

TORCHLIGHT ENERGY RESOURCES INC  
 Form 4  
 January 05, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
 Brda John A.

2. Issuer Name and Ticker or Trading Symbol  
 TORCHLIGHT ENERGY RESOURCES INC [TRCH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 5700 WEST PLANO PARKWAY, SUITE 3600  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/04/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President and CEO

PLANO, TX 75093

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------------|
|                                 |                                      |  |                                | Code  | V   | Amount   | (A) or (D)                        | Price            |
|                                 |                                      |  |                                |   |   |  |                                   | \$               |
| Common Stock                    | 01/04/2017                           |  | A                              | 41,322  | A   | 1.21   | 2,568,322 <sup>(2)</sup>          | D <sup>(2)</sup> |
|                                 |                                      |  |                                |   |   |  |                                   | <sup>(1)</sup>   |

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

|      | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|------------------|-----------------|-------|----------------------------|
| Code | V                | (A)             | (D)   |                            |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| Brda John A.<br>5700 WEST PLANO PARKWAY<br>SUITE 3600<br>PLANO, TX 75093 | X             |           | President and CEO |       |

## Signatures

/s/ John A. Brda                      01/05/2017

\_\_Signature of                                  Date  
Reporting Person

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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 January 4, 2017, the issuer issued Mr. Brda 41,322 restricted shares of common stock in exchange for the elimination of \$50,000 in accrued and unpaid compensation due to Mr. Brda, which compensation is undisputed and has been reflected in the issuer's prior financial statements.

(2) Prior to this transaction, both Mr. Brda and Brda and Company LLC (an entity of which Mr. Brda is the sole owner and Managing Director) transferred all shares of common stock they owned to the John A. Brda Trust (the "Trust"). Mr. Brda has also transferred the 41,322 shares reported in this transaction to the Trust. As of January 5, 2017, the Trust holds a total of 2,568,322 shares of common stock of the issuer. Mr. Brda is the settlor of the Trust and reserves the right to revoke the Trust without the consent of another person. Further, he is the trustee of the Trust and exercises investment control over the securities held by the Trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.