

McCabe Petroleum Corp
Form 3
December 06, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *	2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol
McCabe Petroleum Corp	(Month/Day/Year)	TORCHLIGHT ENERGY RESOURCES INC [TRCH]
(Last) (First) (Middle)	12/01/2017	
P.O. BOX 11188		4. Relationship of Reporting Person(s) to Issuer
(Street)		5. If Amendment, Date Original Filed(Month/Day/Year)
		(Check all applicable)
		6. Individual or Joint/Group Filing(Check Applicable Line)
		____ Director ____X__ 10% Owner
		____ Officer ____ Other
		____ Form filed by One Reporting Person
		____ Form filed by More than One Reporting Person
MIDLAND, TX 79702		
(City) (State) (Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock ⁽¹⁾	2,500,000	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

Shares

(I)
(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCabe Petroleum Corp P.O. BOX 11188 MIDLAND, TX 79702	Â	Â X	Â	Â

Signatures

/s/ Greg McCabe,
President

12/06/2017

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On December 1, 2017, Torchlight Energy Resources, Inc. (the "Issuer") issued 2,500,000 shares of common stock, par value \$0.001 per share (the "Common Stock"), to McCabe Petroleum Corporation, a Texas corporation wholly-owned by Greg McCabe ("MPC"), in connection with the closing of the merger contemplated by the Agreement and Plan of Reorganization, dated as of November 14, 2017, by and among Warwink Properties, LLC, a Texas limited liability company and wholly-owned subsidiary of MPC ("Warwink"), MPC, the Issuer and Torchlight Wolfbone Properties, Inc., a Texas corporation and wholly-owned subsidiary of the Issuer ("Merger Sub"). Upon the closing, Merger Sub merged with and into Warwink, with Warwink as the surviving organization and a wholly-owned subsidiary of the Issuer and MPC's membership interests in Warwink were converted into the right to receive 2,500,000 shares of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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