

# 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](http://secdatabase.com))

### REPORTING OWNER

**Unruh Ray L**

CIK: **1491075**

Type: **5** | Act: **34** | File No.: **000-53972** | Film No.: **13552619**

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 <b>Unruh Ray L</b>			2. Issuer Name and Ticker or Trading Symbol <b>Mesa Energy Holdings, Inc. [MSEH]</b>			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) <b>President and Sec.</b>		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <b>12/31/2012</b>					
MESA ENERGY HOLDINGS, INC., 5220 SPRING VALLEY ROAD, SUITE 615			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) <b>DALLAS, TX 75254</b>								
(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	12/17/2012		G <sup>(1)</sup>	1,900,000	D	\$ 0	1,875,000 <sup>(2)</sup>	D	
Common Stock	12/17/2012		J <sup>(3)</sup>	2,249,722	D	\$ 0	0	I	By Cherokee Financial Corp.
Common Stock	12/17/2012		J <sup>(3)</sup>	2,763,424	A	\$ 0	5,395,963	I	By Unruh & Unruh Properties Ltd.
Common Stock							770,830	I	By Ray L. Unruh Profit Sahrng Plan

**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						Title
Option to Sell Outstanding Common Stock (right to sell)	\$0.1	12/17/2012		J 4		1,332,539	(4)	(4)	Common Stock	1,332,539	\$10	0	I	Option sold by Unruh & Unruh Properties, Ltd.
Option to Sell Outstanding Common Stock (right to sell)	\$0.1	12/17/2012		S 4 <sup>(5)</sup>		1,800,000		12/17/2012 06/01/2015	Common Stock	1,800,000	\$10	1,800,000	D	

Option to Sell Outstanding Common Stock (right to sell)	\$0.1	12/17/2012	J 4	3,667,461	(6)	(6)	Common Stock	3,667,461	\$10	0	D
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**Explanation of Responses:**

1. On December 17, 2012, Mr. Unruh gifted 1,900,000 shares of the common stock of the Issuer, which he directly owned. On that date he also transferred 513,702 shares to Unruh & Unruh Properties Ltd. of which Mr. Unruh is the president and general partner.
2. Includes 75,000 shares under a restricted stock grant pursuant to the Issuer's 2009 Equity Incentive Plan, of which 30,000 shares will vest on March 30, 2013 and 45,000 shares, on September 30, 2013.
3. Ray L. Unruh transferred 2,249,722 shares of the common stock of the Issuer from Cherokee Financial Corp., of which Mr. Unruh is the sole officer, director and shareholder, to Unruh & Unruh Properties Ltd.
4. Cancellation for value of fully vested option to sell outstanding common stock of the Issuer sold to Randy Griffin, Chief Executive Officer of the Issuer, pursuant to agreement between the parties dated December 17, 2012.
5. Option (fully vested) to sell outstanding common stock of the Issuer sold to Randy Griffin, Chief Executive Officer 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. Unruh sold to Mr. Griffin an option to purchase 3,667,461 shares of outstanding common stock of the Issuer.
6. Cancellation for value of fully vested option to sell outstanding common stock of the Issuer sold to Randy Griffin, Chief Executive Officer of the Issuer, pursuant to agreement between the parties dated December 12, 2012.

**Signatures**

/s/ Ray L. Unruh

\*\* 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.

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