

TORCHLIGHT ENERGY RESOURCES INC
 Form 4/A
 August 20, 2015

FORM 4

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).

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 *
 Shockey Eunis Lorance Jr

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)
 05/04/2015

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

PLANO, TX 75093

4. If Amendment, Date Original Filed(Month/Day/Year)
 07/02/2015

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Warrants	\$ 0.5	05/04/2015	A		400,000		05/04/2015	05/04/2018	Common Stock	400,000
Warrants	\$ 2.29	06/30/2015	A		120,000 (2)		06/30/2015 ⁽²⁾	06/30/2018	Common Stock	120,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Shockey Eunis Lorance Jr
5700 WEST PLANO PARKWAY
SUITE 3600
PLANO, TX 75093

X

Signatures

/s/ Eunis Lorance
Shockey Jr.

08/19/2015

__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) The issuer issued a promissory note (the "Note") to Mr. Shockey on November 4, 2014 to evidence his loan of \$500,000, which Note was due on December 4, 2014. As consideration for defaulting on the Note and for Mr. Shockey agreeing to extend the Note, the issuer's Board of Directors authorized issuing the 400,000 warrants to Mr. Shockey on May 4, 2015.

(2) On June 30, 2015, the issuer issued 120,000 warrants to Mr. Shockey as consideration for agreeing to extend the Note to December 31, 2015. Under the terms of the extension, the warrants will be subject to a vesting schedule which will provide for 40,000 shares to vest on June 30, 2015, 40,000 shares to vest on September 30, 2015, and 40,000 shares to vest on December 31, 2015, provided that the warrants shall not vest if the Note has been repaid prior to the date of vesting. In the event that a portion of the Note is paid, then the number of warrants, which remain subject to vesting, will be reduced pro rata.

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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