016 and 2015***

*Oil and natural gas sales.* For the nine months ended September 30, 2016, oil and natural gas sales revenue decreased \$2,631,958 to \$21,019,540, compared to \$23,561,498 for the same period during 2015. Oil sales decreased \$3,542,827 and natural gas sales increased \$910,869. For the nine months ended September 30, 2016, oil sales volume increased 43,092 barrels to 527,010 barrels, compared to 483,918 barrels for the same period in 2015. The average realized per barrel oil price decreased 22% from \$47.31 for the nine months ended September 30, 2015 to \$36.72 for the nine months ended September 30, 2016. For the nine months ended September 30, 2016, gas sales volume increased 407,889 thousand cubic feet (MCF) to 688,196 MCF, compared to 280,307 MCF for the same period in 2015. The average realized natural gas price per MCF decreased 10% from \$2.70 for the nine months ended September 30, 2015 to \$2.42 for the nine months ended September 30, 2016.

*Oil and gas production costs.* Our lease operating expenses (LOE) increased from \$6,991,148 or \$13.18 per barrel of oil equivalent (BOE) for the nine months ended September 30, 2015 to \$7,019,771 or \$10.94 per BOE for the nine months ended September 30, 2016. In total, lease operating expenses increased as a result of the acquisition of properties in Culberson and Reeves County, Texas completed in June 2015. On a per BOE basis, lease operating expenses decreased primarily as a result of increased production between periods.

*Production taxes.* Production taxes as a percentage of oil and natural gas sales were 5% during the nine months ended September 30, 2015 and remained steady at 5% for the nine months ended September 30, 2016. These rates are expected to stay relatively steady unless we make acquisitions in other states with differing production tax rates or the state of Texas or Kansas changes its production tax rates.

*Depreciation, depletion and amortization.* Our depreciation, depletion and amortization expense decreased by \$2,985,703 to \$8,541,981 for the nine months ended September 30, 2016, compared to \$11,527,684 during the same period in 2015. The decrease was the result of a lower depletion rate per BOE, as a result of the addition of additional reserves through our development activity and a reduction in our Oil and natural gas properties subject to amortization as a result of the Ceiling test impairments we have incurred.

*Ceiling Test Write-Down.* The Company recorded a \$56,513,016 non-cash write-down of the carrying value of its proved oil and natural gas properties for the nine months ended September 30, 2016, as a result of ceiling test limitations, which is reflected as ceiling test impairments in the accompanying Statements of Operations. The ceiling test write down was the result of lower commodity prices and their negative impact on the Company's estimated proved reserves and estimated net cash flows. The ceiling test was calculated based upon the average of quoted market prices in effect on the first day of the month for the preceding twelve month period at September 30, 2016, adjusted for market differentials, per SEC guidelines. The write-down reduced earnings in the period and will result in a lower depreciation, depletion and amortization rate in future periods. The Company did not have any write-downs related to the full cost ceiling limitation during the nine months ended September 30, 2015.

*General and administrative expenses.* General and administrative expenses increased by \$247,683 to \$6,023,038 for the nine months ended September 30, 2016, compared to \$5,775,355 during the same period in 2015. Compensation related expenses, both cash based and stock based, make up the majority of our general and administrative expense.

*Net loss.* For the nine months ended September 30, 2016, there was a net loss of \$37,160,681, as compared to a net loss of \$1,579,725 for the nine months ended September 30, 2015. The primary reasons for this change were the ceiling test write down and lower received oil and gas prices.



### ***Capital Resources and Liquidity***

As shown in the financial statements for the nine months ended September 30, 2016, the Company had cash on hand of \$2,249,007, compared to \$4,431,350 as of December 31, 2015. The Company had net cash used in operating activities for the nine months ended September 30, 2016, of \$4,903,091, compared to cash used in operating activities of \$2,584,636 for the same period of 2015. The other most significant cash outflows during the nine months ended September 30, 2016 and 2015 were capital expenditures of \$22,362,605 and \$99,158,490, respectively, and payment of our outstanding debt balance of \$50,900,000 in 2016. The most significant cash inflows during the nine months ended September 30, 2016 and 2015 were proceeds from issuance of common stock of \$61,064,671 and \$50,039,853, respectively, and proceeds from issuance of notes payable of \$5,000,000 and \$40,900,000, respectively.

