

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **2020-12-17**
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SUBJECT COMPANY

RING ENERGY, INC.

CIK: [1384195](#) | IRS No.: [980495938](#) | State of Incorporation: **NV** | Fiscal Year End: **1231**
Type: **SC 13D/A** | Act: **34** | File No.: [005-86902](#) | Film No.: [201394405](#)
SIC: **1311** Crude petroleum & natural gas

Mailing Address

*6555 SOUTH LEWIS STREET
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Business Address

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FILED BY

KUKES SIMON G

CIK: [1222390](#)
Type: **SC 13D/A**

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 8)*

RING ENERGY, INC.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.001 PER SHARE
(Title of Class of Securities)

76680V108
(CUSIP Number)

Dr. Simon G. Kukes
575 N. Dairy Ashford
Energy Center II, Suite 210
Houston, Texas 77079
Telephone: (713) 969-5027

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 17, 2020
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERSONS Dr. Simon G. Kukes		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS PF		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States Citizen		
	7	SOLE VOTING POWER 6,600,180 shares of Common Stock	
	8	SHARED VOTING POWER -0-	
	9	SOLE DISPOSITIVE POWER 6,600,180 shares of Common Stock	
	10	SHARED DISPOSITIVE POWER -0-	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,600,180 shares of Common Stock		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> Not applicable.		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.1% of the Issuer's outstanding Common Stock(1)		
14	TYPE OF REPORTING PERSON IN		

(1) Based on the number of outstanding shares of Common Stock set forth on the cover page of the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2020, as filed with the Securities and Exchange Commission on November 9, 2020.

1	NAME OF REPORTING PERSONS J. Douglas Schick		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS PF		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States Citizen		
	NUMBER OF	7	SOLE VOTING POWER 7,500 shares of Common Stock
	SHARES	8	SHARED VOTING POWER -0-
	BENEFICIALLY	9	SOLE DISPOSITIVE POWER 7,500 shares of Common Stock
	OWNED BY	10	SHARED DISPOSITIVE POWER -0-
	EACH		
	REPORTING		
	PERSON WITH		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,500 shares of Common Stock		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> Not Applicable		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) *% of the Issuer's outstanding Common Stock (1)		
14	TYPE OF REPORTING PERSON IN		

* Less than 0.1%.

(1) Based on the number of outstanding shares of Common Stock set forth on the cover page of the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2020, as filed with the Securities and Exchange Commission on November 9, 2020.

This Amendment No. 8 (the “Amendment”) amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the “Commission”) on October 21, 2019, by Dr. Simon G. Kukes, Mr. John J. Scelfo (no longer a member of the Reporting Group), Mr. Ivar Siem (no longer a member of the Reporting Group), and Mr. J. Douglas Schick, as amended by Amendment No. 1 thereto filed on February 18, 2020 (“Amendment No. 1”), Amendment No. 2 thereto filed on March 2, 2020 (“Amendment No. 2”), Amendment No. 3 thereto filed on August 12, 2020 (“Amendment No. 3”), Amendment No. 4 thereto filed on November 10, 2020 (“Amendment No. 4”), Amendment No. 5 thereto filed on November 19, 2020 (“Amendment No. 5”), Amendment No. 6 thereto filed on December 2, 2020 (“Amendment No. 6”), and Amendment No. 7 thereto filed on December 10, 2020 (“Amendment No. 7”, and the Schedule 13D, as amended to date, the “Schedule 13D”).

As used in this Amendment:

- “Common Stock” means the common stock of the Issuer;
- “Issuer” means Ring Energy, Inc.;
- “Reporting Persons” means Dr. Simon G. Kukes and Mr. J. Douglas Schick; and
- “Shares” means the aggregate of 6,607,680 shares of Common Stock of the Issuer beneficially owned by the Reporting Persons.

