

10-K/A 1 form10-ka.htm

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

**Form 10-K/A
(Amendment No. 1)**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **December 31, 2014**

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission file number: **0-17204**

Infinity Energy Resources, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

**11900 College Blvd., Suite 310
Overland Park, KS**

(Address of principal executive offices)

20-3126427

(I.R.S. Employer
Identification No.)

66210

(Zip Code)

(913) 948-9512

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: **Common Stock**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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 No

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 No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant’s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer (as defined in Rule 12b-2 of the Act).

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

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

Indicate the number of shares outstanding of each of the issuer’s classes of common stock, as of the latest practicable date:

Class	Outstanding at January 27, 2015
Common Stock, \$0.0001 par value	25,559,678

EXPLANATORY NOTE

Infinity Energy Resources, Inc. (the “Company”) is filing this Amendment No. 1 (the “Amendment” or “Form 10-K/A”) to its Annual Report on Form 10-K for the year ended December 31, 2014 that was filed with the Securities and Exchange Commission on February 4, 2015 (the “Original Form 10-K”) to add Exhibits 10.56, 10.57, 10.58, 10.59 and 10.60 that were not included in the Original Form 10-K.

Exhibits 10.56, 10.57, 10.58, 10.59 and 10.60 to this Amendment No. 1 provide instruments defining the rights of security holders required by Item 601(b)(4) of Regulation S-K, including the convertible promissory notes and related common stock purchase warrants issued during the year ending December 31, 2014.

Except as described above, this Amendment No. 1 does not amend or supplement any other information set forth in the Original Form 10-K, and the Company has not updated disclosures included in the Original Form 10-K to reflect any events that occurred subsequent to February 4, 2015.

PART IV**Item 15. Exhibits, Financial Statement Schedules.**

(a) The following documents are filed as part of this annual report on Form 10-K, as amended by this Amendment No. 1:

3. *Exhibits:*

EXHIBITS

Exhibit Number	Description of Exhibits
2.1	Agreement and Plan of Merger between Infinity Energy Resources, Inc. and Infinity, Inc. ⁽¹⁾
3.1	Certificate of Incorporation ⁽³⁾
3.2	Bylaws ⁽¹⁾
10.1	2004 Stock Option Plan ⁽¹⁾
10.2	2005 Equity Incentive Plan ⁽¹⁾
10.3	2006 Equity Incentive Plan ⁽¹⁾
10.4	Form of Incentive Stock Option for 2006 Equity Incentive Plan ⁽¹⁾
10.5	Form of Nonqualified Stock Option for 2006 Equity Incentive Plan ⁽¹⁾
10.6	Loan Agreement between Infinity Energy Resources, Inc., and Infinity Oil and Gas of Texas, Inc. and Infinity Oil & Gas of Wyoming, Inc. and Amegy Bank N.A., dated effective as of January 9, 2007 ⁽³⁾
10.7	Revolving Promissory Note between Infinity Energy Resources, Inc. and Amegy Bank N.A., dated January 10, 2007 ⁽¹⁾
10.8	Nicaraguan Concession - Perlas Prospect ⁽³⁾
10.9	Nicaraguan Concession - Tyra Prospect ⁽³⁾
10.10	Forbearance Agreement with Amegy Bank N.A., dated August 31, 2007 ⁽¹⁾
10.11	Second Forbearance Agreement with Amegy Bank N.A., dated March 26, 2008 ⁽¹⁾
10.12	Third Forbearance Agreement with Amegy Bank N.A., dated October 16, 2008 ⁽³⁾
10.13	First Amendment to Revolving Promissory Note - Amegy Bank, N.A., dated October 16, 2008 ⁽³⁾
10.14	Fourth Forbearance Agreement with Amegy Bank N.A., dated December 4, 2009 ⁽³⁾
10.15	Fifth Forbearance Agreement with Amegy Bank N.A., dated February 16, 2011 ⁽²⁾
10.16	Guarantee of Obligation with Amegy Bank N.A., dated February 16, 2011 ⁽¹⁾
10.17	Omnibus Amendment with Amegy Bank N.A., dated February 16, 2011 ⁽¹⁾

