

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

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FILER

**STW RESOURCES HOLDING CORP.**

CIK: [1357838](#) | IRS No.: **000000000** | State of Incorporation: **NV** | Fiscal Year End: **1231**  
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SIC: **5961** Catalog & mail-order houses

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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): January 25, 2013 (January 8, 2013)

**STW RESOURCES HOLDING CORP.**

(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of  
incorporation)

000-51430  
(Commission File Number)

20-3678799  
(IRS Employer Identification No.)

619 West Texas Ave  
Suite 126  
Midland Texas, 79701  
(Address of principal executive offices and Zip Code)

Registrant's telephone number, including area code (432) 686-7777

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))

## **ITEM 2.01 COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS**

### **ITEM 3.02 SALES OF UNREGISTERED SECURITIES**

On January 8, 2013, STW Resources Corp. (the "Company") and Black Pearl Energy, LLC, an entity controlled by Stan Weiner and Lee Maddox, the Company's Chief Executive Officer and Chief Operating Officer, respectively ("BPE"), entered into an equity exchange agreement (the "Agreement") pursuant to which BPE transferred 10% of the outstanding membership interests of Black Wolf Enterprises, LLC, ("Black Wolf") to the Company in exchange for 7,000,000 shares of the Company's common stock, which shares will be issued once the Company amends its articles of incorporation, as amended, to increase the number of authorized shares of common stock. The transactions contemplated by the Agreement closed on January 8, 2013.

Black Wolf currently commercializes the expertise and services of Lone Wolf Resources, LLC, an environmental and civil construction company operating in the oil and gas industry ("Lone Wolf"). Lone Wolf has worked with the Department of Transportation and the Texas Commission on environmental quality to shape the standards for processing hydrocarbon-impacted soils to a reusable road base. Lone Wolf has completed projects internationally and throughout the United States, including the world's largest in-situ thermal remediation project. BPE is an oilfield service company that has developed an evaporation cover that is conservation friendly, economical and can be floated on to existing ponds or installed during construction for the elimination of evaporation on frac ponds used throughout the oilfield. BPE also provides high quality liners with fusion-welded seams, quality control testing including air tests of seams and destruction testing in West Texas and Eastern New Mexico, and intends to expand into South Texas during the first quarter of this year. Black Wolf combines Lone Wolf's and BPE's services and constructs drill sites, reserve pits, frac ponds, roads, pit closings, liners, leak detection systems, evaporation covers, and provides associated maintenance. Black Wolf also offers turnkey services for H-11 permitted ponds, including surveys, engineering and design, and permitting for storage of produced and brine waters as well as utilizes proprietary technologies employed by Lone Wolf in the reclamation of hydrocarbon-impacted soils. Black Wolf is currently negotiating on a number of multi-well packages with many of the largest oil and gas producers in West Texas.

The foregoing information is a summary of the agreement involved in the transaction described above, is not complete, and is qualified in its entirety by reference to the full text of such agreement, a copy of which is attached as an exhibit to this Current Report on Form 8-K. Readers should review such agreement for a complete understanding of the terms and conditions associated with this transaction.

A copy of the press release announcing the closing of the acquisition is attached hereto as Exhibit 99.1.

### **ITEM 8.01 OTHER EVENTS**

On January 22, 2013, the Company issued a press release regarding the delivery of its proprietary water desalinization facility to convert 700,000 gallons of brackish well water a day into rain-equivalent water for the maintenance of greens and fairways at the Midland Hills Golf Club in Midland, Texas. A copy of the press release is attached hereto as Exhibit 99.2.

### **ITEM 9.01 Financial Statements and Exhibits.**

#### **(d) Exhibits.**

10.1	Equity Exchange Agreement, dated January 8, 2012
99.1	Press Release, dated January 23, 2013
99.2	Press Release, dated January 22, 2013

## 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.

### STW RESOURCES HOLDING CORP.

Date: January 25, 2013

By: /s/ Stanley T. Weiner  
Stanley T. Weiner  
Chief Executive Officer

## EQUITY EXCHANGE AGREEMENT

This Equity Exchange Agreement (the "Agreement") is entered into as of this 8th day of January 2013 between STW Resources Holding Corp. (STW), a Nevada corporation, and Black Pearl Energy, LLC (BPE), a Texas Limited Liability Company.

WHEREAS, BPE has available to it a 50% of the limited liability company ownership interest in Black Wolf Enterprises, LLC ("Black Wolf"), a Texas limited liability company, with the other 50% owned by Lone Wolf Resources, LLC ("Lone Wolf"), a Texas limited liability company.

WHEREAS, STW can add value to Black Wolf through its history of dealings with oil and gas producers and oil and gas servicing companies.

WHEREAS, Black Wolf can add value to STW through its contracts with oil and gas producers and oil and gas service companies, which generate current revenues.

