



Item 3.02 Unregistered Sales of Equity Securities.

On August 14, 2014, we sold certain securities to Castleon Commodities Opportunities Master Fund, L.P., including 860,000 restricted shares of common stock at a purchase price of \$3.50 per share and (ii) five year warrants to purchase: (a) 700,000 shares of common stock at an exercise price of \$4.50 per share, and (b) 700,000 shares of common stock at an exercise price of \$7.00 per share, all under the terms and conditions contained in a Securities Purchase Agreement and warrant agreement. We received total consideration of \$3,010,000 for the 860,000 shares of common stock and the 1,400,000 warrants. Additionally, the Securities Purchase Agreement provides “piggyback” registration rights for the shares of stock sold and shares of stock underlying the warrants sold.

The securities in the offering were issued under the exemption from registration provided by Section 4(2) of the Securities Act of 1933 and the rules and regulations promulgated thereunder, including Rule 506 of Regulation D. The issuance of securities did not involve a “public offering” based upon the following factors: (i) the issuance of the securities was an isolated private transaction; (ii) a limited number of securities was issued to a single purchaser; (iii) there were no public solicitations; (iv) the purchaser represented that it was an “accredited investor”; (v) the investment intent of the purchaser; and (vi) the restriction on transferability of the securities issued.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

10.1 Securities Purchase Agreement dated August 14, 2014

4.1 Five Year Purchase Warrant dated August 14, 2014.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Torchlight Energy Resources, Inc.

Date: August 19, 2014

By: /s/ John Brda  
John Brda  
President