On July 1, 2014, the Company entered into a Credit Agreement with SunTrust Bank, as lender, issuing bank and administrative agent for several banks and other financial institutions and lenders (“Administrative Agent”), which was amended on June 26, 2015 and July 24, 2014 (as amended, the “Credit Facility”). The Credit Facility provides for a senior secured revolving credit facility with a maximum borrowing amount of \$500 million. The Credit Facility matures on June 26, 2020, and is secured by substantially all of the Company’s assets.

In May 2016, the borrowing base (the “Borrowing Base”) was reduced from the initial \$100 million to \$60 million. The Borrowing Base is subject to periodic redeterminations, mandatory reductions and further adjustments from time to time. The Borrowing Base is subject to redetermination semi-annually on each May 1 and November 1. The Borrowing Base will also be reduced in certain circumstances such as the sale or disposition of certain oil and gas properties of the Company or its subsidiaries and cancellation of certain hedging positions.

The Credit Facility allows for Eurodollar Loans and Base Rate Loans (each as defined in the Credit Facility). The interest rate on each Eurodollar Loan will be the adjusted LIBOR for the applicable interest period plus a margin between 1.75% and 2.75% (depending on the then-current level of borrowing base usage). The annual interest rate on each Base Rate Loan is (a) the greatest of (i) the Administrative Agent’s prime lending rate, (ii) the federal funds rate plus 0.5% per annum or the (iii) adjusted LIBOR determined on a daily basis for an interest period of one-month, plus 1.00% per annum, plus (b) a margin between 2.75% and 3.75% (depending on the then-current level of borrowing base usage).

The Credit Facility contains certain covenants, which, among other things, require the maintenance of (i) a total leverage ratio of not more than 4.0 to 1.0 and (ii) a minimum current ratio of 1.0 to 1.0. The Credit Facility also contains other customary affirmative and negative covenants and events of default. As of September 30, 2016, the Company was in compliance with all covenants contained in the Credit Facility, and no amounts were outstanding on the Credit Facility.

To the extent possible, we intend to acquire producing properties and/or developed undrilled properties rather than exploratory properties. We do not intend to limit our evaluation to any one state. We presently have no intention to evaluate off-shore properties or properties located outside of the United States.

The pursuit of and acquisition of additional oil and gas properties may require substantially greater capital than we currently have available, and obtaining additional capital would require that we enter into the sale of either short-term or long-term notes payable or the sale of our common stock. Furthermore, it may be necessary for us to retain outside consultants and others in our endeavors to locate desirable oil and gas properties. The cost to retain one or more consultants or a firm specializing in the purchase and sale of oil and gas properties would have an impact on our financial position and our future cash flows.

The process of acquiring one or more additional oil and gas properties will impact our financial position and reduce our cash position. The types of costs that we may incur include travel costs relating to meeting with individuals instrumental to our acquisition of one or more oil and gas properties, obtaining petroleum engineer reports relative to the oil and gas properties that we are investigating, legal fees associated with any such acquisitions including title reports, and accounting fees relative to obtaining historical information regarding such oil and gas properties. Even though we may incur such costs, there is no assurance that we will ultimately be able to consummate a transaction resulting in our acquisition of an oil and/or gas property.

## **Effects of Inflation and Pricing**

The oil and natural gas industry is very cyclical and the demand for goods and services of oil field companies, suppliers and others associated with the industry puts extreme pressure on the economic stability and pricing structure within the industry. Typically, as prices for oil and natural gas increase, so do all associated costs. Material changes in prices impact the current revenue stream, estimates of future reserves, borrowing base calculations of bank loans and the value of properties in purchase and sale transactions. Material changes in prices can impact the value of oil and natural gas companies and their ability to raise capital, borrow money and retain personnel. We anticipate business costs will vary in accordance with commodity prices for oil and natural gas, and the associated increase or decrease in demand for services related to production and exploration.

## ***Off Balance Sheet Arrangements***

The Company does not have any off-balance sheet arrangements, and it is not anticipated that the Company will enter into any off-balance sheet arrangements.

## ***Disclosures About Market Risks***

Like other natural resource producers, the Company faces certain unique market risks. The most salient risk factors are the volatile prices of oil and gas, operational risks, ability to integrate properties and businesses, and certain environmental concerns and obligations.

