

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2012-12-31**
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(HTML Version on secdatabase.com)

REPORTING OWNER

Griffin Randy M

CIK: **1491076**

Type: **5** | Act: **34** | File No.: **000-53972** | Film No.: **13550243**

Mailing Address

5220 SPRING VALLEY RD

SUITE 525

DALLAS TX 75254

ISSUER

Mesa Energy Holdings, Inc.

CIK: **1425597** | IRS No.: **261324237** | State of Incorporation: **DE** | Fiscal Year End: **1231**

SIC: **1000** Metal mining

Mailing Address

5220 SPRING VALLEY RD.

SUITE 525

DALLAS TX 75254

Business Address

5220 SPRING VALLEY RD.

SUITE 525

DALLAS TX 75254

(972) 490-9595

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 Griffin Randy M			2. Issuer Name and Ticker or Trading Symbol Mesa Energy Holdings, Inc. [MESH]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman and CEO			
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2012					
MESA ENERGY HOLDINGS, INC., 5220 SPRING VALLEY ROAD, SUITE 525			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) DALLAS, TX 75254								
(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, \$0.0001 par value	12/07/2012		G	900,000	D	\$ 0 ⁽¹⁾	5,540,601	D	
Common Stock, \$0.0001 par value							1,904,000	I ⁽²⁾	By Sycamore Resources, Inc.
Common Stock, \$0.0001 par value							1,735,740	I ⁽³⁾	By Amagosa Investments Ltd.

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						
Employee Incentive Stock Option (right to buy) ⁽⁴⁾	\$0.15	06/30/2011		A 4	1,000,000		06/30/2012	06/30/2016	Common Stock	1,000,000	\$ 0	1,000,000	D	
Option to Purchase Outstanding Common Stock (right to buy)	\$0.1	12/17/2012		J 4		1,332,539	⁽⁵⁾	⁽⁵⁾	Common Stock	1,332,539	\$10	0	D	
Option to Purchase Outstanding Common Stock (right to buy)	\$0.1	12/17/2012		P 4 ⁽⁶⁾	1,800,000		12/17/2012	06/01/2015	Common Stock	1,800,000	\$10	1,800,000	D	

Option to Purchase Outstanding Common Stock (right to buy)	\$0.1	12/17/2012	J 4	3,667,461	(Z)	(Z)	Common Stock	3,667,461	\$10	1,800,000 ⁽⁶⁾	D
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Explanation of Responses:

1. On December 7, 2012 Mr. Griffin gifted 900,000 shares of the common stock of Mesa Energy Holdings, Inc., which he directly owned.
2. Mr. Griffin is the sole officer, director and shareholder of this entity.
3. Mr. Griffin is the general partner and has voting and dispositive power over the shares owned by this entity.
4. Granted under the Issuer's 2009 Equity Incentive Plan.
5. Cancellation for value of fully vested option to purchase common stock of the Issuer purchased from Unruh & Unruh Properties, LP, owned by Ray Unruh, President of the Issuer, pursuant to agreement between the parties dated December 17, 2012.
6. Option (fully vested) to purchase common stock of the Issuer purchased from Ray Unruh, President of the Issuer. Pursuant to the agreement between the parties dated December 12, 2012, this option supersedes and cancels the previous option agreement between the parties dated June 10, 2010 pursuant to which Mr. Griffin purchased from Mr. Unruh an option to purchase 3,667,461 shares of common stock of the Issuer.
7. Cancellation for value of fully vested option to purchase common stock of the Issuer purchased from Ray Unruh, President of the Issuer, pursuant to agreement between the parties dated December 12, 2012.

Signatures

/s/ Randy M. Griffin

** Signature of Reporting Person

01/28/2013

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.