

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K/A

Current report filing [amend]

Filing Date: **2013-03-19** | Period of Report: **2013-03-19**
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FILER

Xun Energy, Inc.

CIK: [1435936](#) | IRS No.: **261616719** | State of Incorporation: **NV** | Fiscal Year End: **0531**
Type: **8-K/A** | Act: **34** | File No.: [000-53466](#) | Film No.: **13700088**
SIC: **7389** Business services, nec

Mailing Address
12518 NE AIRPORT WAY
SUITE 148 NO. 156
PORTLAND OR 97230

Business Address
12518 NE AIRPORT WAY
SUITE 148 NO. 156
PORTLAND OR 97230
775-200-0505

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

FORM 8-K/A
AMENDMENT NO. 1

CURRENT REPORT
Pursuant to Section 13 or 15(d) of The
Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): **March 19, 2013**



XUN ENERGY, INC.
(Exact name of registrant as specified in its charter)

Nevada (State or other jurisdiction of incorporation)	000-53466 (Commission File Number)	26-1616719 (IRS Employer Identification No.)
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12518 NE Airport Way
Suite 148 No, 156
Portland, Oregon 97230
(Address of principal executive offices; zip code)

Registrant's telephone number, including area code: **(775) 200-0505**

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))

This Amendment No. 1 to the Current Report on Form 8-K of Xun Energy, Inc. filed with the Securities and Exchange Commission on March 18, 2013 is being filed solely to correct Exhibit No. 10.1 of Item 9.01(d) exhibits discussed in Item 1.01 below. No other changes to the Current Report have been made.

Section 1- Registrant's Business and Operations

Item 1.01 Entry into a Material Definitive Agreement.

On March 18, 2013, pursuant to a letter agreement, Amendment #3, between Xun Energy, Inc. (the "Company") and Vencedor Energy Partners (the "Assignor"), the Company has agreed to delete Section 4a of the Oil and Gas Well Location Assignment dated August 31, 2012 between Xun Energy, Inc. and Vencedor Energy Partners.

A copy of Letter Amendment #3 to Letter Amendment #2 is attached hereto as Exhibits 10.1, Amendment #2 as Exhibits 10.2 and Amendment #1 as Exhibits 10.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
10.1	Letter Amendment #3 to Letter Amendment #2 to Oil and Gas Well Location Assignment dated August 31, 2012
10.2	Letter Amendment #2 to Letter Amendment #1 to Oil and Gas Well Location Assignment dated August 31, 2012
10.3	Letter Amendment #1 to Oil and Gas Well Location Assignment dated August 31, 2012

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 thereunto duly authorized.

Date: March 19, 2013

XUN ENERGY, INC.

/s/ Jerry G. Mikolajczyk

By: Jerry G. Mikolajczyk

Title: President/CEO

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
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10.3	Letter Amendment #1 to Oil and Gas Well Location Assignment dated August 31, 2012

Vencedor Energy Partners logo

March 18, 2013

Xun Energy, Inc.
12518 NE Airport Way,
Suite 148 No. 156,
Portland, Oregon, 97230

Attention: Jerry G. Mikolajczyk, President and CEO

Dear Jerry,

Re: Oil And Gas Well Location Agreement Dated August 31, 2012, Amendment #3

As discussed, the permits have been issued by the Pennsylvania Department of Environmental Protection (PA-DEP) for five (5) wells on the Rice lease.

Based on the Permit issuance by the PA-DEP and the confirmation of the financial commitments for the drilling, commissioning and commencement of production with the first 4 oil and gas wells in Venango County, Pennsylvania, we amend Section 4a of the Oil and Gas Well Location Assignment dated August 31, 2012 between Xun Energy, Inc. and Vencedor Energy Partners to read as follows:

Section 4a. INTENTIONALLY DELETED

Your acceptance of the recommended changes to Section 4a above will serve as Amendment #3 to the Oil and Gas Well Location Assignment dated August 31, 2012 between Xun Energy, Inc. and Vencedor Energy Partners.

We look forward to a mutually beneficial successful business relationship.