### Oil and Gas Prices

The price we receive for our oil and natural gas will heavily influence our revenue, profitability, access to capital and future rate of growth. Oil and natural gas are commodities and, therefore, their prices are subject to wide fluctuations in response to relatively minor changes in supply and demand. The prices we receive for our production depend on numerous factors beyond our control. These factors include the following: worldwide and regional economic conditions impacting the global supply and demand for oil and natural gas; the price and quantity of imports of foreign oil and natural gas; the level of global oil and natural gas inventories; localized supply and demand fundamentals; the availability of refining capacity; price and availability of transportation and pipeline systems with adequate capacity; weather conditions and natural disasters; governmental regulations; speculation as to the future price of oil and the speculative trading of oil and natural gas futures contracts; price and availability of competitors' supplies of oil and natural gas; energy conservation and environmental measures; technological advances affecting energy consumption; the price and availability of alternative fuels and energy sources; and domestic and international drilling activity.

Oil prices and natural gas prices have declined significantly. Lower oil and natural gas prices may not only decrease our revenues, but may also reduce the amount of oil and natural gas that we can produce economically and, therefore, potentially lower our oil and gas reserves. A substantial or extended decline in oil or natural gas prices may result in further impairments of our proved oil and gas properties and may materially and adversely affect our future business, financial condition, cash flows, and results of operations.

### Transportation of Oil and Natural Gas

Ring is presently committed to use the services of the existing gatherers in its present areas of production. This gives such gatherers certain short term relative monopolistic powers to set gathering and transportation costs. Obtaining the services of an alternative gathering company would require substantial additional costs since an alternative gatherer would be required to lay new pipeline and/or obtain new rights-of-way.

## Competition in the Oil and Natural Gas Industry

We operate in a highly competitive environment for developing and acquiring properties, marketing oil and natural gas and securing equipment and trained personnel. As a relatively small oil and natural gas company, many large producers possess and employ financial, technical and personnel resources substantially greater than ours. Those companies may be able to develop and acquire more prospects and productive properties than our financial or personnel resources permit. It is also significant that more favorable prices can usually be negotiated for larger quantities of oil and/or gas product, such that Ring views itself as having a price disadvantage compared to larger producers.

## Retention of Key Personnel

We depend to a large extent on the services of our officers. These individuals have extensive experience in the energy industry, as well as expertise in evaluating and analyzing producing oil and natural gas properties and drilling prospects, maximizing production from oil and natural gas properties and developing and executing financing strategies. The loss of any of these individuals could have a material adverse effect on our operations and business prospects. Our success may be dependent on our ability to continue to retain and utilize skilled executive and technical personnel.

## Environmental and Regulatory Risks

Our business and operations are subject to and impacted by a wide array of federal, state, and local laws and regulations governing the exploration for and development, production, and marketing of oil and natural gas, the operation of oil and natural gas wells, taxation, and environmental and safety matters. Many laws and regulations require drilling permits and govern the spacing of wells, rates of production, prevention of waste and other matters. From time to time, regulatory agencies have imposed price controls and limitations on production in order to conserve supplies of oil and natural gas. In addition, the production, handling, storage, transportation and disposal of oil and natural gas, byproducts thereof and other substances and materials produced or used in connection with oil and natural gas operations are subject to regulation under federal, state and local laws and regulations.

Currently, federal regulations provide that drilling fluids, produced waters and other wastes associated with the exploration, development or production of oil and natural gas are exempt from regulation as “hazardous waste.” From time to time, legislation has been proposed to eliminate or modify this exemption. Should the exemption be modified or eliminated, wastes associated with oil and natural gas exploration and production would be subject to more stringent regulation. On the federal level, operations on our properties may be subject to various federal statutes, including the Natural Gas Act, the Comprehensive Environmental Response, Compensation, and Liability Act, the Solid Waste Disposal Act, as amended by the Resource Conservation and Recovery Act, the Clean Air Act, the Federal Water Pollution Control Act and the Oil Pollution Act, as well as by regulations promulgated pursuant to these actions.

Historically, most of the environmental regulation of oil and gas production has been left to state regulatory boards or agencies in those jurisdictions where there is significant gas and oil production, with limited direct regulation by such federal agencies as the Environmental Protection Agency. However, while the Company believes this generally to be the case for its production activities in Texas and Kansas, it should be noted that there are various Environmental Protection Agency regulations which would govern significant spills, blow-outs, or uncontrolled emissions. In Texas, specific oil and gas regulations exist related to the drilling, completion and operations of wells, as well as disposal of waste oil. There are also procedures incident to the plugging and abandonment of dry holes or other non-operational wells, all as governed by the Texas Railroad Commission, Oil and Gas Division and the Kansas Corporation Commission, Oil and Gas Conservation Division.

