

EMPIRE PETROLEUM CORP
Form 10-Q
August 01, 2014

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

FORM 10-Q

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

For the quarterly period ended: June 30, 2014

or

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

For the transition period from: _____ to _____

EMPIRE PETROLEUM CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE **001-16653 73-1238709**
(State or Other Jurisdiction (Commission (I.R.S. Employer
of Incorporation or Organization) File Number) Identification No.)
6506 S. LEWIS AVE., SUITE 112, TULSA, OKLAHOMA 74136-1020
(Address of Principal Executive Offices) (Zip Code)

(918) 488-8068
(Registrant's telephone number, including area code)

(Former name or former address and former fiscal year, if changed since last report)

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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.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

APPLICABLE ONLY TO REGISTRANTS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes No

APPLICABLE ONLY TO CORPORATE ISSUERS

The number of shares outstanding of the issuer's common stock, as of August 1, 2014 was 7,630,609.

EMPIRE PETROLEUM CORPORATION

INDEX TO FORM 10-Q

| Part I. FINANCIAL INFORMATION | Page No. |
|---------------------------------------------------------------------------------------------------------|-------------|
| Item 1. Financial Statements | |
| Balance Sheets at June 30, 2014 (Unaudited) and December 31, 2013 | 4 |
| Statements of Operations – For the three months and six months ended June 30, 2014 and 2013 (Unaudited) | 5 |

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| | |
|-----------------------------------------------------------------------------------------------|------|
| Statements of Cash Flows - Six months ended June 30, 2014 and 2013 (Unaudited) | 6 |
| Notes to Financial Statements | 7-9 |
| Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations | 9-11 |
| Item 3. Quantitative and Qualitative Disclosures About Market Risk | 11 |
| Item 4. Controls and Procedures | 11 |
| Part II. OTHER INFORMATION | |
| Item 1. Legal Proceedings | 11 |
| Item 1A. Risk Factors | 11 |
| Item 2. Unregistered Sales of Equity Securities and Use of Proceeds | 11 |
| Item 3. Defaults Upon Senior Securities | 11 |
| Item 4. Mine Safety Disclosures | 12 |
| Item 5. Other Information | 12 |
| Item 6. Exhibits | 12 |
| Signatures | 13 |

PART I. FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

EMPIRE PETROLEUM CORPORATION

BALANCE SHEETS

| | June 30, 2014 (Unaudited) | December 31, 2013 |
|--------------------------------------------------------------------|------------------------------|-------------------|
| <u>ASSETS</u> | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 795 | \$ 2,926 |
| Accounts receivable | 67 | 0 |
| Prepaid expenses and other current assets | 3,300 | 2,200 |
| Total current assets | 4,162 | 5,126 |
| Property and equipment less accumulated depreciation and depletion | 223,465 | 223,465 |
| Total assets | \$ 227,627 | \$ 228,591 |
| <u>LIABILITIES AND STOCKHOLDERS' EQUITY</u> | | |
| Current liabilities: | | |
| Accounts payable and accrued liabilities | \$ 2,344 | \$ 572 |
| Notes payable – related party | 115,180 | 91,580 |
| Total current liabilities | 117,524 | 92,152 |
| Stockholders' equity: | | |
| Common stock - \$.001 par value | | |
| authorized 150,000,000 shares, | | |
| issued and outstanding 7,630,609 shares | 7,630 | 7,630 |
| Additional paid in capital | 14,691,533 | 14,616,533 |
| Accumulated deficit | (14,589,060) | (14,487,724) |
| Total stockholders' equity | 110,103 | 136,439 |
| Total liabilities and stockholders' equity | \$ 227,627 | \$ 228,591 |

See accompanying notes to unaudited financial statements

EMPIRE PETROLEUM CORPORATION

STATEMENTS OF OPERATIONS

(UNAUDITED)

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|------------------------------------------------------------------------------|--------------------------------|------------|------------------------------|-------------|
| | 2014 | 2013 | 2014 | 2013 |
| Revenue: | | | | |
| Petroleum sales | \$0 | \$0 | \$ 0 | \$ 0 |
| Costs and expenses: | | | | |
| Production and operating | 276 | 2,090 | 4,923 | 7,187 |
| General and administrative | 32,958 | 50,662 | 94,562 | 107,401 |
| | 33,234 | 52,752 | 99,485 | 114,588 |
| Operating loss | (33,234) | (52,752) | (99,485) | (114,588) |
| Other expense: | | | | |
| Interest expense | (935) | 0 | (1,851) | 0 |
| Total other expense | (935) | 0 | (1,851) | 0 |
| Net loss | \$(34,169) | \$(52,752) | \$(101,336) | \$(114,588) |
| Net loss per common share, basic & diluted | \$(0.00) | \$(0.01) | \$(0.01) | \$(0.02) |
| Weighted average number of common shares outstanding basic and diluted | 7,630,609 | 7,630,609 | 7,630,609 | 7,630,609 |