Other capitalized terms used but not otherwise defined in this Amendment have the meanings ascribed to such terms in the Schedule 13D. Except as expressly amended and supplemented by this Amendment, the Schedule 13D is not amended or supplemented in any respect, and the disclosures set forth in the Schedule 13D, other than as amended herein are incorporated by reference herein.

Item 4. Purpose of Transaction

On March 2, 2020, the Reporting Persons issued a press release, a copy of which is incorporated by reference herein as Exhibit 99.2 hereto, which included a letter to the Board of Directors of the Issuer. The full text of the press release is incorporated into this Item 4 by reference.

On August 10, 2020, the Reporting Persons delivered another letter to the Board of Directors of the Issuer (the “Letter”). Pursuant to the Letter, in accordance with the provisions of the Issuer’s Bylaws (and not pursuant to the SEC’s Rule 14a-8) they nominated more than a dozen individuals as candidates for the board of the Issuer (the “Board”).

The Reporting Persons believe that in the past there may have been failures of corporate governance by the Board of the Issuer and that these failures may have contributed to the catastrophic fall in the Issuer’s stock price.

The Reporting Persons seek to improve the quality of the Issuer’s Board. The Reporting Persons believe that a newly reconstituted Board that includes some of their nominees will better serve the interests of all of the Issuer’s shareholders.

The Reporting Persons sought to avoid an expensive and distracting proxy contest. For this reason, the Reporting Persons were prepared to reach a reasonable compromise with the incumbent Board.

On November 10, 2020, the Reporting Persons filed a press release calling upon their fellow shareholders to withhold votes on all members of the Issuer’s Board of Directors in the upcoming election and to encourage the proxy advisory firms to do a detailed investigation of the incumbent Board members. The full text of the November 10, 2020 press release is incorporated by reference herein as Exhibit 99.3 and incorporated in this Item 4 by reference.

On November 19, 2020, the Reporting Persons filed another press release calling upon their fellow shareholders to withhold votes on all members of the Issuer’s Board of Directors in the upcoming election and to encourage the proxy advisory firms to do a detailed investigation of the incumbent Board members. The full text of the November 19, 2020 press release is incorporated by reference herein as Exhibit 99.4 and incorporated in this Item 4 by reference.

On December 2, 2020, the Reporting Persons filed another press release calling upon their fellow shareholders to withhold votes on all members of the Issuer's Board of Directors in the upcoming election and raising certain concerns regarding the qualifications and compensation of the Issuer's Chief Executive Officer. The full text of the December 2, 2020 press release is incorporated by reference herein as [Exhibit 99.5](#) and incorporated in this [Item 4](#) by reference.

On December 10, 2020, the Reporting Persons filed another press release noting that they believe that the slate of directors that are listed in the proxy mailed out by the Issuer do not represent the best interests of all shareholders, urging their fellow shareholders to withhold votes on all members of the Issuer's Board of Directors in the upcoming election and raising certain concerns regarding conflicts of interest between board members. The full text of the December 10, 2020 press release is incorporated by reference herein as [Exhibit 99.6](#) and incorporated in this [Item 4](#) by reference.

On December 17, 2020, the Reporting Persons filed another press release noting that they believe the lack of support shown by the shareholders of the Issuer at its December 15, 2020 Annual Meeting shows the Board of Directors of the Issuer needs to make changes as they no longer represent the best interests of all shareholders, and that they continue to be concerned with the Board's poor performance, conflicts of interest and potential violations of fiduciary duties and disclosure obligations. The Reporting Persons also called upon each individual shareholder and institutional shareholder of the Issuer to examine the actions of the Board with regard to the appointment and compensation of its new CEO and the sale of shares in October 2020, and to also examine all of the other potential distractions that the Board may face, and examine potential fiduciary duty issues and conflicts of interest that the Board may have; and further called for the incumbent Board of the Issuer to heed the voice of its shareholders and promptly add shareholder representatives to the Board in an effort to improve the overall quality of corporate governance and help drive shareholder returns. The full text of the December 17, 2020 press release is attached hereto as [Exhibit 99.7](#) and incorporated in this [Item 4](#) by reference.