Based on the foregoing, STW and BPE desire to enter into an agreement to share equity in Black Wolf as follows:

1. BPE shall allocate and transfer 20% of its 50% interest in Black Wolf (an absolute 10% interest) to STW by having STW enter into and execute the Black Wolf Company Agreement along with BPE and Lone Wolf, in the form of Exhibit "A" to this Agreement, thereby causing STW to become a 10% limited liability membership interest owner in Black Wolf.
2. STW shall allocate and transfer seven million (7,000,000) shares of its common stock to BPE, said shares being restricted Rule 144 shares of stock.
3. Pursuant to the Black Wolf Company Agreement, neither STW nor Black Wolf are required to contribute cash to the working capital of Black Wolf, as such shall be advanced/loaned by Lone Wolf on behalf of BPE and STW, pursuant to a note obligation secured by BPE and STW's limited liability company membership ownership interests in Black Wolf, as set forth in more detail in the Black Wolf Company Agreement. By BPE and STW signing the Black Wolf Company Agreement, both Parties consent to the loan and security agreement arrangement.
4. Lone Wolf has consented to both BPE and STW becoming limited liability company member owners of Black Wolf.
5. This Agreement has been authorized by the owners and managers of Black Pearl.
6. This Agreement has been authorized by the executive officers of STW. Black Pearl understands and agrees that the transfer of the 7,000,000 shares of STW common stock will require: (a) that STW's Board of Directors approve this Agreement, for which STW represents it can obtain the requisite approval; and (b) that STW increase its number of authorized shares of common stock by amending its Corporate Charter with the state of Nevada, for which STW represents it has previously obtained STW Board approval to do so.
7. This Agreement is subject to the laws of the state of Texas, and venue for any litigation arising out of this Agreement shall be in the state district courts sitting in Midland County, Texas.
8. This Agreement may be signed in multiple counterparts and by a facsimile transmitted copy of a signature or by a scanned and emailed copy of a signature.

SIGNED effective the date set forth above.

STW RESOURCES HOLDING CORP.

/s/ Paul DiFrancesco

By: Paul DiFrancesco, Director

BLACK PEARL ENERGY, LLC

/s/ Audry Lee Maddox

By: Audry Lee Maddox, COO

## STW Resources Acquires an Equity Interest in Black Wolf Enterprises, LLC

MIDLAND, Texas, Jan. 23, 2013 /PRNewswire/ -- STW Resources Holding Corp. ("STW") (STWS.PK), an oilfield services and water reclamation company, today announced that it has acquired an equity interest in Black Wolf Enterprises, LLC ("Black Wolf"), a joint venture between Lone Wolf Resources, LLC ("Lone Wolf Resources") and Black Pearl Energy, LLC. In an equity exchange agreement, STW purchased ten percent of the joint venture.

Black Wolf currently commercializes the expertise and services of Lone Wolf Resources and Black Pearl in West Texas and Eastern New Mexico, and intends to expand into South Texas during the first quarter of this year. Black Wolf constructs drill sites, reserve pits, frac ponds, roads, pit closings, liners, leak detection systems, evaporation covers, and provides associated maintenance. The company also offers turnkey services for H-11 permitted ponds, including surveys, engineering and design, and permitting for storage of produced and brine waters. Black Wolf utilizes proprietary technologies employed by Lone Wolf Resources in the reclamation of hydrocarbon-impacted soils.

Black Wolf is currently negotiating on a number of multi-well packages with many of the largest oil and gas producers in West Texas. Based on the current growth and business development plan Black Wolf will complete its first full year end; with an estimated 40m in revenue for 2014.

The partnership acquisition broadens STW's presence as a vertically integrated oilfield services company. Benefits to STW include recurring revenues from the joint venture's business lines, as well as access to additional projects such as reclamation of oil-based cuttings and environmental remediation. As an equity partner, STW can further expand its holdings through its increased ownership in these projects. Through broader exposure in oilfield services, STW will benefit from expanded opportunities for the deployment of their water recycling technologies and processes.

STW chairman Stanley Weiner noted that the joint venture is the culmination of expertise from multiple companies to provide a single point for producers to access experienced personnel providing exceptional services. "In achieving this milestone, STW further advances from a developmental company to an established oilfield services company. Increasing our services, and having access to more customers, provides a sound platform for continued growth of all of STW's business lines," Weiner said.

Please visit the Black Wolf Enterprises website at: [www.bwe-llc.net](http://www.bwe-llc.net)

About [STW Resources Holding Corp.](#)

STW Resources Holdings Corp. provides customized water analysis, reclamation and remediation services to a variety of complex industrial and municipal applications throughout several geographic locations. As an independent solutions provider, STW utilizes proven technologies from various well-known manufacturers. These technologies are available as fixed or mobile units with varying capabilities. STW's process ensures that the most effective and efficient technologies are implemented. Current potential project locations include the Eagle Ford Shale (TX), and the West Texas Delaware and Permian Basins (TX).

About [Lone Wolf Resources, LLC](#):

Lone Wolf Resources, LLC, is an environmental and civil construction company operating in the oil and gas industry. Originally formed by two large petrochemical companies for the remediation of a refinery declared as a super fund site, is now a privately held company. Lone Wolf Resources worked with the Department of Transportation and the Texas Commission on Environmental Quality to shape the standards for processing hydrocarbon-impacted soils to a reusable road base. Lone Wolf has completed projects internationally and throughout the United States, including the world's largest in-situ thermal remediation project.