See accompanying notes to unaudited financial statements

STATEMENTS OF CASH FLOWS

(UNAUDITED)

| | Six Months Ended | |
|-----------------------------------------------------------------------------|------------------|---------------|
| | June 30, 2014 | June 30, 2013 |
| Cash flows from operating activities: | | |
| Net loss | \$(101,336) | \$(114,588) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Value of services contributed by employee | 25,000 | 25,000 |
| Change in operating assets and liabilities: | | |
| Accounts receivable and other assets | (67) | 79,008 |
| Prepaid expenses and other current assets | (1,100) | (1,100) |
| Accounts payable and accrued liabilities | 1,772 | (5,947) |
| Net cash used in operating activities | (75,731) | (17,627) |
| Cash flows from financing activities: | | |
| Proceeds from call option agreement | 50,000 | 0 |
| Proceeds from related party notes payable | 23,600 | 0 |
| Net cash from financing activities | 73,600 | 0 |
| Net change in cash | (2,131) | (17,627) |
| Cash - Beginning of period | 2,926 | 20,766 |
| Cash - End of period | \$795 | \$3,139 |

See accompanying notes to unaudited financial statements

EMPIRE PETROLEUM CORPORATION

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2014

(UNAUDITED)

1. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES:

The accompanying unaudited financial statements of Empire Petroleum Corporation ("Empire" or the "Company") have been prepared in accordance with United States generally accepted accounting principles for interim financial information and the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by United States generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation of the Company's financial position, the results of operations, and the cash flows for the interim period are included. All adjustments are of a normal, recurring nature. Operating results for the interim period are not necessarily indicative of the results that may be expected for the year ending December 31, 2014.

The information contained in this Form 10-Q should be read in conjunction with the audited financial statements and related notes for the year ended December 31, 2013 which are contained in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission (the "SEC") on March 3, 2014.

The Company has incurred significant losses in recent years. The continuation of the Company as a going concern is dependent upon the ability of the Company to attain future profitable operations and/or additional debt or equity financing until profitable operations are achieved. These financial statements have been prepared on the basis of United States generally accepted accounting principles applicable to a company with continuing operations, which assume that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its obligations in the normal course of operations. Management believes the going concern assumption to be

appropriate for these financial statements. If the going concern assumption were not appropriate for these financial statements, then adjustments might be necessary to adjust the carrying value of assets and liabilities and reported expenses.

The Company continues to seek partners to help it explore and develop its oil and gas interests. The ultimate recoverability of the Company's investment in its oil and gas interests is dependent upon the existence and discovery of economically recoverable oil and gas reserves, confirmation of the Company's interest in the oil and gas interests, the ability of the Company to obtain necessary financing to further develop the interests, and the ability of the Company to attain future profitable production.

As of June 30, 2014, the Company had \$795 of cash on hand. In order to sustain the Company's operations on a long-term basis, the Company continues to look for merger opportunities and consider public or private financings.

Reverse Stock Split

The share and per share information for the prior periods has been retroactively adjusted to reflect the August 12, 2013 one-for-twelve reverse stock split described in Note 3.

Compensation of Officers and Employees

The Company's only executive officer serves without pay or other compensation. The fair value of these services is estimated by management and is recognized as a capital contribution. For the six months ended June 30, 2014, the Company recorded \$25,000 as a capital contribution by its executive officer who is a stockholder.

Fair Value Measurements

The Financial Accounting Standards Board ("FASB") fair value measurement standards define fair value, establish a consistent framework for measuring fair value and establish a fair value hierarchy based on the observability of inputs used to measure fair value. The Company's primary marketable asset is cash, and it owns no marketable securities.

2. PROPERTY AND EQUIPMENT:

GABBS VALLEY PROSPECT

The Company has an interest in 34,186 gross acres of federal oil and gas leases on the Gabbs Valley Prospect in Western Nevada. Since 2003, the Company has conducted extensive geological studies, conducted a seismic survey, carried out a geochemical imaging survey, conducted satellite and gravity studies and drilled two test wells.

