

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

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**Ring Energy, Inc.**

*(Exact name of Registrant as specified in its charter)*

**Nevada**

*(State or other jurisdiction of incorporation or organization)*

**90-0406406**

*(I.R.S. employer identification no.)*

**1725 Hughes Landing Blvd., Suite 900  
The Woodlands, Texas 77380**  
*(Address of Principal Executive Offices)(Zip Code)*

**Ring Energy, Inc. 2021 Omnibus Incentive Plan**  
*(Full title of the plan)*

**Paul D. McKinney  
Chairman and Chief Executive Officer  
1725 Hughes Landing Blvd., Suite 900  
The Woodlands, Texas 77380**  
*(Name and address of agent for service)*

**(281) 397-3699**  
*(Telephone Number, including area code, of agent for service)*

The Commission is requested to send copies of all communications to:

**Reid A. Godbolt, Esq.  
Adam J. Fogoros, Esq.  
Jones & Keller, P.C.  
1675 Broadway, 26<sup>th</sup> Floor  
Denver, Colorado 80202  
Telephone: (303) 573-1600**

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Non-accelerated filer ☐

Accelerated filer ☒

Smaller reporting company ☐

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 7(a)(2)(B) of the Securities Act. ☐

## EXPLANATORY NOTE AND STATEMENT OF INCORPORATION BY REFERENCE

Pursuant to General Instruction E of Form S-8, this Registration Statement on Form S-8 is being filed by Ring Energy, Inc., a Nevada corporation (the “**Company**”), for the purpose of registering an additional 6,000,000 shares of the Company’s common stock, par value \$0.001 per share (the “**Common Stock**”), to be issued pursuant to the Company’s 2021 Omnibus Incentive Plan (the “**Plan**”), which shares of Common Stock are securities of the same class and relate to the same employee benefit plan as other securities for which a Registration Statement on Form S-8 has previously been filed and is effective. Accordingly, this Registration Statement incorporates by reference the contents of the Registration Statement on Form S-8 previously filed with the Securities and Exchange Commission (the “**Commission**”) on July 2, 2021 (File No. 333-257633) to the extent not otherwise amended or superseded by the contents of this Registration Statement.

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participating employees as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the “**Securities Act**”). Such documents are not required to be filed with the Commission as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Item 3. Incorporation of Documents by Reference

We are subject to the informational and reporting requirements of Sections 13(a), 14, and 15(d) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and in accordance therewith file reports, proxy statements and other information with the Commission. We hereby incorporate by reference into this Registration Statement the following documents previously filed with the Commission:

- our Annual Report on Form 10-K for the year ended December 31, 2023, filed with the Commission on March 7, 2024;
- our Current Report on Form 8-K filed with the Commission on February 16, 2024; and
- the description of the Common Stock contained in Exhibit 4.2 to our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the Commission on March 7, 2024 and any amendments or reports filed for the purpose of updating that description.

In addition, all documents which we file with the Commission under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (other than, in each case, information furnished rather than filed) after the date hereof and prior to the filing of a post-effective amendment that indicates that all securities offered hereunder have been sold or that deregisters all securities then remaining unsold under this Registration Statement, shall be deemed to be incorporated by reference herein and to be part hereof from the respective dates of filing of such documents, provided that, unless specifically stated to the contrary, documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into or otherwise included in this Registration Statement. Any statement contained herein or in a document incorporated herein by reference shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein or in any other subsequently filed document incorporated herein by reference modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

##### Item 4. Description of Securities

Not applicable.

---

**Item 5. Interests of Named Experts and Counsel**

Not applicable.

**Item 6. Indemnification of Directors and Officers**

Under the provisions of Section 78.7502 of the Nevada Revised Statutes (“NRS”), the Company is required to indemnify any present or former officer or director against expenses arising out of legal proceedings in which the director or officer becomes involved by reason of being a director or officer, if the director or officer is successful in the defense of such proceedings. Section 78.7502 also provides that the Company may indemnify a director or officer in connection with a proceeding in which he or she is not successful in defending if it is determined that he or she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Company or, in the case of a criminal action, if it is determined that he or she had no reasonable cause to believe his or her conduct was unlawful, and in either event, provided the director is not liable for a breach of the duties set out in Section 78.138 of the NRS. Liabilities for which a director or officer may be indemnified include amounts paid in satisfaction of settlements, judgments, fines and other expenses (including attorneys’ fees incurred in connection with such proceedings). In a stockholder derivative action, no indemnification may be paid in respect of any claim, issue or matter as to which the director or officer has been adjudged to be liable to the Company (except for expenses allowed by a court).

