

**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: October 27, 2022
(Date of earliest event reported)

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
(IRS Employer Identification No.)

1725 Hughes Landing Blvd. Suite 900
The Woodlands, TX 77380
(Address of principal executive offices) (Zip Code)

(281) 397-3699
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

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:

- 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))

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

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

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.

Item 3.03. Material Modification to Rights of Security Holders.

The information set forth in Item 5.03 to this Current Report on Form 8-K is incorporated herein by reference into this Item 3.03.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On October 31, 2022, Ring Energy, Inc. (the “Company”) filed with the Secretary of State of Nevada a Certificate of Withdrawal of Certificate of Designation to eliminate the authorization of its Series A Convertible Preferred Stock, of which all 153,176 shares have been fully converted and are no longer outstanding. As a result of the filing, such previously authorized and issued shares of Series A Preferred Stock return to being authorized, unissued and undesignated shares of preferred stock. A copy of the Certificate of Withdrawal is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

A special meeting of stockholders of the Company was held on October 27, 2022 (the “Meeting”) at which the Company’s stockholders voted on the proposals identified below. These proposals were described in detail in the Company’s definitive Proxy Statement for the Special Meeting filed with the Securities and Exchange Commission on September 26, 2022.

At the close of business on September 1, 2022, the record date for the Meeting, 130,581,374 shares of the Company’s common stock, par value \$0.001 per share (“Common Stock”), were issued and outstanding and entitled to vote at the Meeting. Stockholders owning a total of 72,736,649 shares of Common Stock were represented at the meeting, which represented approximately 55.7% of the shares of the Common Stock outstanding as of the record date for the Meeting.

Proposal		FOR	AGAINST	ABSTAIN
1				
	To approve, pursuant to NYSE American Listing Rule 712(b), the issuance of 42,548,903 shares of Common Stock, upon conversion of 153,176 shares of Series A Convertible Preferred Stock, par value \$0.001 per share.	68,835,720	3,763,113	137,816
Proposal				
2				
	To authorize the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve and adopt the proposal listed above.	67,535,090	4,442,239	759,320

As indicated above, both proposals were approved and adopted by shareholders whose aggregate shares voted “For” at the meeting exceed those shares voting “Against”. There were no “broker non-votes.”

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Withdrawal of Certificate of Designation filed with the Secretary of State of Nevada effective October 31, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

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 31, 2022

By: /s/ Travis T. Thomas
Travis T. Thomas
Chief Financial Officer

Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number C20399-2004
Secretary of State State Of Nevada	Filing Number 20222725375
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BARBARA K. CEGAVSKE
Secretary of State
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Certificate, Amendment or Withdrawal of Designation
NRS 78.1955, 78.1955(6)
 Certificate of Designation
 Certificate of Amendment to Designation - Before Issuance of Class or Series
 Certificate of Amendment to Designation - After Issuance of Class or Series
 Certificate of Withdrawal of Certificate of Designation

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:	Name of entity: Ring Energy, Inc.
	Entity or Nevada Business Identification Number (NVID): C20399-2004
2. Effective date and time:	For Certificate of Designation or Amendment to Designation Only (Optional): Date: _____ Time: _____ (must not be later than 90 days after the certificate is filed)
3. Class or series of stock: (Certificate of Designation only)	The class or series of stock being designated within this filing:
4. Information for amendment of class or series of stock:	The original class or series of stock being amended within this filing:
5. Amendment of class or series of stock:	<input type="checkbox"/> Certificate of Amendment to Designation- Before Issuance of Class or Series As of the date of this certificate no shares of the class or series of stock have been issued. <input type="checkbox"/> Certificate of Amendment to Designation- After Issuance of Class or Series The amendment has been approved by the vote of stockholders holding shares in the corporation entitling them to exercise a majority of the voting power, or such greater proportion of the voting power as may be required by the articles of incorporation or the certificate of designation.
6. Resolution: Certificate of Designation and Amendment to Designation only)	By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes OR amends the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock. *
7. Withdrawal:	Designation being Withdrawn: Series A Convertible Preferred Stock Date of Designation: 08/30/2022 No shares of the class or series of stock being withdrawn are outstanding. The resolution of the board of directors authorizing the withdrawal of the certificate of designation establishing the class or series of stock: * See Attached Exhibit A.
8. Signature: (Required)	<i>[Signature]</i> Date: 10/27/2022 Signature of Officer

* Attach additional page(s) if necessary
This form must be accompanied by appropriate fees.

EXHIBIT A

RESOLVED, that the proper officers of the Corporation, be, and each of them hereby is, authorized, directed and empowered, in the name and on behalf of the Corporation, to prepare, execute, acknowledge and file with the Nevada Secretary of State a Certificate of Withdrawal of Certificate of Designation (the "**Certificate of Withdrawal**") eliminating from the Corporation's Articles of Incorporation all matters set forth in the Certificate of Designation, which Certificate of Withdrawal shall be effective upon filing and shall have the effect of amending the Corporation's Articles of Incorporation, in accordance with Section 78.1955 of the Nevada Revised Statutes, returning all such previously designated shares to the status of authorized but unissued shares of preferred stock of the Corporation, and the execution by such individuals of such Certificate of Withdrawal shall conclusively establish their authority from the Corporation and the approval and ratification by the Corporation of such Certificate of Withdrawal; and be it

**File Certificate of
Withdrawal**

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to take or cause to be taken any and all such further actions and to prepare, execute, deliver and file, or cause to be prepared, executed, delivered and filed, any and all such further reports, schedules, statements, consents, documents, agreements, certificates and undertakings as such officer shall determine to be necessary or appropriate to carry into effect the intent and purpose of the foregoing resolution.

Omnibus

Effective Date: October 27, 2022.