Both test wells had significant oil shows. The second test well resulted in a small oil discovery, however the Company deemed it non-commercial and elected to abandon it. One of the co-owners of the leases elected to take over the well and make further tests. The co-owner secured other parties to conduct such tests. Well completion equipment was installed and further production testing was carried out, however as of June 30, 2014, to the Company's knowledge, commercial production has not been established. It is the Company's understanding that further testing is being carried out, but no results have been reported. Empire does feel the prospect has considerable geological merit since the primary target, being the Triassic formation, was not reached in either of the two test wells. Empire has entered into a call option agreement with the owners of the lease on which the two test wells were drilled. See Note 3.

SOUTH OKIE PROSPECT

In 2009, the Company originally purchased 2,630 net acres of oil and gas leases known as the South Okie Prospect in Natrona County, Wyoming. The Tensleep Sand at depths from 3,300 feet to 4,500 feet is the primary target. As of December 31, 2009, the Company acquired 11 miles of seismic data and studies of this data were completed in early January 2010. An additional geological study was also completed in early January 2010. After further review of all the seismic and geological data and considering the Company's financial condition it has reduced its holdings to 600 gross (110 net) acres.

3. EQUITY

Diluted Earnings per Share ("EPS") gives effect to all dilutive potential common shares outstanding during the period. The computation of Diluted EPS does not assume conversion, exercise or contingent exercise of securities that would have an anti-dilutive effect on losses. As a result, if there is a loss from continuing operations, Diluted EPS is computed in the same manner as Basic EPS. At June 30, 2014 and 2013, the Company had, respectively, 60,417 and 103,750 post-split options outstanding, that were not included in the calculation of earnings per share for the periods then ended. Such financial instruments may become dilutive and would then need to be included in future calculations of Diluted EPS. At June 30, 2014 and 2013, the outstanding options were considered anti-dilutive since the strike prices were above the market price and since the Company has incurred losses year to date.

On December 11, 2012, the Company entered in a note conversion agreement with the Albert E. Whitehead Living Trust (the "Whitehead Trust"). Pursuant to the note conversion agreement, on December 11, 2012, the Company converted \$300,013 in debt owed by the Company to the Whitehead Trust into shares of Common Stock at a conversion rate of \$0.60 per share (post-split), resulting in the issuance of 500,021 shares (6,000,250 pre-split shares) of Common Stock to the Whitehead Trust. Upon the issuance of such shares, such debt owed by the Company to the Whitehead Trust was deemed paid in full and certain notes issued by the Company and the other obligations relating

to such debt were terminated. Albert E. Whitehead, the Chief Executive Officer of the Company and Chairman of its Board of Directors, is the trustee of the Whitehead Trust.

At the Company's annual shareholders meeting on July 10, 2013, shareholders approved a proposal to allow the Company's Board of Directors to authorize a one-for-twelve reverse stock split. The Board of Directors approved the reverse stock split on July 29, 2013 which became effective August 12, 2013. The reverse split did not change the authorized number of shares of Common Stock of the Company or the par value of the Common Stock.

On March 4, 2014, Empire, Albert E. Whitehead and Sierra Nevada Oil LLC ("Sierra") entered into a Call Option Agreement (the "Call Option Agreement"). The Call Option Agreement provides Sierra with a call option to purchase 4,000,000 shares of common stock of the Company at a price of (i) \$0.25 per share or an aggregate of \$1,000,000, less (ii) the \$50,000 paid by Sierra to the Company as consideration for the Call Option Agreement. The Call Option Agreement also provides that, if the Call Option is exercised by Sierra, Albert W. Whitehead, the Company's Chief Executive Officer and the Chairman of the Company's Board of Directors, will take commercially reasonable efforts to cause the current members of the Company's Board of Directors, Albert E. Whitehead, Montague H. Hackett, Jr. and Kevin R. Seth, to resign from the Company's Board of Directors and three of Sierra's designees to be appointed to the Company's Board of Directors. The agreement restricts use of the proceeds from the call option agreement from being used to pay related party debt. If the call option is exercised, the agreement requires the Company to use proceeds from the stock sale to pay outstanding related party indebtedness.

On June 27, 2014, the parties to the Call Option Agreement agreed to extend the date by which Sierra may exercise the call option to September 1, 2014.

4. RELATED PARTY TRANSACTIONS

In 2014, Albert E. Whitehead, the Company's Chief Executive Officer, has further advanced the Company \$23,600 bringing the Company's total notes payable to \$115,180 plus accrued interest in the amount of \$1,851 as of June 30, 2014.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND Item 2. RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

GENERAL TO ALL PERIODS

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The Company's primary business is the exploration and development of oil and gas interests. The Company has incurred significant losses from operations, and there is no assurance that it will achieve profitability or obtain the funds necessary to finance its operations. For all periods presented, the Company's effective tax rate is 0%. The Company has generated net operating losses since inception, which would normally reflect a tax benefit in the statement of operations and a deferred asset on the balance sheet. However, because of the current uncertainty as to the Company's ability to achieve profitability, a valuation reserve has been established that offsets the amount of any tax benefit available for each period presented in the statements of operations.

