

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): **December 7, 2011**

Ring Energy, Inc.

(Exact Name of Registrant as Specified in Charter)

Nevada
(State or Other Jurisdiction of
Incorporation)

000-53929
Commission File Number

90-0406406
(IRS Employer Identification No.)

18 ½ East State Street, Suite 202, Redlands, CA
(Address of principal executive offices)

92373
(Zip Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.02 Unregistered Sales of Equity Securities.

On January 20, 2012, we filed a report on Form 8-K dated December 7, 2011, disclosing the sales of unregistered securities in two offerings. The disclosure of the first offering completed on December 23, 2011, failed to report four additional shares sold in the offering. The disclosure of the second offering which commenced on December 23, 2011, overstated the number of shares sold in the offering by 12,000 shares. Set forth below are disclosures about each offering correcting the prior disclosure reported in the original report on Form 8-K:

On December 23, 2011, the Company completed its non-public offering of its common stock and sold a total of 1,167,504 shares at \$4.00 per share for gross proceeds of \$4,670,016. We incurred \$4,847 for legal fees, state registration fees, and bank charges in conjunction with this offering. At December 7, 2011, the number of shares sold in this offering exceeded 5% of the number of common shares outstanding based on the number of shares outstanding as reported in the Company's last periodic report. These shares were issued without registration under the Securities Act by reason of the exemption from registration afforded by the provisions of Section 4(6) and/or Section 4(2) thereof, and Rule 506 promulgated thereunder, as a transaction by an issuer not involving any public offering.

Each of the 27 investors in this offering was an accredited investor as defined in Regulation D. Each investor delivered appropriate investment representations with respect to these issuances and consented to the imposition of restrictive legends upon the stock certificates representing the shares. Each investor represented that he, she or it had not entered into the transaction with us as a result of or subsequent to any advertisement, article, notice, or other communication published in any newspaper, magazine, or similar media or broadcast on television or radio, or presented at any seminar or meeting. Each investor was afforded the opportunity to ask questions of our management and to receive answers concerning the terms and conditions of the transaction. No underwriting discounts or commissions were paid in connection with the stock issuance.

On December 23, 2011, the Company commenced another non-public offering of its common stock. As of January 30, 2012, the Company has sold a total of 1,071,180 shares at \$4.00 per share for gross proceeds of \$4,284,720. We incurred \$4,165 for legal fees, state registration fees, and bank charges in conjunction with this offering. These shares were issued without registration under the Securities Act by reason of the exemption from registration afforded by the provisions of Section 4(6) and/or Section 4(2) thereof, and Rule 506 promulgated thereunder, as a transaction by an issuer not involving any public offering. Each of the 36 investors in this offering was an accredited investor as defined in Regulation D. Each investor delivered appropriate investment representations with respect to these issuances and consented to the imposition of restrictive legends upon the stock certificates representing the shares. Each investor represented that he, she or it had not entered into the transaction with us as a result of or subsequent to any advertisement, article, notice, or other communication published in any newspaper, magazine, or similar media or broadcast on television or radio, or presented at any seminar or meeting. Each investor was afforded the opportunity to ask questions of our management and to receive answers concerning the terms and conditions of the transaction. No underwriting discounts or commissions were paid in connection with the stock issuance.

The shares sold in the above offerings were not and will not be registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Ring Energy, Inc.

Date: March 1, 2012

By: /s/ Robert Steve Owens
Robert "Steve" Owens
Chief Executive Officer