Hydraulic fracturing is an important and common practice that is used to stimulate production of hydrocarbons from tight formations. The process involves the injection of water, sand and chemicals under pressure into formations to fracture the surrounding rock and stimulate production. The process is typically regulated by state oil and gas commissions. However, the Environmental Protection Agency has asserted federal regulatory authority over certain hydraulic fracturing practices. Also, legislation has been introduced, but not enacted, in Congress to provide for federal regulation of hydraulic fracturing and to require disclosure of the chemicals used in the fracturing process.

Certain states, including Texas, and municipalities have adopted, or are considering adopting, regulations that have imposed, or that could impose, more stringent permitting, disclosure, disposal and well construction requirements on hydraulic fracturing operations.

Compliance with these regulations may result in increased expenses and additional management time required of Ring. No specific accounting for environmental compliance has been maintained or projected by Ring to date. Ring does not presently know of any environmental demands, claims, or adverse actions, litigation or administrative proceedings in which it or its properties are involved or subject to or arising out of its predecessor operations.

In the event of a breach of environmental regulations, these environmental regulatory agencies have a broad range of alternative or cumulative remedies including: ordering a cleanup of any spills or waste material and restoration of the soil or water to conditions existing prior to the environmental violation; fines; or enjoining further drilling, completion or production activities. In certain egregious situations, the agencies may also pursue criminal remedies against the Company or its principals.

Changes in regulations and laws relating to the oil and natural gas industry could result in our operations being disrupted or curtailed by government authorities. For example, oil and natural gas exploration and production may become less cost effective and decline as a result of increasingly stringent environmental requirements (including land use policies responsive to environmental concerns and delays or difficulties in obtaining environmental permits). A decline in exploration and production, in turn could have a material adverse effect on our business, financial condition, results of operations and cash flows.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

#### *Interest Rate Risk*

The Company is subject to market risk exposure related to changes in interest rates on its indebtedness under its Credit Facility, which bears variable interest based upon a prime rate and is therefore susceptible to interest rate fluctuations. Changes in interest rates affect the interest earned on the Company's cash and cash equivalents and the interest rate paid on borrowings under the Credit Facility. As of September 30, 2016, the Company had no amount outstanding on its Credit Facility.

Currently, the Company does not use interest rate derivative instruments to manage exposure to interest rate changes.

#### *Commodity Price Risk*

Our major market risk exposure is in the pricing applicable to our oil and natural gas production. Market risk refers to the risk of loss from adverse changes in oil and natural gas prices. Realized pricing is primarily driven by the prevailing domestic price for crude oil and spot prices applicable to the region in which we produce natural gas. Historically, prices received for oil and natural gas production have been volatile and unpredictable. We expect pricing volatility to continue.

The prices we receive depend on many factors outside of our control. Oil prices we received during the three month period ended September 30, 2016, ranged from a low of \$24.78 per barrel to a high of \$45.94 per barrel. Natural gas prices we received during the same period ranged from a low of \$0.81 per Mcf to a high of \$3.31 per Mcf. A significant decline in the prices of oil or natural gas could have a material adverse effect on our financial condition and results of operations. In order to reduce commodity price uncertainty and increase cash flow predictability relating to the marketing of our crude oil and natural gas, we may enter into crude oil and natural gas price hedging arrangements with respect to a portion of our expected production. As of September 30, 2016, the Company has not entered into any hedging or derivative instruments for our expected oil and natural gas production.

The Company's revenues, profitability and future growth depend substantially on prevailing prices for oil and natural gas. Prices also affect the amount of cash flow available for capital expenditures and Ring's ability to borrow and raise additional capital. The amount the Company can borrow under our Credit Facility is subject to periodic redetermination based in part on changing expectations of future prices. Lower prices may also reduce the amount of oil and natural gas that the Company can economically produce. Ring currently sells all of its oil and natural gas production under price sensitive or market price contracts.

#### *Customer Credit Risk*

Our principal exposures to credit risk is through receivables from the sale of our oil and natural gas production (approximately \$3.0 million at September 30, 2016) and through receivables from our joint interest partners (approximately \$611 thousand at September 30, 2016). We are subject to credit risk due to the concentration of our oil and natural gas receivables with our most significant customers. We do not require our customers to post collateral, and the inability of our significant customers to meet their obligations to us or their insolvency or liquidation may adversely affect our financial results. For the nine months ended September 30, 2016, sales to two customers, Occidental Energy Marketing ("Oxy") and Enterprise Crude Oil LLC ("Enterprise") represented 48% and 43% of oil and gas revenues, respectively. For the nine month period ended September 30, 2016, Oxy and Enterprise represented 43% and 43% of our accounts receivable, respectively. Due to availability of other purchasers, we do not believe the loss of any single oil or natural gas customer would have a material adverse effect on our results of operations.