THREE-MONTH PERIOD ENDED JUNE 30, 2014 COMPARED TO THREE-MONTH PERIOD ENDED JUNE 30, 2013.

Production and operating expenses decreased by \$1,814 to \$276 for the three months ended June 30, 2014, from \$2,090 for the same period in 2013. The decrease was due to an analysis of the Okie Draw prospect in 2013 which did not occur in 2014.

General and administrative expenses decreased by \$17,704 to \$32,958 for the three months ended June 30, 2014, from \$50,662 for the same period in 2013. The decrease was primarily due to lower legal costs and other costs related to the Company's annual meeting and reverse stock split in 2013.

There was no depreciation expense attributable to the three months ended June 30, 2014 or June 30, 2013 because the depreciable assets were fully depreciated.

Interest expense increased by \$935 to \$935 for the three months ended June 30, 2014 from \$0 for the same period in 2013. The increase was due to interest on the note payable to the Company's CEO.

For the reasons discussed above, net loss decreased by \$18,583 from \$(52,752) for the three months ended June 30, 2013, to \$(34,169) for the three months ended June 30, 2014.

SIX MONTH PERIOD ENDED JUNE 30, 2014 COMPARED TO SIX MONTH PERIOD ENDED JUNE 30, 2013.

Production and operating expenses decreased \$2,264 to \$4,923 for the six months ended June 30, 2014, from \$7,187 for the same period in 2013. The decrease was due to an analysis of the Okie Draw prospect in 2013 which did not occur in 2014.

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General and administrative expenses decreased by \$12,839 to \$94,562 for the six months ended June 30, 2014, from \$107,401 for the same period in 2013. The decrease was primarily due to lower professional and other costs related to the Company's annual meeting and reverse stock split in 2013.

There was no depreciation expense attributable to the six months ended June 30, 2014 or June 30, 2013 because the depreciable assets were fully depreciated.

Interest expense increased by \$1,851 to \$1,851 for the six months ended June 30, 2014 from \$0 for the same period in 2013. The increase was due to interest on the note payable to the Company's CEO.

For the reasons discussed above, net loss decreased \$13,252 from \$(114,588) for the six months ended June 30, 2013, to \$(101,336) for the six months ended June 30, 2014.

RECENTLY ISSUED ACCOUNTING STANDARDS

The Financial Accounting Standards Board ("FASB") periodically issues new accounting standards in a continuing effort to improve standards of financial accounting and reporting. The Company has reviewed the recently issued pronouncements and no new accounting standards have been adopted since the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013 was filed with the SEC.

LIQUIDITY AND CAPITAL RESOURCES

GENERAL

As of June 30, 2014, the Company had \$795 of cash on hand. The Company believes that its cash on hand and further loans from the Whitehead Trust will allow it to finance its operations for the next six months. However, in order to sustain the Company's operations on a long term basis the Company is hopeful that Sierra Nevada Oil, LLC will exercise its option to acquire control of the Company. Should it not exercise its option, management will consider other control sales or merger opportunities.

OUTLOOK

As stated elsewhere in this Form 10-Q, the Company has conducted extensive geological studies, conducted a seismic survey, carried out a geochemical imaging survey, conducted satellite and gravity studies and drilled two test wells on its Gabbs Valley Prospect. The additional studies of such data, as well as, the assistance of geological and engineering consultants led the Company to determine that further drilling was warranted. It was determined that a new test well should be drilled using a different method of drilling.

The Company drilled the Paradise Unit 2-12 well to a depth of 4,250 feet before drilling problems caused the Company to cease drilling. The Company recovered small amounts of oil containing paraffin, which may have been restricting the oil flow. However, swab tests failed to increase the oil flow and the Company suspended operations on the well and assigned the lease and the 1-12 and 2-12 wells to the other leasehold owners from which the Company had taken a farmout. The new owners secured other parties to conduct such tests. Well completion equipment was installed and further production testing was carried out, however as of June 30, 2014, to the Company's knowledge, commercial production has not been established. It is the Company's understanding that further testing is being carried out, but we are not privy to the results. Empire does feel the prospect has considerable geological merit since the primary target, being the Triassic formation, was not reached in either of the two test wells.

