

TORCHLIGHT ENERGY RESOURCES INC
 Form 4/A
 April 12, 2017

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 *
 McCabe Greg

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)
 500 WEST TEXAS AVE, SUITE 890,
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/28/2015

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

MIDLAND, TX 79701

4. If Amendment, Date Original Filed(Month/Day/Year)
 06/11/2015

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ 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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|------------------|
| | | | Code | V | Amount or (D) Price | | | | | |
| Common Stock | 05/28/2015 | | X | | 321,250 (1) | A | \$ 0.36 | 3,990,000 | D | |
| Common Stock | 05/28/2015 | | X | | 310,000 | A | \$ 0.36 | 310,000 | I | See Footnote (2) |

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 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Options (right to buy) | \$ 0.36 | 05/28/2015 | | J ⁽³⁾ | | 03/30/2015 ⁽⁴⁾ | Common Stock 310,000 |
| Options (right to buy) | \$ 0.36 | 05/28/2015 | | J ⁽³⁾ | 310,000 | 03/30/2015 ⁽⁴⁾ | Common Stock 310,000 |
| Options (right to buy) | \$ 0.36 | 05/28/2015 | | X | 321,250 ⁽¹⁾ | 03/30/2015 ⁽⁴⁾ | Common Stock 321,250 |
| Options (right to buy) | \$ 0.36 | 05/28/2015 | | X | 310,000 | 03/30/2015 ⁽⁴⁾ | Common Stock 310,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| McCabe Greg 500 WEST TEXAS AVE, SUITE 890 MIDLAND, TX 79701 | | X | | |
| G Mc Exploration, LLC 400 PINE STREET SUITE 700 ABILENE, TX 79601 | | X | | |

Signatures

/s/ Greg McCabe 04/12/2017

**Signature of Reporting Person

Date

/s/ Greg McCabe, President of G Mc Exploration, LLC 04/12/2017

**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).

- This Form 4/A is being filed to correct the erroneous filing on June 11, 2015 where it was inadvertently reported that 631,250 shares of common stock were issued to Greg McCabe. All such shares were issued in the name of Greg McCabe, however 310,000 of these shares were incorrectly issued in the name of Greg McCabe and should instead have been issued in the name of G Mc Exploration, LLC, which was and is the beneficial owner of such 310,000 shares.
- (1) This Form 4/A is being filed to correct the erroneous filing on June 11, 2015 where it was inadvertently reported that 631,250 shares of common stock were issued to Greg McCabe. All such shares were issued in the name of Greg McCabe, however 310,000 of these shares were incorrectly issued in the name of Greg McCabe and should instead have been issued in the name of G Mc Exploration, LLC, which was and is the beneficial owner of such 310,000 shares.
 - (2) Securities owned of record by G Mc Exploration, LLC, in which Greg McCabe owns 50% of the outstanding membership interests.
 - (3) Options to purchase 310,000 shares of the issuer's common stock were assigned by Greg McCabe to G Mc Exploration, LLC; this transaction was inadvertently omitted from the original Form 4 dated June 11, 2015.

The options would have expired 30 days following receipt by Greg McCabe of information from the Issuer with respect to certain well(s) to be drilled by the issuer, as described in the Schedule 13D Statement dated May 27, 2015 filed by the Reporting Persons with respect to the common stock of the issuer.

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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