#### *Currency Exchange Rate Risk*

Foreign sales accounted for none of the Company's sales; further, the Company accepts payment for its commodity sales only in U.S. dollars. Ring is therefore not exposed to foreign currency exchange rate risk on these sales.

### **Item 4. Controls and Procedures**

#### *Evaluation of disclosure controls and procedures*

Our management, with the participation of Kelly W. Hoffman, our principal executive officer, and William R. Broaddrick, our principal financial officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 under the Exchange Act. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Based on management's evaluation, Messrs. Hoffman and Broaddrick concluded that our disclosure controls and procedures as of the end of the period covered by this filing were effective in ensuring that information required to be disclosed by us in reports that we file or submit under the Exchange Act (i) is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and (ii) is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

We will continue to monitor and evaluate the effectiveness of our disclosure controls and procedures and our internal controls over financial reporting on an ongoing basis and are committed to taking further action and implementing additional enhancements or improvements, as necessary and as funds allow.

### ***Changes in internal control over financial reporting***

We regularly review our system of internal control over financial reporting and make changes to our processes and systems to improve controls and increase efficiency, while ensuring that we maintain an effective internal control environment. Changes may include such activities as implementing new, more efficient systems, consolidating activities, and migrating processes. There were no changes in our internal control over financial reporting that occurred during the quarter ended September 30, 2016, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II – OTHER INFORMATION**

### **Item 2. Recent Sales of Unregistered Securities; Use of Proceeds from Registered Securities.**

#### ***Use of Proceeds from Registered Securities***

On April 26, 2016, the Company closed an underwritten public offering of 11,500,000 shares of its common stock, including 1,500,000 shares sold pursuant to the full exercise of an over-allotment option previously granted by the underwriters, pursuant to an effective registration statement on Form S-3 (Registration No. 333-200324), which was declared effective by the Securities and Exchange Commission on December 3, 2014. The shares were sold at the public offering price of \$5.60 per share. SunTrust Robinson Humphrey, Inc. and Seaport Global Securities LLC acted as joint book-running managers. The gross proceeds from the offering were \$64,400,000, and the Company's net proceeds from the offering were \$61,063,497, after deducting underwriting commissions and offering expenses payable by the Company of \$3,336,503 million. These offering costs and expenses included \$3,200,000 in underwriting discounts with the remainder of the offering expenses being various legal, accounting, travel and other costs. No amounts were paid, directly or indirectly, to any director, officer or 10% owner. Out of the proceeds of the offering, the Company paid all principal of \$50.9 million and related interest of approximately \$215,000 outstanding under its Credit Facility and used approximately \$10 million for leasing activities, development of existing properties and working capital.

**Item 6. Exhibits**

<b>Exhibit Number</b>	<b>Exhibit Description</b>	<b>Incorporated by Reference</b>				<b>Filed Here-with</b>
		<b>Form</b>	<b>File No.</b>	<b>Exhibit</b>	<b>Filing Date</b>	
3.1	Articles of Incorporation (as amended)	10-K	000-53920	3.1	4/1/13	
3.2	Current Bylaws	8-K	000-53920	3.2	1/24/13	
31.1	Rule 13a-14(a) Certification by Chief Executive Officer					X
31.2	Rule 13a-14(a) Certification by Chief Financial Officer					X
32.1	Section 1350 Certification by Chief Executive Officer					X
32.2	Section 1350 Certification by Chief Financial Officer					X
101.INS	XBRL Instance Document					X
101.SCH	XBRL Taxonomy Extension Schema Document					X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document					X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document					X
101.LAB	XBRL Taxonomy Extension Label Linkbase Document					X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document					X

**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 thereunto duly authorized.

**Ring Energy, Inc.**

Date: November 8, 2016

By: /s/ Kelly Hoffman  
Kelly W. Hoffman  
Chief Executive Officer and Director  
(Principal Executive Officer)

Date: November 8, 2016

By: /s/ William R. Broadrick  
William R. Broadrick  
Chief Financial Officer  
(Principal Financial and Accounting Officer)