On March 4, 2014, the Company, Albert E. Whitehead and Sierra Nevada Oil LLC ("Sierra") entered into a Call Option Agreement (the "Call Option Agreement"). The Call Option Agreement provides Sierra with a call option (the "Call Option") to purchase 4,000,000 shares of common stock of the Company at a price of (i) \$0.25 per share or an aggregate of \$1,000,000, less (ii) the \$50,000 paid by Sierra to the Company as consideration for the Call Option Agreement. The Call Option Agreement also provides that, if the Call Option is exercised by Sierra, Albert W. Whitehead, the Company's Chief Executive Officer and the Chairman of the Company's Board of Directors, will take commercially reasonable efforts to cause the current members of the Company's Board of Directors, Albert E. Whitehead, Montague H. Hackett, Jr. and Kevin R. Seth, to resign from the Company's Board of Directors and three of Sierra's designees to be appointed to the Company's Board of Directors. For more information regarding the Call Option Agreement, please see the Company's Current Report on Form 8-K filed on March 6, 2014.

On June 27, 2014, the parties to the Call Option Agreement agreed to extend the date by which Sierra may exercise the option to September 1, 2014. For more information on the extension of the Call Option Agreement please see the Company's Current Report on Form 8-K filed on June 27, 2014.

MATERIAL RISKS

The Company has incurred significant losses from operations and there is no assurance that it will achieve profitability or obtain the funds necessary to finance continued operations. For other material risks, see the Company's Form 10-K for the period ended December 31, 2013, which was filed on March 3, 2014.

FORWARD-LOOKING INFORMATION

This Quarterly Report on Form 10-Q, including this section, includes certain statements that may be deemed "forward-looking statements" within the meaning of federal securities laws. All statements, other than statements of historical facts, that address activities, events or developments that the Company expects, believes or anticipates will or may occur in the future, including future sources of financing and other possible business developments, are forward-looking statements. Such statements are subject to a number of assumptions, risks and uncertainties and could be affected by a number of different factors, including the Company's failure to secure short and long-term financing necessary to sustain and grow its operations, increased competition, changes in the markets in which the Company participates and the technology utilized by the Company and new legislation regarding environmental matters. These risks and other risks that could affect the Company's business are more fully described in reports it files with the SEC, including its Form 10-K for the fiscal year ended December 31, 2013. Actual results may vary materially from the forward-looking statements.

The Company undertakes no duty to update any of the forward-looking statements in this Form 10-Q.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

Item 4. CONTROLS AND PROCEDURES

As of the end of the period covered by this report, the Company carried out an evaluation under the supervision of the Company's Chief Executive Officer (and principal financial officer) of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Securities Exchange Act Rules 13a-15(e) and 15d-15(e). Based on this evaluation, the Company's Chief Executive Officer (and principal financial officer) has concluded that the disclosure controls and procedures as of the end of the period covered by this report are effective. During the period covered by this report, there was no change in the Company's internal controls over financial reporting that has materially affected or that is reasonably likely to materially affect the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 1A. Risk Factors

Not applicable.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

¹⁰ Letter Agreement dated June 27, 2014, by and between Empire Petroleum Corporation and Sierra Nevada Oil LLC (incorporated herein by reference to Exhibit 10.1 to the Form 8-K filed by the Company on June 27, 2014).

³¹ Certification of Chief Executive Officer (and principal financial officer) pursuant to Rules 13a - 14 (a) and 15(d) - 14(a) promulgated under the Securities Exchange Act of 1934, as amended, and Item 601(1) (31) of Regulation

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S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (submitted herewith).

32 Certification of Chief Executive Officer (and principal financial officer) pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (submitted herewith).

101 Financial Statements for XBRL format (submitted herewith).

EMPIRE PETROLEUM CORPORATION

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.

EMPIRE PETROLEUM CORPORATION

August 1, 2014 By: /s/ Albert E. Whitehead
Albert E. Whitehead
Chairman, Chief Executive
Officer and Principal
Financial Officer

EXHIBIT INDEX

NO. DESCRIPTION

- 10 Letter Agreement dated June 27, 2014, by and between Empire Petroleum Corporation and Sierra Nevada Oil LLC (incorporated herein by reference to Exhibit 10.1 to the Form 8-K filed by the Company on June 27, 2014).
- 31 Certification of Chief Executive Officer (and principal financial officer) pursuant to Rules 13a - 14 (a) and 15(d) - 14(a) promulgated under the Securities Exchange Act of 1934, as amended, and Item 601(1) (31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (submitted herewith).
- 32 Certification of Chief Executive Officer (and principal financial officer) pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (submitted herewith).
- 101 Financial Statements for XBRL format (submitted herewith).

