

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-11** | Period of Report: **2012-11-23**
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([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

Dugas David

CIK: **1470706**

Type: **4** | Act: **34** | File No.: **000-52506** | Film No.: **13525034**

Mailing Address
*1255 LIONS CLUB ROAD
SCOTT LA 70583*

ISSUER

ESP Resources, Inc.

CIK: **1346526** | IRS No.: **980440762** | State of Incorporation: **NV** | Fiscal Year End: **1231**
SIC: **2800** Chemicals & allied products

Mailing Address
*1255 LIONS CLUB ROAD
SCOTT LA 70583*

Business Address
*1255 LIONS CLUB ROAD
SCOTT LA 70583
1-337-706-7056*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person Dugas David			2. Issuer Name and Ticker or Trading Symbol ESP Resources, Inc. [ESPI]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/23/2012			
111 LIONS CLUB STREET						
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(City)	(State)	(Zip)				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Common Stock	11/23/2012		A		1,000,000 ⁽¹⁾	A	\$0.09	7,800,000	D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Options	\$0.09	11/23/2012		A		800,000 ⁽²⁾		11/23/2012	11/23/2022	Common Stock	800,000 ⁽²⁾	12,000,000	D	

Explanation of Responses:

- On November 23, 2012, the Board of Directors of the Company granted Mr. Dugas 5,000,000 shares of the Company's common stock with 1,000,000 of the shares vesting on November 23, 2012, 1,000,000 of the shares vesting on May 23, 2013, 1,000,000 of the shares vesting on November 23, 2013, 1,000,000 of the shares vesting on May 23, 2014 and 1,000,000 of the shares vesting on November 23, 2014.
- On November 23, 2012, the Board of Directors of the Company granted Mr. Dugas an option to purchase 4,000,000 shares of the Company's common stock at an exercise price of \$0.09 per share, with 800,000 of the shares subject to the option vesting on November 23, 2012, 800,000 of the shares subject to the option vesting on May 23, 2013, 800,000 of the shares subject to the option vesting on November 23, 2013, 800,000 of the shares subject to the option vesting on May 23, 2014 and 800,000 of the shares subject to the option vesting on November 23, 2014.

Signatures

/s/David Dugas

01/09/2013

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.