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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report: February 3, 2026**  
*(Date of earliest event reported)*

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**RING ENERGY, INC.**

(Exact name of registrant as specified in its charter)

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**Nevada**

(State or other jurisdiction of incorporation)

**001-36057**

(Commission File Number)

**90-0406406**

(IRS Employer Identification No.)

**1725 Hughes Landing Blvd., Suite 900  
The Woodlands, TX 77380**

(Address of principal executive offices) (Zip Code)

**(281) 397-3699**

(Registrant's telephone number, including area code)

**Not Applicable.**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation 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 communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock, \$0.001 par value</b>	<b>REI</b>	<b>NYSE American</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 3, 2026, Ring Energy, Inc. (the “Company”) announced that the Board of Directors (the “Board”) of the Company appointed Sundip “Sonu” S. Johl as Executive Vice President, Chief Financial Officer and Treasurer of the Company, effective February 27, 2026.

Mr. Johl, age 49, brings more than 20 years of experience across upstream oil and gas investment banking, corporate finance, and strategic advisory roles, with deep expertise in mergers and acquisitions, capital markets, valuation, and financial strategy. From 2020 through January 2026, Mr. Johl was Managing Director, Co-Head of Energy Investment Banking, at Raymond James & Associates, Inc., where he advised public and private E&P companies doing business in the Permian Basin and other major U.S. onshore basins. From 2018 to 2020, Mr. Johl was Managing Director, Co-Head of E&P at UBS Investment Banking Global Energy Group. From 2009 to 2018, Mr. Johl was a Director at Citi Investment Banking Global Energy Group. He has a Bachelor of Science degree in Electrical Engineering from San Jose State University and a Master of Business Administration degree from the Darden Graduate School of Business Administration at the University of Virginia.

There are no family relationships between Mr. Johl and any of the Company’s directors or executive officers. Except as set forth below, there is no arrangement or understanding between Mr. Johl and any other persons pursuant to which Mr. Johl was appointed an officer of the Company. There are no related party transactions involving Mr. Johl that are reportable under Item 404(a) of Regulation S-K.

In connection with Mr. Johl’s appointment as Executive Vice President, Chief Financial Officer and Treasurer of the Company, the Company entered into an offer letter with Mr. Johl on January 29, 2026 (the “Offer Letter”).

The Offer Letter provides that he will (i) receive an annual base salary of \$425,000; (ii) be eligible to participate in the Company’s annual incentive plan with a target incentive of 75% of his base salary (pro-rated for 2026); (iii) be eligible to participate in the Company’s long-term incentive plan beginning in 2027 with an anticipated target incentive of approximately \$1.0 million; and (iv) be eligible to participate in the Company’s health and welfare benefit plans generally available to all employees of the Company.

In addition, in connection with Mr. Johl’s appointment, he will be designated as a Tier 2 Officer under the Company’s Change in Control and Severance Benefit Plan as such plan is described in the Company’s Definitive Proxy Statement filed on Schedule 14A with the Securities and Exchange Commission on April 11, 2025.

Further, in connection with the commencement of his employment, as a material inducement to his joining the Company, the Company will grant a restricted stock unit award (the “RSU Inducement Award”) and a performance stock unit (“PSUs”) award (the “PSU Inducement Award”) to Mr. Johl. The RSU Inducement Award will have a fair market value of approximately \$400,000 and will vest in three equal annual installments, subject to Mr. Johl’s continued employment with the Company on the relevant vesting date. The PSU Inducement Award will have a target value of approximately \$600,000 and will vest only upon the completion of a three-year performance period, subject to the continued employment of Mr. Johl with the Company through the vesting date. No PSUs will vest, and no shares will be issued, unless and until the three-year service requirement has been satisfied and the applicable performance thresholds have been achieved.

The foregoing description of the Offer Letter is qualified in its entirety by the terms of the Offer Letter, a copy of which is attached to this Current Report on Form 8-K as Exhibit 10.1 and is incorporated herein by reference.

