

Citadel Exploration, Inc.
Form 8-K
February 15, 2018

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 (Date of earliest event reported) February 15, 2018

CITADEL EXPLORATION, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation)

000-54639

(Commission File Number)

27-1550482

(IRS Employer Identification No.)

417 31st Street, Unit A, Newport Beach, CA 92663

(Address of principal executive offices) (Zip code)

(949) 612-8040

(Registrant's telephone number, including area code)

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:

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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))

Section 3 – Securities and Trading Markets

Item 3.02 Unregistered Sales of Equity Securities

On February 15, 2018, Citadel Exploration, Inc. (the "Company") sold 1,250 shares of its Series A Convertible Participating Preferred Stock (Series A) pursuant to subscription agreements, under which the Company raised \$25,000 in cash through the sale, in a private placement. Each Series A share, par value \$20.00 is convertible into 100 common shares at \$0.20. Including previously issued Series A, the Company currently has 395,615 Series A shares outstanding, which convert into 39,561,500 common shares.

Also, on February 15, 2018, the Company issued 550,262 common shares at \$0.20 to vendors for services rendered in 2017.

Following this issuance Citadel has 45,000,000 common shares issued and outstanding.

No commissions were paid in connection with the private placements.

The issuance of shares of the Company's common stock in the private placement and debt conversion was made in reliance on the private offering exemption of Section 4(2) of the Securities Act of 1933, as amended, and/or the private offering safe harbor provisions of Rule 506 of Regulation D promulgated thereunder based on the following factors: (i) the number of offerees or purchasers, as applicable, (ii) the absence of general solicitation, (iii) representations obtained from each of the investors in the private placement with respect to their status as accredited investors, (iv) the provision of the type of disclosure that registration would provide, and (v) the placement of restrictive legends on the certificates reflecting the shares of common stock

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.

CITADEL EXPLORATION, INC.

By: /s/ Armen Nahabedian
Armen Nahabedian
Chief Executive Officer

Date: February 15, 2018