The Reporting Persons acquired the Shares in the belief that the Shares were undervalued. The Reporting Persons have spoken to, and intend to continue to speak with, representatives of the Issuer's Board and management to discuss enhancing shareholder value and the potential for undertaking transactions which the Reporting Persons believe will be beneficial to stockholders of the Issuer, including the requested appointment of new members of the Board of the Issuer and the requested withholding (by shareholders of the Issuer) of votes for the Issuer's Board of Directors, as described above.

The Reporting Persons are considering all of their options, and while they have no present plan to do so (except as otherwise disclosed in this [Item 4](#)), they reserve the right and are considering whether to propose other transactions which relate to or would result in one or more of the actions specified in clauses (a) through (f) or (j) (as relates to (a) through (f)) of Item 4 of Schedule 13D (except as discussed above, in connection with a proposed change in the present board of directors and management of the Issuer, which may include proposals to change the number or term of directors or to fill vacancies on the Board). The Reporting persons have no present plan to propose any transaction which relates or would result in one or more of the actions specified in clauses (g) through (i) or (j) (as relates to (g) through (i)) of [Item 4](#) of Schedule 13D.

The Reporting Persons may, from time to time and at any time: (i) acquire additional Shares and/or other equity, debt, notes, instruments or other securities of the Issuer and/or its affiliates (collectively, "[Securities](#)") in the open market or otherwise; (ii) dispose of any or all of their Securities in the open market or otherwise; or (iii) engage in any hedging or similar transactions with respect to the Securities.

Item 7. Material to be Filed as Exhibits**Exhibit**

No.	Description
99.1	Joint Filing Agreement by and among Dr. Simon G. Kukes and Mr. J. Douglas Schick dated August 12, 2020 (Incorporated by reference to Exhibit 99.1 to Amendment No. 3 filed on August 12, 2020)
99.2	Press Release dated March 2, 2020 (Incorporated by reference to Exhibit 99.1 to Amendment No. 2 filed on March 2, 2020)
99.3	Press Release dated November 10, 2020 (Incorporated by reference to Exhibit 99.3 to Amendment No. 4 filed on November 10, 2020)
99.4	Press Release dated November 19, 2020 (Incorporated by reference to Exhibit 99.4 to Amendment No. 5 filed on November 19, 2020)
99.5	Press Release dated December 2, 2020 (Incorporated by reference to Exhibit 99.5 to Amendment No. 6 filed on December 2, 2020)
99.6	Press Release dated December 10, 2020 (Incorporated by reference to Exhibit 99.6 to Amendment No. 7 filed on December 10, 2020)
99.7*	Press Release dated December 17, 2020

* Attached hereto.

Signatures

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 17, 2020

/s/ Dr. Simon G. Kukes

Dr. Simon G. Kukes

Dated: December 17, 2020

/s/ Mr. J. Douglas Schick

Mr. J. Douglas Schick

SK Energy LLC

AMERICAN RESOURCES, INC.

Large Ring Energy, Inc. Shareholders Note Strong Lack of Support of Board and Management at Annual Meeting and Continue to be Concerned with Erosion of Shareholder Value, Conflicts of Interest and Potential Violations of Fiduciary Duties

HOUSTON, TX, December 17, 2020 /PRNewswire/-- American Resources, Inc., and SK Energy LLC, the investment vehicle of Dr. Simon Kukes, one of the largest shareholders of Ring Energy, Inc. (NYSE: REI), announced today that they believe the strong lack of support shown by the shareholders of Ring Energy at its December 15, 2020 Annual Meeting shows the Board needs to make changes as they no longer represent the best interests of all shareholders, and they continue to be concerned with the Board's poor performance, conflicts of interest and potential violations of fiduciary duties and disclosure obligations.

