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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: May 25, 2023**  
*(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.**

As described in Item 5.07 of this Current Report on Form 8-K, on May 25, 2023, at the 2023 annual meeting of stockholders (the “Meeting”) of Ring Energy, Inc. (the “Company”), the Company’s stockholders approved the Company’s proposal for the election of nine individuals to serve as directors of the Company for one-year terms expiring on the date of the annual meeting of stockholders in 2024 or until their respective successors are elected and qualified.

As described in Item 5.07 of this Current Report on Form 8-K, on May 25, 2023, at the Meeting, the Company’s stockholders approved and adopted an amendment (the “Plan Amendment”) to the Ring Energy, Inc. 2021 Omnibus Incentive Plan (the “Plan”) to increase the shares available under the Plan by 6.0 million shares of common stock, \$0.001 par value per share (the “Common Stock”). A copy of the Plan Amendment is included as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

At the Meeting, the Company’s stockholders approved an amendment (the “Charter Amendment”) to the Articles of Incorporation of the Company to increase the authorized shares of Common Stock from 225 million to 450 million. A copy of the Charter Amendment as filed with the Secretary of State of the State of Nevada is included as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Meeting was held on May 25, 2023, at which the Company’s stockholders voted on the proposals identified below. These proposals were described in detail in the Company’s definitive Proxy Statement for the Meeting filed with the Securities and Exchange Commission on April 21, 2023.

At the close of business on March 28, 2023, the record date for the Meeting, 180,627,484 shares of Common Stock were issued and outstanding and entitled to vote at the Meeting. Stockholders owning a total of 138,658,322 shares of Common Stock were represented at the meeting, which represented approximately 76.8% of the shares of the Common Stock outstanding as of the record date for the Meeting.

**Proposal 1 - Election of Directors**

Each of the nine nominees for director was duly elected by the Company’s stockholders, with votes as follows:

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>
Roy I. Ben-Dor	105,419,893	4,063,535
John A. Crum	97,481,503	12,001,925
David A. Habachy	105,418,736	4,064,692
Richard E. Harris	97,613,643	11,869,785
Paul D. McKinney	98,937,033	10,546,395
Thomas L. Mitchell	99,022,787	10,460,641
Anthony B. Petrelli	97,154,900	12,328,528
Regina Roesener	97,235,634	12,247,794
Clayton E. Woodrum	99,045,590	10,437,838

**Proposal 2 – Vote on Increase in Authorized Shares**

The stockholders approved the Charter Amendment to increase the authorized shares of Common Stock from 225 million to 450 million by the following vote:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>
116,624,496	21,868,772	165,054

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Proposal 3 – Vote on Increase in Shares Available Under the Plan

The stockholders approved the Plan Amendment to increase the shares available under the Plan by 6.0 million shares of Common Stock by the following vote:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
84,096,104	25,167,105	220,219	29,174,894

Proposal 4 - Advisory Vote on Executive Compensation

The stockholders approved, on an advisory basis, the compensation of the Company's named executive officers, by the following vote:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
81,343,019	27,765,971	374,438	29,174,894

Proposal 5 – Ratification of Appointment of Independent Registered Public Accounting Firm

The stockholders ratified the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for fiscal year 2023 by the following vote:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>
134,180,343	3,778,316	699,663

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

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

<b>Exhibit No.</b>	<b>Description</b>
3.1	<a href="#">Certificate of Amendment to the Articles of Incorporation, as amended, of Ring Energy, Inc.</a>
10.1	<a href="#">Amendment No. 1 to the Ring Energy, Inc. 2021 Omnibus Incentive Plan.</a>
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: May 26, 2023

By: /s/ Travis T. Thomas  
Travis T. Thomas  
Chief Financial Officer

Filed in the Office of <i>FVAguilar</i>	Business Number <b>C20399-2004</b>
	Filing Number <b>20233220877</b>
Secretary of State State Of Nevada	Filed On <b>5/25/2023 10:36:00 AM</b>
	Number of Pages <b>3</b>



**FRANCISCO V. AGUILAR**  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: [www.nvsos.gov](http://www.nvsos.gov)

**Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.385/78.390)  
**Certificate to Accompany Restated Articles or Amended and Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

<b>1. Entity information:</b>	Name of entity as on file with the Nevada Secretary of State: <input type="text" value="Ring Energy Inc."/> Entity or Nevada Business Identification Number (NVID): <input type="text" value="C20399-2004"/>
<b>2. Restated or Amended and Restated Articles:</b> (Select one) (If <u>amending and restating only</u> , complete section 1, 2, 3, 5 and 6)	<input type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. <input type="checkbox"/> Amended and Restated Articles * Restated or Amended and Restated Articles must be included with this filing type.
<b>3. Type of Amendment Filing Being Completed:</b> (Select only one box) (If amending, complete section 1, 3, 5 and 6.)	<input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock) The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) <input type="checkbox"/> incorporators <input type="checkbox"/> board of directors The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued <input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock) The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: <input type="text" value="64.56%"/> <input type="checkbox"/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: <input type="text"/> Jurisdiction of formation: <input type="text"/> Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> Dissolution <input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> Merger <input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> Conversion <input type="checkbox"/> Other: (specify changes) * Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.