About [Black Pearl Energy, LLC](#):

Black Pearl Energy, LLC; has developed an evaporation cover for the elimination of evaporation on frac ponds used throughout the oilfield. It is a conservation-friendly and economic method of preserving natural resources and can be floated on to existing ponds or installed during construction. It also eliminates algae growth, doubles as a bird net, and reduces erosion of pond infrastructure. Black Pearl also provides high quality liners with fusion-welded seams, quality control testing including air tests of seams and destruction testing.

#### Forward-Looking Statements

This news release contains forward-looking statements about our business, or financial condition and prospects that reflect our assumptions and beliefs based on information currently available. We can give no assurance that the expectations indicated by such forward-looking statements will be realized. There may be other risks and circumstances that we are unable to predict. When used in this news release, words such as "believes," "expects," "intends," "plans," "anticipates," "estimates" and similar expressions are intended to identify forward-looking statements, although there may be certain forward-looking statements not accompanied by such expressions. Investors should not place undue reliance on these forward-looking statements, which speak only as of the date of this press release. The company's actual results could differ materially from those anticipated in these forward-looking statements as a result of a variety of factors, including risks discussed in the company's periodic reports that are filed with the Securities and Exchange Commission and available on its website ( [www.sec.gov](http://www.sec.gov) ). All forward-looking statements attributable to the Company or to persons acting on its behalf are expressly qualified in their entirety by these factors other than as required under the securities laws. The Company does not assume a duty to update these forward-looking statements.

## STW Resources Realizes Initial Water Recycling Revenues in Q4 2012

MIDLAND, Texas, Jan. 22, 2013 /PRNewswire/ -- STW Resources Holding Corp. ("STW") (STWS.PK), a water reclamation services company, today announced that it has delivered its proprietary water desalinization facility to convert 700,000 gallons of brackish well water a day into rain-equivalent water for the maintenance of greens and fairways at the Midland Hills Golf Club.

Under terms of the agreement, STW has received payment for designing, engineering, manufacturing, and installing its customized equipment that adds proprietary technology and a proprietary chemical mixture to a desalinization membrane technology to increase the amount of fresh water recovered and lower the cost of operation. The equipment has been delivered and will be operational in the next 10-14 days.

STW CEO Stanley Weiner noted that the Ranchland desalinization facility marks an important milestone in the company's potential growth and revenue streams by broadening its business model using proprietary water reclamation technology parallel to the technology STW uses for the oil and gas industry.

Weiner said, "STW has worked very closely with its engineering and manufacturing teams to assure the unit would be delivered on time and operate economically to produce a high recovery rate of fresh water from the brackish water source.

"By cleaning up brackish water to use in watering the golf course, John Morrow and Kevin Leary, the owners of Ranchland Hills, are saving the scarce water resources of West Texas. They are demonstrating that they are conservation-minded and good stewards of the Midland community."

About STW Resources Holding Corp.

STW Resources Holding Corp. provides customized water analysis, reclamation and remediation services to a variety of complex industrial and municipal applications throughout several geographic locations. As an independent solutions provider, STW utilizes proven technologies from various well-known manufacturers. These technologies are available as fixed or mobile units with varying capabilities. STW's process ensures that the most effective and efficient technologies are implemented. Current potential project locations include the Eagle Ford Shale (TX), and the West Texas Delaware and Permian Basins (TX).

About Ranchland Hills Golf Club

Ranchland Hills Golf Club is located in beautiful Midland, Texas. Ranchland has recently undergone an ownership and management change, bringing with it exciting change and opportunities for the Ranchland Hills members. The course will be undergoing a facelift with all new Bent Grass Greens, state of the art equipment and all new gas powered golf carts. The Club House is being completely rebuilt to a high level of sophistication and will house a world-class chef and beautiful views of the course. [www.ranchlandhillsgolf.com](http://www.ranchlandhillsgolf.com)

Forward-Looking Statements

This news release contains forward-looking statements about our business, or financial condition and prospects that reflect our assumptions and beliefs based on information currently available. We can give no assurance that the expectations indicated by such forward-looking statements will be realized. There may be other risks and circumstances that we are unable to predict. When used in this news release, words such as "believes," "expects," "intends," "plans," "anticipates," "estimates" and similar expressions are intended to identify forward-looking statements, although there may be certain forward-looking statements not accompanied by such expressions. Investors should not place undue reliance on these forward-looking statements, which speak only as of the date of this press release. The company's actual results could differ materially from those anticipated in these forward-looking statements as a result of a variety of factors, including risks discussed in the company's periodic reports that are filed with the Securities and Exchange Commission and available on its website ( [www.sec.gov](http://www.sec.gov) ). All forward-looking statements attributable to the Company or to persons acting on its behalf are expressly qualified in their

entirety by these factors other than as required under the securities laws. The Company does not assume a duty to update these forward-looking statements.

For more information, please visit the Company's website at [www.stwresources.com](http://www.stwresources.com)