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**Item 7.01 Regulation FD Disclosure.**

On February 3, 2026, the Company issued a press release announcing the appointment of Mr. Johl. A copy of the press release is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 7.01 by reference.

The information in this Current Report on Form 8-K furnished pursuant to Item 7.01, including Exhibit 99.1, shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to liability under that section, and they shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing. By filing this Current Report on Form 8-K and furnishing this information pursuant to Item 7.01, the Company makes no admission as to the materiality of any information in this Current Report on Form 8-K, including Exhibit 99.1, that is required to be disclosed solely by Regulation FD.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibits are included with this Current Report on Form 8-K:

Exhibit No.	Description
<u>10.1</u>	Offer Letter between Ring Energy, Inc. and Sundip S. Johl dated January 29, 2026.
<u>99.1</u>	Press Release dated February 3, 2026.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURE**

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: February 3, 2026

By: /s/ Paul D. McKinney

Paul D. McKinney

Chairman and Chief Executive Officer

January 23, 2026

Dear Sonu Johl,

The Board of Directors (the “Board”) of Ring Energy, Inc. (the “Company”) is very pleased to offer you the position of **Executive Vice President, Chief Financial Officer & Treasurer**. We believe you have the right combination of skills and experience for this position and look forward to you joining our executive team. The specifics of our offer are as follows:

**Compensation:** Base salary at an annual rate of **\$425,000**, to be paid in accordance with the Company’s regular payroll practices.

**Benefits:** Your 2026 elected benefits will begin the first of the month following your Start Date, which include participation in Company benefits including **240 hours PTO**/sick leave, holidays, group health coverage, dental, and vision.

**Annual Incentive Plan (AIP)**

You are eligible to participate in our Annual Incentive Plan (“AIP”) (annual cash incentive awards) with a target participation percentage of **75%** of your base salary. AIP awards are based on Company and individual performance with metrics set by the Board. Actual payout amounts may be greater than or less than the target amount and will be limited to a maximum payout of 200% of the AIP target amount. You are eligible for a 2026 AIP award; however, it will be prorated based upon your Start Date.

**Long Term Incentive Plan (LTIP)**

You are eligible to participate in our annual Long-Term Incentive Plan (“LTIP”) (equity award program) with an anticipated target value of **\$1,000,000** annually. Currently, forty percent (40%) of the LTIP award for your position shall be allocated to restricted stock units (“RSU”) with one-third vesting annually over three years. The remaining sixty percent (60%) shall be allocated to performance stock units (“PSU”) with three-year cliff vesting. The LTIP target amount and allocation percentage, and the PSU performance measures are determined by the Board in its sole discretion and are subject to change. Based on the Company’s performance during the three-year performance period, actual shares vested for PSU awards may be greater than or less than the target amount and will be limited to a maximum of 200% of the PSU target amount.

**Change-in-Control and Severance Benefits Plan (the “CIC Plan”)**

You are eligible to participate in the CIC Plan as a **Tier II Officer** as such term is defined in the CIC Plan. As part of your on-boarding process, you will receive a participation agreement to which you will need to execute to become eligible. A copy of the CIC Plan is enclosed.

The Company offers a 401K Plan and will match dollar for dollar your contributions up to six percent (6%) of your base salary. You will be eligible for the 401K Plan after three months of employment.

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**Start Date:** Your start date will be April 27, 2026 or such other date to which you and the Board may mutually agree (“Start Date”).

**Sign-on Equity:** As a material inducement for you to commence employment with the Company, you will be granted an RSU award and a PSU award with an aggregate fair value of approximately \$1,000,000 and allocated forty percent (40%) to time-vested RSUs and sixty percent (60%) to performance-based PSUs (collectively, the “Inducement Awards”), subject to the terms of award agreements to be entered into between you and the Company. The Inducement Awards will be granted in accordance with Section 711(a) of the NYSE American Company Guide. The Inducement Awards will be granted outside of the Company’s 2021 Omnibus Incentive Plan (the “2021 Plan”) and will be in lieu of a 2026 LTIP award. The Inducement Awards will be granted within ten business days of your Start Date; provided, however, they will not be granted prior to the later of February 18, 2026 and the filing of a registration statement on Form S-8 covering the shares of the Company’s common stock underlying the Inducement Awards. The RSU Inducement Award will vest in three equal annual installments beginning on the first anniversary of the award date, subject to your continued employment with the Company and the terms of the award agreement. The PSU Inducement Award will vest pursuant to a three-year cliff-vesting schedule with the number of shares vesting based on the achievement of the performance metrics as determined by the Board, subject to your continued employment with the Company and the terms of the award agreement.