Kind regards,
Vencedor Energy Partners

/s/ Brian S. Ambrose

Brian S. Ambrose,
President

We agree to the above Amendment, #3, of Section 4a of the Oil and Gas Well Location Assignment dated August 31, 2012.

Xun Energy, Inc.

/s/ Jerry G. Mikolajczyk

03/18/2013

By: _____
Jerry G. Mikolajczyk, President and CEO

Vencedor Energy Partners logo

Xun Energy, Inc.

Mr. Jerry Mikolajczyk
12518 NE Airport Way,
Suite 148 No. 156,
Portland, Oregon, 97230

January 29th, 2013

Dear Mr. Mikolajczyk,

Per our **December 1st Amendment** (see attached) to the **Oil And Gas Well Location Agreement Dated August 31, 2012**, we are advising you that Vencedor Energy Partners has not received the permits yet from the Pennsylvania DEP. As mentioned and accounted for in previous communications, this delay is typical during the permitting process, but it will carry us beyond the January 31, 2013 due date. However, we anticipate receipt of the permits between February 14th and February 28th, 2013. All other provisions are in full effect. At that time, we will expect Xun Energy, Inc. to present funds per the intent of the amendment (see attached).

Thank you. We look forward to a mutually beneficial successful business relationship.

Kind regards,

Vencedor Energy Partners

/s/ Brian S. Ambrose

Brian S. Ambrose,
President

Please advise receipt and acknowledgement of this notice at your earliest convenience by signing the document below.

We acknowledge the above notice regarding the delay of permits per the **December 1st Amendment to the Oil and Gas Well Location Assignment dated August 31, 2012.**

Xun Energy, Inc.

/s/ Jerry G. Mikolajczyk

By: _____
Jerry G. Mikolajczyk, President and CEO

Vencedor Energy Partners logo

December 1, 2012

Xun Energy, Inc.
12518 NE Airport Way,
Suite 148 No. 156,
Portland, Oregon, 97230
Attention: Jerry G. Mikolajczyk, President and CEO

Dear Jerry,

Re: Oil And Gas Well Location Agreement Dated August 31, 2012

We are pleased to receive confirmation of the financial commitment which will provide approximately \$700,000 to drill, commission and commence production with the first 4 oil and gas wells in Venango County, Pennsylvania as outlined in the Oil and Gas Well Location Assignment dated August 31, 2012 between Xun Energy, Inc. and Vencedor Energy Partners, subject to completion and execution of the necessary documentation with Xun Energy, Inc., and certain of its affiliates and certain shareholders, and the investment company.

In respect to the permitting for the oil and gas wells, we were delayed in starting the process for permitting the first 8 oil and gas wells and expect to have the approved permits on or before January 31, 2013.

Based on the above and until the documentation is completed between Xun Energy, Inc. and the respective parties, we recommend that Section 4a of the Oil and Gas Well Location Assignment dated August 31, 2012 between Xun Energy, Inc. and Vencedor Energy Partners be amended to read as follows:

Section 4a. If Assignee does not begin or provide proof of funds or funding for the first well on or before January 31, 2013, subject to any delays in permitting, and does not begin or provide proof of funds or funding for 3 more wells on or before March 31, 2013, then the Assignee will have forfeited its rights and this Agreement shall terminate and unwind and the Assignor agrees to return the Shares (11,700,000) to the Assignee.

Your acceptance of the recommended changes to Section 4a above will serve as Amendment #1 to the Oil and Gas Well Location Assignment dated August 31, 2012 between Xun Energy, Inc. and Vencedor Energy Partners.

We look forward to a mutually beneficial successful business relationship.

Kind regards,

Vencedor Energy Partners

/s/ Brian Ambrose

Brian Ambrose,
President

We agree to the above amendment of Section 4a of the Oil and Gas Well Location Assignment dated August 31, 2012.

Xun Energy, Inc.

/s/ Jerry G. Mikolajczyk

12/03/2012

By: _____
Jerry G. Mikolajczyk, President and CEO

1048 Irvine Ave, Ste 171 Newport Beach CA 92660 / phone: fax 866-736-240 / info@vencedorenergy.com / www.vencedorenergy.com