

TORCHLIGHT ENERGY RESOURCES INC  
Form 10-Q/A  
May 18, 2015

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q/A  
Amendment No. 1

(Mark One)

Quarterly report under Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the Quarter Ended March 31, 2015.

Transition report under Section 13 or 15(d) of the Securities Exchange Act of 1934 (No fee required)  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number: 001-36247

TORCHLIGHT ENERGY RESOURCES, INC.

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(Name of registrant in its charter)

Nevada  
(State or Other Jurisdiction of Incorporation or  
Organization)

74-3237581  
(I.R.S. Employer Identification No.)

5700 West Plano Pkwy, Suite 3600  
Plano, Texas 75093

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(Address of Principal Executive Offices)

(214) 432-8002

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(Issuer's Telephone Number, Including Area Code)

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

Common Stock (\$0.001 Par Value)

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(Title of Each Class)

NASDAQ

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(Name of each exchange on which registered)

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

None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

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 definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="radio"/>	Accelerated filer	<input type="radio"/>
Non-accelerated filer	<input type="radio"/>	Smaller reporting company	<input checked="" type="radio"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

As of May 15, 2015, there were 27,778,441 shares of the registrant’s common stock outstanding (the only class of voting common stock).

EXPLANATORY NOTE

Torchlight Energy Resources, Inc. is filing this Amendment No. 1 to its Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2015, originally filed with the Securities and Exchange Commission (the "SEC") on May 15, 2015 (the "Original Report") to correct a typographical error on the cover page of the Original Report which incorrectly stated the number shares of the registrant's common stock outstanding as of May 15, 2015. Other than amending and restating the entire cover page, no changes are made to the Original Report. This Amendment also includes current certifications as Exhibits 31.1, 31.2 and 32.1.

Except as expressly set forth above, the Original Report has not been amended, updated or otherwise modified. This Amendment does not reflect events occurring after the filing of the Original Report or update those disclosures regarding events that occurred subsequent to the end of the fiscal quarter ended March 31, 2015. All other information is unchanged and reflects the disclosures made at the time of the filing of the Original Report.

ITEM 6. EXHIBITS

31.1 Certification of principal executive officer required by Rule 13a – 14(1) or Rule 15d – 14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of principal financial officer required by Rule 13a – 14(1) or Rule 15d – 14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification of principal executive officer and principal financial officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and Section 1350 of 18 U.S.C. 63.

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 thereunto duly authorized.

Torchlight Energy Resources, Inc.

Date: May 18, 2015

/s/ John A. Brda  
By: John A. Brda  
Chief Executive Officer

Date: May 18, 2015

/s/ Roger Wurtele  
By: Roger Wurtele  
Chief Financial Officer and Principal  
Accounting Officer