The Company’s articles of incorporation and bylaws also provide for indemnification of directors and officers of the Company to the full extent permitted by applicable law. Under the provisions of the Company’s bylaws, the Company is required to indemnify officers or directors (while the current provisions of Section 78.7502 of the NRS provide for “permissive” indemnification). Except with respect to stockholder derivative actions, the bylaw provisions generally state that the director or officer will be indemnified against expenses, amounts paid in settlement and judgments, fines, penalties and/or other amounts incurred with respect to any threatened, pending or completed proceeding, provided that (i) such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Company, and (ii) with respect to any criminal action or proceeding, such person had no reasonable cause to believe his or her conduct was unlawful.

The foregoing standards also apply with respect to the indemnification for expenses incurred in a stockholder derivative suit. However, a director or officer may only be indemnified for settlement amounts or judgments incurred in a derivative suit to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

In accordance with the NRS, the Company’s articles of incorporation contain a provision to limit the personal liability of the directors of the Company for violations of their fiduciary duty. This provision eliminates each director’s liability to the Company or its stockholders for monetary damages except (i) for acts or omissions not in good faith or which involve intentional or reckless misconduct or a knowing violation of law, and (ii) under Section 78.300 of the NRS providing for liability of directors for unlawful payment of dividends or unlawful stock purchases or redemptions. The effect of this provision is to eliminate the personal liability of directors for monetary damages for actions involving a breach of their fiduciary duty including any such actions involving gross negligence.

**Item 7. Exemption from Registration Claimed**

Not applicable.

---

## Item 8. Exhibits

Exhibit Number	Exhibit Title
4.1	<a href="#"><u>Articles of Incorporation (as amended) (included as Exhibit 3.1 to the Annual Report on Form 10-K filed by the Registrant with the Commission on April 1, 2013 and incorporated by reference herein).</u></a>
4.1(a)	<a href="#"><u>Certificate of Amendment to the Articles of Incorporation, as amended, of Ring Energy, Inc. (included as Exhibit 3.1 to the Current Report on Form 8-K filed by the Registrant with the Commission on December 17, 2021 and incorporated by reference herein).</u></a>
4.1(b)	<a href="#"><u>Certificate of Amendment to the Articles of Incorporation, as amended, of Ring Energy, Inc. (included as Exhibit 3.1 to the Current Report on Form 8-K filed by the Registrant with the Commission on May 26, 2023 and incorporated by reference herein).</u></a>
4.2	<a href="#"><u>Bylaws of Ring Energy, Inc. as amended April 13, 2021 (included as Exhibit 3.1 to the Current Report on Form 8-K filed by the Registrant with the Commission on April 15, 2021 and incorporated by reference herein).</u></a>
5.1*	<a href="#"><u>Opinion of Jones &amp; Keller, P.C.</u></a>
10.1	<a href="#"><u>Ring Energy, Inc. 2021 Omnibus Incentive Plan (included as an Annex to the Definitive Proxy Statement filed by the Registrant with the Commission on April 22, 2021 and incorporated by reference herein).</u></a>
10.2	<a href="#"><u>Amendment No. 1 to the Ring Energy, Inc. 2021 Omnibus Incentive Plan (included as Exhibit 10.1 to the Current Report on Form 8-K filed by the Registrant with the Commission on May 26, 2023 and incorporated by reference herein).</u></a>
23.1*	<a href="#"><u>Consent of Cawley, Gillespie &amp; Associates, Inc.</u></a>
23.2*	<a href="#"><u>Consent of Grant Thornton LLP.</u></a>
23.3*	<a href="#"><u>Consent of Jones &amp; Keller, P.C. (included in Exhibit 5.1).</u></a>
24.1*	<a href="#"><u>Power of Attorney (included on signature page hereof).</u></a>
107.1*	<a href="#"><u>Filing Fee Table.</u></a>

\* Filed herewith.

## Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933 (the “**Securities Act**”);

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form

of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Filing Fee Tables" or "Calculation of Registration Fee" table, as applicable, in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*Provided, however,* that Paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 (the "**Exchange Act**") that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

---

## 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-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of The Woodlands, State of Texas, on March 8, 2024.

RING ENERGY, INC. (the “Registrant”)

By: /s/ Paul D. McKinney

Paul D. McKinney  
Chairman and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Paul D. McKinney and Travis T. Thomas, and each of them, either one of whom may act without joinder of the other, our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 and to file the same, with all exhibits thereto and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, or his or her substitute or substitutes of any or all of them, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on March 8, 2024.

