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

**Form S-3
REGISTRATION STATEMENT**
UNDER THE SECURITIES ACT OF 1933



(Exact name of registrant as specified in its charter)

Nevada
(State of incorporation)

90-0406406
(IRS Employer Identification No.)

901 West Wall St., 3rd Floor
Midland, TX
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

William R. Broaddrick
Chief Financial Officer
6555 S. Lewis Ave, Suite 200
Tulsa, Oklahoma 74136
(918) 499-3880
(Name, address, including zip code, and telephone number, including are code, of agent for service)

With a copy to:
Mark L. Jones
Andrew Campbell
Baker & Hostetler LLP
811 Main Street, Suite 1100
Houston, TX 77002
Telephone: (713) 646-1395

Approximate Date of Commencement of Proposed Sale to the Public: From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: (Registration No. 333-200324)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box:

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box:

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered (1)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (3)
Common stock, par value \$0.001 per share	\$3,593,125	\$416.44

- (1) This registration statement (this "Registration Statement") relates to the registration statement on Form S-3 (Registration No. 333-200324) of Ring Energy, Inc. (the "Company") filed with the U.S. Securities and Exchange Commission on November 18, 2014 and declared effective on December 3, 2014 (the "Prior Registration Statement"), pursuant to which the Company registered up to a maximum aggregate amount of \$200,000,000 of the Company's common stock. This registration statement is being filed to register up to an additional maximum aggregate amount of the Company's common stock pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act").
- (2) As of the date of this Registration Statement, the maximum aggregate offering price of securities which remain to be offered pursuant to the Prior Registration Statement is \$82,700,000. The maximum aggregate offering price of the additional securities being registered hereby pursuant to Rule 462(b) under the Securities Act is \$3,593,125, which represents approximately 4% of the maximum aggregate offering price of securities remaining on the Prior Registration Statement.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended.

This Registration Statement will become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) of the Securities Act.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement is being filed by the Company with respect to the registration of an additional maximum aggregate amount of the Company's common stock, par value \$0.001 per share, pursuant to Rule 462(b) under the Securities Act. This Registration Statement relates to the Prior Registration Statement, which was declared effective by the Securities and Exchange Commission on December 3, 2014. The Company is filing this Registration Statement for the sole purpose of increasing the maximum aggregate amount of common stock that may be offered by the Company by \$3,593,125. Pursuant to Rule 462(b), the contents of the Prior Registration Statement are incorporated by reference into this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Midland, State of Texas, on December 6, 2016.

RING ENERGY, INC.

By: /s/ Kelly Hoffman
Name: Kelly Hoffman
Title: Chief Executive Officer and Director

By: /s/ William R. Broaddrick
Name: William R. Broaddrick
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons on behalf of the Registrant in the capacities and on the dates indicated below.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Kelly Hoffman</u> Kelly Hoffman	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	December 6, 2016
<u>/s/ William R. Broaddrick</u> William R. Broaddrick	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	December 6, 2016
<u>*</u> Lloyd T. (Tim) Rochford	Director	December 6, 2016
<u>*</u> Stanley McCabe	Director	December 6, 2016
<u>*</u> David A. Fowler	Director	December 6, 2016
<u>*</u> Anthony B. Petrelli	Director	December 6, 2016

*By: /s/ William R. Broaddrick
William R. Broaddrick
Attorney-in-fact

EXHIBIT INDEX

No.	Description of Document
5.1	Opinion of Dickinson Wright PLLC
23.1	Consent of Eide Bailly LLP
23.2	Consent of Cawley, Gillespie & Associates, Inc.
23.3	Consent of Williamson Petroleum Consultants, Inc.
23.4	Consent of Dickinson Wright PLLC (included in Exhibit 5.1)
24.1	Powers of attorney (included in the signature page to Registration Statement No. 333-200324)



100 West Liberty Street, Suite 940
 Reno, NV 89501-1991
 Telephone: (775) 343-7500
 Facsimile: (775) 786-0131
<http://www.dickinsonwright.com>

December 6, 2016

Ring Energy, Inc.
 901 West Wall St., 3rd Floor
 Midland, Texas 79702

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel to Ring Energy, Inc., a Nevada corporation (the “*Company*”), in connection with an underwritten public offering (the “*Offering*”) of 7,503,750 shares of the Company’s common stock, par value \$.001 per share (“*Common Stock*”), to be issued and sold by the Company (the “*Shares*”) under its Registration Statement on Form S-3 filed on November 18, 2014, declared effective on December 3, 2014 (such Registration Statement, together with the registration statement filed by the Company on the date hereof pursuant to Rule 462(b), being collectively referred to herein as the “*Registration Statement*”), the prospectus supplement, dated December 5, 2016, together with the base prospectus (the “*Prospectus*”), and the Underwriting Agreement dated December 6, 2016 (the “*Underwriting Agreement*”), by and between the Company and SunTrust Robinson Humphrey, Inc. and Seaport Global Securities LLC, as representatives of the several underwriters named therein (the “*Underwriters*”). All capitalized terms used in this letter without definition have the meanings assigned to them in the Underwriting Agreement.

