

EMPIRE PETROLEUM CORP  
Form SC 13D  
January 09, 2015

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

EMPIRE PETROLEUM CORPORATION

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(Name of Issuer)

Common Stock, par value \$0.001 per share

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(Title of Class of Securities)

030910 20 2

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(CUSIP Number)

Albert E. Whitehead  
Empire Petroleum Corporation  
6506 S. Lewis Ave., Suite 112  
Tulsa, OK 74316-1020  
(918-488-8068)

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 30, 2014

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provision of the Act (however, see the Notes.)

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CUSIP NO. 030910 20 2

13D

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1 NAME OF REPORTING PERSON

Empire Petroleum Holdings, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

	7	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH			3,718,064 shares
	8	SHARED VOTING POWER	
			0 shares
	9	SOLE DISPOSITIVE POWER	
			3,718,064 shares
	10	SHARED DISPOSITIVE POWER	
			0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,718,064 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

48.73%

14 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON

J. C. Whorton, Jr.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7

SOLE VOTING POWER

NUMBER OF  
SHARES

1,673,128 shares

BENEFICIALLY

8

SHARED VOTING POWER

OWNED BY

3,718,064 shares

EACH

9

SOLE DISPOSITIVE POWER

REPORTING

PERSON

1,673,128 shares

WITH

10

SHARED DISPOSITIVE POWER

3,718,064 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,718,064 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

48.73%

14 TYPE OF REPORTING PERSON

IN

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1 NAME OF REPORTING PERSON

Michael R. Morrisett

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

	7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		1,673,128 shares
	8	SHARED VOTING POWER
		3,718,064 shares
	9	SOLE DISPOSITIVE POWER
		1,673,128 shares
	10	SHARED DISPOSITIVE POWER
		3,718,064 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,718,064 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

48.73%

14 TYPE OF REPORTING PERSON

IN

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1 NAME OF REPORTING PERSON

J. Ryan Sacra

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

NUMBER OF 371,808 shares

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH

8 SHARED VOTING POWER

3,718,064 shares

9 SOLE DISPOSITIVE POWER

371,808 shares

10 SHARED DISPOSITIVE POWER

3,718,064 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,718,064 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

48.73%

14 TYPE OF REPORTING PERSON

IN

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## ITEM 1. SECURITY AND ISSUER

The securities to which this Schedule 13D relate are shares of common stock, par value \$.001 per share (“Common Stock”), of the Company.

The address of the Company’s principal executive office is 6506 S. Lewis Ave., Suite 112, Tulsa, OK 74316-1020. The name and address of the principal executive officer of the Company is Albert E. Whitehead, Chief Executive Officer and President, 6506 S. Lewis Ave., Suite 112, Tulsa, OK 74316-1020.

## ITEM 2. IDENTITY AND BACKGROUND

### Empire Holdings

Empire Petroleum Holdings, LLC (“Empire Holdings”) is an Oklahoma limited liability company.

Empire Holdings was formed for the purpose of owning the Common Stock described herein.

The business address of Empire Holdings is 3803 S. Trenton Ave., Tulsa, OK 74105.

Empire Holdings has not, during the last five years, been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).

Empire Holdings has not, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such a proceeding, been subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

### J. C. Whorton, Jr.

- (a) J. C. Whorton, Jr. owns 45% of the equity interest and is a manager of Empire Holdings.
- (b) The business address of Mr. Whorton is 165 S. Union Blvd., Suite 360, Lakewood, CO 80228.
- (c) Mr. Whorton’s principal occupation is Managing Director of StratCom Advisors LLC, which is located at 165 S. Union Blvd., Suite 360, Lakewood, CO 80228.
- (d) Mr. Whorton has not, during the last five years, been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).
- (e) Mr. Whorton has not, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such a proceeding, been subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Mr. Whorton is a citizen of the United States of America.

Michael R. Morrisett

- (a) Michael R. Morrisett owns own 45% of the equity interest and is a manager of Empire Holdings.
  - (b) The business address of Mr. Morrisett is 4870 S Lewis Ave. Suite 250, Tulsa, Oklahoma 74105.
  - (c) Mr. Morrisett's principal occupation is serving as a partner of and consultant to Total Energy Partners Funds, an investment fund engaged in the ownership of non-operated oil and gas working interests, which is located at 4870 S Lewis Ave. Suite 250, Tulsa, Oklahoma 74105.
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- (d) Mr. Morrisett has not, during the last five years, been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).
- (e) Mr. Morrisett has not, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such a proceeding, been subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) Mr. Morrisett is a citizen of the United States of America.

J. Ryan Sacra

- (a) J. Ryan Sacra owns own 10% of the equity interest of Empire Holdings.
- (b) The business address of Mr. Sacra is 4000 One Williams Center, Tulsa, OK 74172.
- (c) Mr. Sacra's principal occupation is serving as a partner of Conner & Winters, LLP, a corporate law firm, which is located at 4000 One Williams Center, Tulsa, OK 74172.
- (d) Mr. Sacra has not, during the last five years, been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).
- (e) Mr. Sacra has not, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such a proceeding, been subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) Mr. Sacra is a citizen of the United States of America.

### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

On December 30, 2014, Empire Holdings purchased 3,718,064 shares of the Company's Common Stock for an aggregate purchase price of \$300 using personal funds contributed to Empire Holdings by Messrs. Whorton, Morrisett and Sacra.

### ITEM 4. PURPOSE OF TRANSACTION

Empire Holdings received and currently holds the shares of the Company's Common Stock, as described herein, for investment purposes.