This form must be accompanied by appropriate fees.



FRANCISCO V. AGUILAR  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
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**Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.385/78.390)  
**Certificate to Accompany Restated Articles or Amended and**  
**Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

<b>4. Effective Date and Time:</b> (Optional)	Date: _____ Time: _____ (must not be later than 90 days after the certificate is filed)				
<b>5. Information Being Changed:</b> (Domestic corporations only)	Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> The registered agent has been changed. (attach Certificate of Acceptance from new registered agent) <input type="checkbox"/> The purpose of the entity has been amended. <input checked="" type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> The directors, managers or general partners have been amended. <input type="checkbox"/> IRS tax language has been added. <input type="checkbox"/> Articles have been added. <input type="checkbox"/> Articles have been deleted. <input type="checkbox"/> Other. The articles have been amended as follows: (provide article numbers, if available) Article Fourth - authorized shares has been amended (see attached) (attach additional page(s) if necessary)				
<b>6. Signature:</b> (Required)	<table border="0"> <tr> <td data-bbox="487 1228 917 1291">X <u>/s/ Paul D. McKinney</u> Signature of Officer or Authorized Signer</td> <td data-bbox="917 1228 1396 1291">Chief Executive Officer Title</td> </tr> <tr> <td data-bbox="487 1312 917 1375">X <u>/s/ Travis T. Thomas</u> Signature of Officer or Authorized Signer</td> <td data-bbox="917 1312 1396 1375">Chief Financial Officer Title</td> </tr> </table> <p>*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.</p>	X <u>/s/ Paul D. McKinney</u> Signature of Officer or Authorized Signer	Chief Executive Officer Title	X <u>/s/ Travis T. Thomas</u> Signature of Officer or Authorized Signer	Chief Financial Officer Title
X <u>/s/ Paul D. McKinney</u> Signature of Officer or Authorized Signer	Chief Executive Officer Title				
X <u>/s/ Travis T. Thomas</u> Signature of Officer or Authorized Signer	Chief Financial Officer Title				

**Please include any required or optional information in space below:**  
 (attach additional page(s) if necessary)

See attached.



ATTACHMENT TO  
CERTIFICATE OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION, AS AMENDED, OF  
RING ENERGY INC.

Ring Energy, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of Chapter 78 of Nevada Revised Statutes:

DOES HEREBY CERTIFY:

That the Board of Directors of the Corporation has duly adopted a resolution setting forth a proposed amendment to the existing Articles of Incorporation, as amended (the "Articles of Incorporation"), and the stockholders of the Corporation have approved said amendment to the Articles of Incorporation. This amendment amends the fourth article of the Articles of Incorporation in its entirety to read as follows:

FOURTH

The corporation is authorized to issue two classes of shares to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares the corporation is authorized to issue is Five Hundred Million (500,000,000). The number of shares of Common Stock authorized is Four Hundred Fifty Million (450,000,000) shares, par value \$0.001 per share. The number of shares of Preferred Stock authorized is Fifty Million (50,000,000) shares, par value \$0.001.

- a) Common Stock. All rights accruing to the outstanding shares of the corporation not expressly provided for to the contrary herein or in the By-Laws of the Corporation, or in any amendment hereto or thereto, shall be vested in the Common Stock.
- b) Preferred Stock. Except as otherwise provided herein or required by law, the Board of Directors is hereby vested with the authority to provide, out of the unissued shares of Preferred Stock, for one or more classes or series of Preferred Stock and, with respect to each such class or series, to prescribe the classes, series and the number of each class or series of Preferred Stock and the voting powers, designations, preferences, limitations, restrictions and relative rights of each class or series of Preferred Stock.







**Amendment No. 1 to the Ring Energy, Inc. 2021 Omnibus Incentive Plan**

This Amendment No. 1 to the Ring Energy, Inc. 2021 Omnibus Incentive Plan (as amended, the “Plan”) was approved and adopted by the Board of Directors of Ring Energy, Inc. (the “Company”) on April 10, 2023, subject to approval by the stockholders of the Company, which was obtained on May 25, 2023. Accordingly, the Plan is hereby amended, effective as of May 25, 2023, as follows:

1. Section 4(a) of the Plan is hereby deleted in its entirety and replaced with the following:

“(a) Subject to Section 5 of the Plan, the number of Shares that are reserved and available for issuance pursuant to Awards granted under the Plan is the sum of (i) 15,900,000 Shares, which includes 341,155 Shares that are reserved but unissued under the Prior Plan, and (ii) any Shares under the Prior Plan subject to awards that, after the Effective Date, are forfeited, terminated, lapsed or satisfied thereunder in cash or property other than Shares. The maximum number of Shares that may be issued pursuant to Options intended to be Incentive Stock Options is 15,900,000.”

In all other respects, the Plan remains unchanged and in full force and effect.

IN WITNESS WHEREOF, this Amendment No. 1 to the Plan has been executed to be effective as of May 25, 2023.

RING ENERGY, INC.

By: /s/ Paul D. McKinney

Name: Paul D. McKinney

Title: Chief Executive Officer