This letter is being furnished pursuant to Item 16 of Form S-3 and Item 601(b)(5)(i) of Regulation S-K, as promulgated by the U.S. Securities and Exchange Commission (the “*Commission*”).

For the purpose of rendering our opinion set forth herein, we have examined and relied on (i) a Secretary’s Certificate, dated as of December 5, 2016, executed by the Secretary of the Company (the “*Certifying Officer*”); (ii) the articles of incorporation and bylaws of the Company, certified by the Certifying Officer as of December 5, 2016; (iii) the Registration Statement, as furnished to us by the Company (excluding items incorporated therein by reference); (iv) resolutions of the board of directors (the “*Board*”), certified by the Certifying Officer as of December 5, 2016; and (v) such other records and documents as we considered appropriate.

We have assumed the following: (A) the documents reviewed and relied upon in giving this opinion are true and correct copies of the original documents, and the signatures on such documents are genuine; (B) the legal capacity of natural persons executing all relevant documents; (C) the accuracy and completeness of all corporate records provided to us by the Company and all public records reviewed by us; (D) the representations of the officers and employees of the Company are correct as to questions of fact, and the veracity as of the date of this letter of the certificates, records, documents and other instruments furnished to us even if signed or issued on an earlier date (although we have neither independently verified the statements made therein nor investigated the basis for the representations contained therein); (E) the accuracy and completeness of factual statements contained in the documents we reviewed; (F) the Registration Statement has been declared effective pursuant to the Securities Act; (G) the investors will actually pay in full all amounts that they have agreed to pay to purchase the Common Stock; and (H) no changes in Applicable Law (as hereinafter defined) between the date of this letter and the date of the events that are the subject of this letter.

ARIZONA	FLORIDA	KENTUCKY	MICHIGAN	NEVADA	
	OHIO	TENNESSEE	TEXAS	TORONTO	WASHINGTON DC

Based on our review and subject to the assumptions, qualifications and limitations set forth herein, we are of the opinion that the Shares, when issued by the Company and paid therefore by the Underwriters, will be validly issued, fully paid and non-assessable.

This opinion set forth herein is expressly limited to the laws of the State of Nevada, including all applicable provisions of Nevada statutes and the Constitution of the State of Nevada and published decisions of Nevada courts interpreting those provisions (“*Applicable Law*”). No opinion is given or implied regarding federal law or the laws of any jurisdiction other than the laws of the State of Nevada as currently in effect.

We hereby consent to the filing of this opinion as an exhibit to the Company’s Registration Statement to be filed with the Commission. This opinion may not be used or relied upon for any other purpose. In giving this consent, we do not admit that we are within the category of persons whose consent is required under the Act or the rules and regulations of the Commission promulgated under the Act.

Our opinion herein is rendered as of the date of this letter, and we disclaim any obligation to advise you of facts, circumstances, events or developments that hereafter may come to our attention and that may alter, affect or modify such opinion. Our opinion is expressly limited to the matters set forth above, and we render no opinion, by implication or otherwise, as to any other matters relating to the Company, the Registration Statement, the Shares, or any securities other than the Shares.

Very truly yours,

/s/ Dickinson Wright PLLC

ARIZONA	FLORIDA	KENTUCKY	MICHIGAN	NEVADA	
	OHIO	TENNESSEE	TEXAS	TORONTO	WASHINGTON DC



Consent of Independent Auditors

We have issued our report dated March 15, 2016, with respect to the consolidated financial statements in the Annual Report of Ring Energy, Inc. on Form 10-K for the year ended December 31, 2015. We consent to the incorporation by reference of the aforementioned report in this Registration Statement, which relates to a prior Registration Statement on Form S-3 (Registration No. 333-200324), and to the use of our name as it appears under the caption "Experts."

/s/ Eide Bailly LLP

Eide Bailly LLP
Salt Lake City, Utah
December 5, 2016

CAWLEY, GILLESPIE & ASSOCIATES, INC.

PETROLEUM CONSULTANTS

**302 FORT WORTH CLUB BUILDING
306 WEST SEVENTH STREET
FORT WORTH, TEXAS 76102-4987
(817) 336-2461**

December 5, 2016

As independent oil and gas consultants, the undersigned hereby consents to the use of information contained in our report in this Registration Statement, which relates to a prior Registration Statement on Form S-3 (Registration No. 333-200324) and to all references to our firm in the Registration Statement.

Sincerely,

/s/ Cawley, Gillespie & Associates, Inc.

Cawley, Gillespie & Associates, Inc.
Texas Registered Engineering Firm F-693

Williamson Petroleum Consultants, Inc.
Texas Registered Engineering Firm F-81
303 Veterans Airpark Lane, Suite 1100
Midland, Texas 79705
Phone: 432-685-6100
Fax: 432-685-3909
E-Mail: wpc@wpc-inc.com

December 5, 2016

CONSENT OF INDEPENDENT PETROLEUM ENGINEERS

As independent oil and gas consultants, we hereby consent to the inclusion of our report and the information contained therein in this Registration Statement, which relates to a prior Registration Statement on Form S-3 (Registration No. 333-200324) and to all references to our firm in the Registration Statement.

/s/ Williamson Petroleum Consultants, Inc.

Williamson Petroleum Consultants, Inc. F-81