- 10.18 Third Amendment to Revolving Promissory Note with Amegy Bank N.A., dated January 31, 2010 ⁽¹⁾
- 10.19 Forbearance Period Advance Promissory Note with Amegy Bank N.A., dated February 16, 2011 ⁽¹⁾
- 10.20 Registration Rights with Amegy Bank N.A., dated February 16, 2011 ⁽³⁾
- 10.21 Securities Purchase Agreement with Amegy Bank N.A., dated February 16, 2011 ⁽³⁾
- 10.22 Warrant to Purchase Common Stock with Amegy Bank N.A., dated February 16, 2011 ⁽³⁾
- 10.23 Subordinate Secured Promissory Note Off-Shore Finance, LLC, dated March 23, 2009 ⁽¹⁾
- 10.24 Securities Purchase Agreement Off-Shore Finance, LLC, dated March 23, 2009 ⁽²⁾
- 10.25 Revenue Sharing Agreement with Off-Shore Finance, LLC, dated March 23, 2009 ⁽¹⁾
- 10.26 Revenue Sharing Agreement with Officers and Directors, dated June 6, 2009 ⁽³⁾
- 10.27 Map: Nicaraguan Concessions ⁽²⁾
- 10.28 Revenue Sharing Agreement with Jeff Roberts, dated September 16, 2009 ⁽³⁾
- 10.29 Revenue Sharing Agreement with Thompson Knight Global Energy, dated September 8, 2009 ⁽³⁾
- 10.30 Stock Purchase Agreement with Amegy Bank, N.A., dated as of February 28, 2012 ⁽⁵⁾
- 10.31 Stock Purchase Agreement with Off-Shore Finance, LLC, dated as of February 28, 2012 ⁽⁵⁾
- 10.32 Investor Rights Agreement with Amegy Bank, N.A., dated April 13, 2012 ⁽⁵⁾
- 10.33 Certificate of Designation of Series A Preferred and Series B Preferred ⁽⁵⁾
- 10.34 8% Promissory Note in principal amount of \$250,000, dated February 13, 2013 ⁽⁶⁾
- 10.35 Common Stock Purchase Warrant for 250,000 shares, dated February 13, 2013 ⁽⁶⁾
- 10.36 Form of 8% Promissory Note ⁽⁷⁾
- 10.37 Form of Common Stock Purchase Warrant ⁽⁷⁾
- 10.38 Stock Exchange Agreement between the Company and Amegy Bank, NA. ⁽⁸⁾
- 10.39 8% Note, dated December 27, 2013 ⁽⁹⁾
- 10.40 Common Stock Purchase Warrant (1,000,000 shares), dated December 27, 2013 ⁽⁹⁾
- 10.41 Third Amendment to Promissory Note, dated November 19, 2014 ⁽¹⁰⁾
- 10.42 Third Amendment to Common Stock Purchase Warrant, dated November 19, 2014 ⁽¹⁰⁾
- 10.43 First Amendment to Revenue Sharing Agreement, dated November 19, 2014 ⁽¹⁰⁾
- 10.44 Revenue Sharing Agreement, dated May 17, 2014 ⁽¹⁰⁾
- 10.45 Loan Extension Agreement, dated November 19, 2014 ⁽¹⁰⁾
- 10.56 8% Convertible Promissory Note and Common Stock Purchase Warrant dated September 30, 2014 ⁽¹¹⁾
- 10.57 8% Convertible Promissory Note and Common Stock Purchase Warrant dated November 19, 2014 ⁽¹¹⁾
- 10.58 8% Convertible Promissory Note and Common Stock Purchase Warrant dated January 7, 2014 ⁽¹¹⁾
- 10.59 8% Convertible Promissory Note and Common Stock Purchase Warrant dated October 2, 2014 ⁽¹¹⁾
- 10.60 8% Line-of-Credit Promissory Note and Common Stock Purchase Warrant dated October 23, 2014 ⁽¹¹⁾
- 14.1 Code of Ethics and Code of Conduct. ⁽⁴⁾
- 21.1 Subsidiaries of Registrant ⁽¹⁾
- 31.1 Certificate of Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. ⁽¹¹⁾
- 31.2 Certificate of Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. ⁽¹¹⁾
- 32.1 Certificate of Chief Executive Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. ⁽¹¹⁾
- 32.2 Certificate of Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. ⁽¹¹⁾
- 99.1 Audited Financial Statements as of and for the years ended December 31, 2014 and 2013.
- 101.INS* XBRL Instance Document.
- 101.SCH* XBRL Taxonomy Extension Schema Document.
- 101.CAL* XBRL Calculation Linkbase Document.
- 101.LAB* XBRL Taxonomy Labels Linkbase Document.
- 101.PRE* XBRL Taxonomy Presentation Linkbase Document.

⁽¹⁾ Filed as an exhibit to Form 10 by the Company on May 13, 2011.

- (2) Filed as an exhibit to Amendment No. 1 to Form 10 by the Company on July 1, 2011.
- (3) Filed as an exhibit to Amendment No. 2 to Form 10 by the Company on April 5, 2012.
- (4) Filed as an exhibit to Form 10-K by the Company on April 16, 2012.
- (5) Filed as an exhibit to Form 8-K by the Company on April 19, 2012.
- (6) Filed as an exhibit to Form 8-K by the Company on February 19, 2013.
- (7) Filed as an Exhibit to Form 8-K by the Company on March 1, 2013.
- (8) Filed as an Exhibit to Form 8-K by the Company on April 29, 2013
- (9) Filed as an Exhibit to Form 8-K by the Company on January 3, 2014
- (10) Filed as an Exhibit to Form 8-K by the Company on November 20, 2014
- (11) Filed herewith.

*XBRL related information in Exhibit 101 to this annual report on Form 10-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability of that section and shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

Date: August 12, 2015

INFINITY ENERGY RESOURCES, INC.,
a Delaware corporation

By: /s/ Stanton E. Ross

Stanton E. Ross
Chief Executive Officer

By: /s/ Daniel F. Hutchins

Daniel F. Hutchins
Chief Financial Officer

Each person whose signature appears below authorizes Stanton E. Ross to execute in the name of each such person who is then an officer or director of the registrant, and to file, any amendments to this annual report on Form 10-K necessary or advisable to enable the registrant to comply with the Securities Exchange Act of 1934 and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, which amendments may make such changes in such annual report as such attorney-in-fact may deem appropriate.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Signature and Title</u>	<u>Date</u>
<u>/s/ Stanton E. Ross</u> Stanton E. Ross, Director and Chief Executive Officer	August 12, 2015
<u>/s/ Leroy C. Richie</u> Leroy C. Richie, Director and Audit Committee Chairman	August 12, 2015
<u>/s/ Daniel F. Hutchins</u> Daniel F. Hutchins, Director and Chief Financial Officer	August 12, 2015