---

Signature	Title
<u>/s/ Paul D. McKinney</u> Paul D. McKinney	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Travis T. Thomas</u> Travis T. Thomas	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Anthony B. Petrelli</u> Anthony B. Petrelli	Lead Director
<u>/s/ Roy I. Ben-Dor</u> Roy I. Ben-Dor	Director
<u>/s/ John A. Crum</u> John A. Crum	Director
<u>/s/ David S. Habachy</u> David S. Habachy	Director
<u>/s/ Richard E. Harris</u> Richard E. Harris	Director
<u>/s/ Thomas L. Mitchell</u> Thomas L. Mitchell	Director
<u>/s/ Clayton E. Woodrum</u> Clayton E. Woodrum	Director

**Calculation of Filing Fee Tables**

Form S-8  
(Form Type)

**Ring Energy, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share <sup>(2)</sup>	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.001 per share	457(c) and 457(h)	6,000,000	\$1.42	\$8,520,000	0.0001476	\$1,257.56
Total Offering Amounts					\$8,520,000		\$1,257.56
Total Fee Previously Paid							—
Total Fee Offsets							\$0
Net Fee Due							\$1,257.56

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock, \$0.001 par value per share (“Common Stock”), of Ring Energy, Inc., a Nevada corporation (the “Registrant”), as may be issued by reason of any stock dividend, stock split, recapitalization or other similar transaction.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act. The price is based on the average of the high and low sale prices for the Common Stock on March 6, 2024, as reported on the NYSE American.





March 8, 2024

Ring Energy, Inc.  
1725 Hughes Landing Blvd., Suite 900  
The Woodlands, TX 77380

Ladies and Gentlemen:

We have acted as counsel to Ring Energy, Inc., a Nevada corporation (the "Company"), in connection with the preparation and filing with the U.S. Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of 6,000,000 shares (the "Shares") of the Company's common stock, \$0.001 par value per share, which may be issued pursuant to the Ring Energy, Inc. 2021 Omnibus Incentive Plan, as amended (the "Plan"). We are furnishing this opinion letter pursuant to Item 8 of Form S-8 and Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined signed copies of the Registration Statement filed with the Commission. We have also examined and relied upon resolutions of the Board of Directors of the Company, the Articles of Incorporation of the Company, the Bylaws of the Company, the Plan, each as restated and/or amended to date, and such other documents as we have deemed necessary for purposes of rendering the opinions hereinafter set forth.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such latter documents, and the legal competence of all signatories to such documents.

Based on the foregoing, it is our opinion that the Shares are duly authorized for issuance, and, when issued by the Company in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

The foregoing opinion is limited in all respects to the general corporate laws of the State of Nevada and the federal laws of the United States of America, and we do not express any opinions as to the laws of any other jurisdiction, domestic or foreign.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This Opinion Letter is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

We hereby consent to the filing of this Opinion Letter as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Jones & Keller, P.C.

## CAWLEY, GILLESPIE, & ASSOCIATES, INC.

PETROLEUM CONSULTANTS  
6500 RIVER PLACE BLVD, SUITE 3-200  
AUSTIN, TEXAS 78730-1111  
512-249-7000

306 WEST SEVENTH STREET, SUITE 302  
FORT WORTH, TEXAS 76102-4987  
817- 336-2461

1000 LOUISIANA STREET, SUITE 1900  
HOUSTON, TEXAS 77002-5008  
713-651-9944

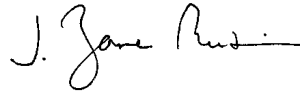
[www.cgaus.com](http://www.cgaus.com)

### CONSENT OF INDEPENDENT PETROLEUM ENGINEERS

As independent petroleum engineers, we hereby consent to the inclusion of information included or incorporated by reference in this Registration Statement on Form S-8 of Ring Energy, Inc. with respect to the information from our firm's reserve report dated January 26, 2024, included in the Annual Report on Form 10-K of Ring Energy, Inc. for the year ended December 31, 2023, filed with the SEC on March 7, 2024, as well as in the notes to the financial statements included therein, in reliance upon the report of this firm and upon the authority of this firm as experts in petroleum engineering.

**CAWLEY, GILLESPIE & ASSOCIATES, INC.**

Texas Registered Engineering Firm F-693



J. Zane Meekins, P. E.  
Executive Vice President

Fort Worth, Texas  
March 8, 2024

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our reports dated March 7, 2024 with respect to the financial statements and internal control over financial reporting of Ring Energy, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2023, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement.

/s/ GRANT THORNTON LLP

Houston, Texas  
March 8, 2024