

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2013-01-11** | Period of Report: **2013-01-11**
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REPORTING OWNER

Dugas David

CIK: **1470706**

Type: **5** | Act: **34** | File No.: **000-52506** | Film No.: **13525045**

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 5

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

Form 3 Holdings Reported

Form 4 Transactions Reported

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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ANNUAL 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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 01/11/2013			
111 LIONS CLUB STREET			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(Street)						
(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D) Price			
Common Stock						7,800,000 (3) (5) (7)	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)
						(A) (D)	Date Exercisable Expiration Date					
Options						(1) (2) (4) (6)	(1) (2) (4) (6)	Common Stock	12,000,000	12,000,000	D	

Explanation of Responses:

- On September 21, 2010, the Board of Directors of the Company granted Mr. Dugas an option to purchase 6,000,000 shares of the Company's common stock at the then current market price, or an exercise price of \$0.15 per share, with 2,000,000 of the shares subject to the option vesting on September 21, 2010, 2,000,000 of the shares subject to the option vesting on September 21, 2011 and 2,000,000 of the shares subject to the option vesting on September 21, 2012.
- On July 10, 2012, through the Board of Directors, the Company granted options to purchase 6,000,000 shares to Mr. Dugas. These options were granted with an exercise price equal to \$0.10 per share and vest 20% over 5 years, beginning on the date of grant.

3. On July 10, 2012, through the Board of Directors, the Company granted 6,500,000 shares of restricted common stock to Mr. Dugas. These shares were granted at \$0.10 per share and vest 20% over 5 years beginning on the grant date.
4. On June 1, 2011, the Board of Directors of the Company granted Mr. Dugas an option to purchase 5,000,000 shares of the Company's common stock at an exercise price of \$0.14 per share, with 1,000,000 of the shares subject to the option vesting on June 1, 2011, 1,000,000 of the shares subject to the option vesting on December 1, 2011, 1,000,000 of the shares subject to the option vesting on June 1, 2012, 1,000,000 of the shares subject to the option vesting on December 1, 2012 and 1,000,000 of the shares subject to the option vesting on June 1, 2013.
5. On October 1, 2011, the Board of Directors of the Company granted Mr. Dugas 2,000,000 shares of the Company's common stock that vested on date of grant, or on October 1, 2011.
6. 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.
7. 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.

Signatures

/s/David Dugas

** Signature of Reporting Person

01/11/2013

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.