

Miranda Robert  
 Form 5  
 February 17, 2012

**FORM 5**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 Miranda Robert  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
 VICTORY ENERGY CORP  
 [VYEYD]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2011

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CHAIRMAN, INTERIM CEO AND CFO

6. Individual or Joint/Group Reporting  
 (check applicable line)  
 Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

C/O VICTORY ENERGY CORPORATION, 20341 IRVINE AVENUE, SUITE D-6  
 (Street)

NEWPORT BEACH, CA 92660  
 (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)	(A) or (D)	5. Amount or Price	6. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/30/2011	^	C4	2,077,808	A	\$ <sup>(1)</sup> 2,077,808	D	^	
Common Stock	06/30/2011	^	C4	2,077,808	A	\$ <sup>(2)</sup> 4,155,616	D	^	
Common Stock	06/30/2011	^	C4	500,000	A	\$ <sup>(3)</sup> 4,655,616	I	By Miranda &	

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Common Stock	06/30/2011	Â	G4	360,000	D	\$ 0	4,295,616	I	Associates (4) By Miranda & Associates (4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270  
(9-02)

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

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 Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
10% Senior Secured Convertible Debenture	\$ 0.005	02/08/2011	Â	P4	2,000,000	Â	02/08/2011	09/13/2013	Common Stock
Warrants	\$ 0.005	02/08/2011	Â	P4	10,000	Â	02/08/2011	02/07/2016	Common Stock
10% Senior Secured Convertible Debenture	\$ 0.005	02/08/2011	Â	P4	2,000,000	Â	02/08/2011	09/13/2013	Common Stock
Warrants	\$ 0.005	02/08/2011	Â	P4	10,000	Â	02/08/2011	02/07/2016	Common Stock
Warrants	\$ 0.01	03/31/2011	Â	A4	300,000	Â	03/31/2011	03/30/2016	Common Stock
10% Senior Secured Convertible Debenture	\$ 0.005	06/30/2011	Â	P4	500,000	Â	06/30/2011	09/13/2013	Common Stock
Warrants	\$ 0.005	06/30/2011	Â	P4	2,500	Â	06/30/2011	06/29/2016	Common Stock
Warrants	\$ 0.01	06/30/2011	Â	A4	300,000	Â	06/30/2011	06/29/2016	Common Stock
	\$ 0.005	06/30/2011	Â	D4	2,000,000	Â	02/08/2011	09/13/2013	

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10% Senior Secured Convertible Debenture									Common Stock
10% Senior Secured Convertible Debenture	\$ 0.005	06/30/2011	Â	D4	2,000,000	Â	02/08/2011	09/13/2013	Common Stock
10% Senior Secured Convertible Debenture	\$ 0.005	06/30/2011	Â	D4	500,000	Â	06/30/2011	09/13/2013	Common Stock
10% Senior Secured Convertible Debenture	\$ 0.005	07/06/2011	Â	P4	2,000,000	Â	07/06/2011	09/13/2013	Common Stock
Warrants	\$ 0.005	07/06/2011	Â	P4	10,000	Â	07/06/2011	07/06/2016	Common Stock
10% Senior Secured Convertible Debenture	\$ 0.005	07/06/2011	Â	P4	2,000,000	Â	07/06/2011	09/13/2013	Common Stock
Warrants	\$ 0.005	07/06/2011	Â	P4	10,000	Â	07/06/2011	07/06/2016	Common Stock
10% Senior Secured Convertible Debenture	\$ 0.005	07/06/2011	Â	P4	1,500,000	Â	07/06/2011	09/13/2013	Common Stock
Warrants	\$ 0.005	07/06/2011	Â	P4	7,500	Â	07/06/2011	07/06/2016	Common Stock
Warrants	\$ 0.01	09/30/2011	Â	A4	300,000	Â	09/30/2011	09/29/2016	Common Stock
Warrants	\$ 0.01	12/31/2011	Â	A4	300,000	Â	12/31/2011	12/30/2016	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miranda Robert C/O VICTORY ENERGY CORPORATION 20341 IRVINE AVENUE , SUITE D-6 NEWPORT BEACH, CA 92660	Â X	Â	Â CHAIRMAN, INTERIM CEO AND CFO	Â

## Signatures

/s/ Robert  
Miranda

02/17/2012

\_\_Signature of  
Reporting Person

Date

## 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) \$10,000 of outstanding principal plus \$389 of accrued interest under the 10% Senior Secured Convertible Debenture converted.
- (2) \$10,000 of outstanding principal plus \$389 of accrued interest under the 10% Senior Secured Convertible Debenture converted.
- (3) \$2,500 of outstanding principal plus \$0 of accrued interest under the 10% Senior Secured Convertible Debenture converted.

The securities are held by Miranda & Associates, a California corporation. The reporting person owns 100% of the shares of Miranda &

- (4) Associates and is also its president and sole director. Reporting person disclaims beneficial ownership in the securities except to the extent of his pecuniary interest therein.

The reporting person participated in the Issuer's private placement of 450 Units to certain qualified investors. Each Unit is comprised of

- (5) (i) a \$10,000 principal amount 10% Senior Secured Convertible Debenture, and (ii) a five-year warrant to purchase 10,000 shares of common stock. The Units are being offered at a purchase price of \$10,000 per Unit. The reporting person purchased a total of 5 Units during the fiscal year 2011 for a total purchase price of \$50,000.
- (6) Warrants issued as part of the Units.  
Warrants awarded for Mr. Miranda's service on the board of directors. Under the directors' compensation program, each board member
- (7) earns 100,000 Warrants per month, which are awarded at the end of each quarter. The directors receive no other compensation for their service on the board.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.