While Ring Energy's December 15, 2020 press release claims its shareholders voted "decisively" to approve the new Chairman and other Directors to the Board, less than half of the 68.6 million shares present and available to vote at the meeting actually voted in favor of the new Chairman and other Directors, **with 55% of shares present (~37.8 million shares) withholding votes either directly or through broker non-votes**. Hardly a "decisive" victory as portrayed by Ring Energy, with the reality being that **most of the shares present at the meeting did not support and approve the new Chairman and other Directors**, which was decidedly not the case in the past five years as illustrated in the chart below.

Director Votes	Votes For	Votes Withheld	Broker Non-Votes	Total
2020	45%	14%	41%	100%
2019	55%	11%	33%	100%
2018	65%	17%	18%	100%
2017	82%	2%	16%	100%
2016	83%	16%	N/A	100%

This clearly demonstrates a dramatic shift in shareholder support against the incumbent Board over the past few years.

SK Energy and American Resources believe the reason for this lack of support is due to Ring Energy's significant underperformance relative to its peers in the oil and gas sector --- indeed, Ring Energy's share price is down ~72% year to date through December 15th vs. a drop of ~34% in the XOP (SPDR S&P Oil & Gas Exploration & Production ETF) over the same period -- as well as the deep conflicts of interest on the Board and between the Board and its new CEO, the significant dilution created by Ring Energy's recent equity offering, and Ring Energy's potential fiduciary duty and disclosure issues related to the equity offering that was promptly followed by the termination of its Delaware asset sale, all of which have been previously discussed in recent announcements by SK Energy and American Resources.

In August 2020, SK Energy and American Resources proposed more than a dozen highly-qualified, independent individuals as candidates for the Board of Ring Energy -- none of whom were submitted to shareholders for approval at the recent Annual Meeting -- and SK Energy and American Resources again urge the Ring Energy Board to consider these candidates for immediate appointment to the Board.

575 N. Dairy Ashford • Suite 210 • Houston, Texas 77079

SK Energy and American Resources continue to call upon each individual shareholder and institutional shareholder of Ring Energy to examine the actions of the Board of Directors with regard to the appointment and compensation of its new CEO and the sale of Ring Energy shares in October 2020, and to also examine all of the other potential distractions that the Board may face and examine potential fiduciary duty issues and conflicts of interest that the Board may have.

Given the significant lack of support of the Board as evidenced by their dismal Annual Meeting voting results, SK Energy and American Resources believe it is imperative that the incumbent Board heed the voice of its shareholders and promptly add shareholder representatives to the Board in an effort to improve the overall quality of corporate governance and help drive shareholder returns.

About SK Energy LLC and Dr. Simon Kukes

SK Energy LLC is an investment company owned by Dr. Simon Kukes, a globally-renowned oil and gas industry executive. Dr. Kukes has held various positions over the years, including as President and CEO of Tyumen Oil Company (TNK) where he was involved in the ~\$20 billion merger of TNK and British Petroleum to form TNK-BP in 2003, and as CEO of Hess Corporation's (NYSE: HES) Samara-Nafta subsidiary, where he was instrumental in the subsidiary's \$2.05 billion sale to Lukoil in 2013. He is also currently the largest shareholder, CEO and director of PEDEVCO Corp. (NYSE MKT: PED), an NYSE-listed oil and gas company active in the Permian and D-J Basins.

About American Resources, Inc.

American Resources, Inc. ("ARI") is a Houston, Texas based oil and gas investment, development and operating company focused on acquisition of underexploited, distressed and/or undervalued oil and gas assets and companies where ARI believes its involvement can add value. ARI strives to maximize value through active management of assets and/or board level participation in its corporate investments.

About Ring Energy, Inc.

Founded in 2012, Ring Energy is a Midland, Texas-based oil and gas exploration, development and production company with current operations in the Permian Basin of West Texas and is recognized as the top producing oil basin in North America.

SOURCE: SK Energy LLC and American Resources, Inc.

575 N. Dairy Ashford • Suite 210 • Houston, Texas 77079
