

EMPIRE PETROLEUM CORP  
Form 8-K  
July 25, 2018

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

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WASHINGTON, D.C. 20549

FORM 8-K

Current Report  
Pursuant To Section 13 or 15 (d) of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported):

JULY 23, 2018

EMPIRE PETROLEUM CORPORATION  
(Exact name of registrant as specified in its charter)

|                                                   |                          |                                      |
|---------------------------------------------------|--------------------------|--------------------------------------|
| Delaware                                          | 001-16653                | 73-1238709                           |
| (State or other jurisdiction<br>of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

|                                                                  |              |
|------------------------------------------------------------------|--------------|
| <b>2651 E. 21<sup>st</sup> Street, Suite 310, Tulsa Oklahoma</b> | <b>74114</b> |
| (Address of principal executive offices)                         | (Zip Code)   |

(539) 444-8002  
(Registrant's telephone number, including area code)

(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 (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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#### Item 1.01 Entry into a Material Definitive Agreement

Empire Louisiana LLC, a Delaware limited liability company d/b/a Empire Louisiana LLC of Delaware ("Empire Louisiana"), is a wholly owned subsidiary of Empire Petroleum Corporation. Empire Louisiana entered into a purchase and sale agreement with Cardinal Exploration and Production Company ("Cardinal") dated as of July 23, 2018 (the "Purchase Agreement"). Pursuant to the Purchase Agreement, Empire Louisiana agreed to purchase certain oil and gas properties and assets in Louisiana from Cardinal for a purchase price of \$323,000. Also pursuant to the Purchase Agreement, the closing is to occur on or before August 31, 2018 and the effective date of the transaction will be June 1, 2018.

The oil and gas properties subject to the Purchase Agreement include four active operated wells currently producing approximately 35 barrels of oil equivalent (BOE) per day, and Empire Louisiana's working interests in the wells will be 100%.

The foregoing summary of the Purchase Agreement is qualified in its entirety by reference to the full terms and conditions of such agreement, a copy of which is included as an exhibit to this Current Report on Form 8-K and is incorporated herein by reference.

#### Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

2.1 Purchase and Sale Agreement dated as of July 23, 2018, by and between Cardinal Exploration and Production Company and Empire Louisiana LLC

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EMPIRE PETROLEUM  
CORPORATION

Date: July 25, 2018 By: /s/ Michael R. Morrisett  
Michael R. Morrisett  
President