This offer is contingent upon your satisfactory completion of the required pre-employment procedures, including a background check, drug and alcohol screening and your providing evidence of your eligibility for employment as required by law (Form I-9).

Notwithstanding anything in this letter or any other communications to the contrary, the employment relationship between you and the Company shall at all times remain at-will, and this offer letter does not constitute an employment agreement. Accordingly, either you or the Company may terminate the employment relationship at any time for any reason with or without notice, except as prohibited by law. Likewise, the Company may withdraw this offer at any time prior to your acceptance.

Please confirm your acceptance of this offer by signing below. If you have any questions about this offer, please feel free to contact me at 432-682-7464. I look forward to having you join our team.

Sincerely,

/s/ Paul D. McKinney

Paul D. McKinney  
Chairman and CEO

**ACCEPTED THIS 29th DAY OF January, 2026:**

/s/ Sonu Johl  
SONU JOHL



**FOR IMMEDIATE RELEASE    NYSE American – REI**

**RING ENERGY ANNOUNCES SONU JOHL NAMED NEW CHIEF FINANCIAL OFFICER**

*The Woodlands, TX – February 3, 2026* – Ring Energy, Inc. (NYSE American: REI) (“Ring” or the “Company”) today announced that Mr. Sundip (“Sonu”) Singh Johl will be joining the Company as its Executive Vice President, Chief Financial Officer and Treasurer effective February 27, 2026.

Mr. Johl brings more than 20 years of experience across upstream oil and gas investment banking, corporate finance, and strategic advisory roles, with deep expertise in mergers and acquisitions, capital markets, valuation, and financial strategy. From 2020 through January 2026, Mr. Johl was Managing Director, Co-Head of Energy Investment Banking at Raymond James & Associates, Inc., where he advised public and private E&P companies doing business in the Permian Basin as well as other major U.S. onshore basins. From 2018 to 2020, Mr. Johl was Managing Director, Co-Head of E&P at UBS Investment Banking Global Energy Group. From 2009 to 2018, Mr. Johl was a Director at Citi Investment Banking Global Energy Group. He has a Bachelor of Science degree in Electrical Engineering from San Jose State University and a Master of Business Administration degree from the Darden Graduate School of Business Administration at the University of Virginia.

Mr. Paul D. McKinney, Chairman of the Board and Chief Executive Officer, commented, “We are excited to welcome Sonu Johl to our executive management team. His many years of experience in upstream E&P banking, corporate finance and strategic advisory services for public energy producers will be invaluable to us as we continue our path toward building size and scale while creating value for our shareholders.” Mr. McKinney continued, “We have known and worked with Sonu for several years in his investment banking capacity and are confident he will leverage his knowledge and experience toward elevating Ring’s financial and capital markets business acumen. We look forward welcoming him to the Ring family.”

**About Ring Energy, Inc.**

Ring Energy, Inc. is an oil and gas exploration, development, and production company with current operations focused on the development of its Permian Basin assets. For additional information, please visit [www.ringenergy.com](http://www.ringenergy.com).

**Safe Harbor Statement**

This release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements involve a wide variety of risks and uncertainties, and include, without limitation, statements with respect to the Company's strategy and prospects, and the expected impact and timing of any new personnel or expected personnel transitions. Such statements are subject to certain risks and uncertainties which are disclosed in the Company's reports filed with the Securities and Exchange Commission, including its Form 10-K for the fiscal year ended December 31, 2024, and its other filings. Ring undertakes no obligation to revise or update publicly any forward-looking statements, except as required by law.

**Contact Information**

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