

VICTORY ENERGY CORP  
Form 10-Q/A  
August 28, 2014

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

Form 10-Q/A  
(Amendment No. 1)

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2014

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number 002-76219NY

VICTORY ENERGY CORPORATION  
(Exact Name of Company as Specified in its  
Charter)

Nevada  
(State or other jurisdiction of incorporation  
or organization)

87-0564472  
(I.R.S. Employer Identification No.)

3355 Bee Caves Road Ste 608, Austin,  
Texas  
(Address of principal executive offices)

78746  
(Zip Code)

(512)-347-7300  
(Registrant's telephone number, including area code)

\_\_\_\_\_  
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

|                         |                       |                           |                                  |
|-------------------------|-----------------------|---------------------------|----------------------------------|
| Large accelerated filer | <input type="radio"/> | Accelerated filer         | <input type="radio"/>            |
| Non-accelerated filer   | <input type="radio"/> | Smaller reporting company | <input checked="" type="radio"/> |

(Do not check if a smaller reporting company)

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

As of August 18, 2014, there were 28,598,619 shares of common stock, par value \$0.001, issued and outstanding.

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Explanatory Note

The purpose of this Amendment No. 1 to Victory Energy Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014, filed with the Securities and Exchange Commission on August 18, 2014 (the "Form 10-Q"), is solely to add Exhibit No. 2.1 that was inadvertently omitted from the Form 10-Q. Exhibit 2.1 is a purchase and sale agreement dated as of April 30, 2014. Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, new certifications of our principal executive officer and principal financial officer are being filed as exhibits to this Form 10-Q/A.

No other changes have been made to the Form 10-Q. This Amendment No. 1 to the Form 10-Q speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the Form 10-Q.

Item 6. Exhibits

(a) Exhibits

|          |  |
|----------|--|
| 2.1 +    | Purchase and Sale Agreement dated as of April 30, 2014, by and among the Hannathon Petroleum, LLC and the other sellers party thereto and MDC Texas Energy, LLC.**   |
| 2.2 +    | Purchase and Sale Agreement dated as of June 30, 2014, between TELA Garwood Limited, LP and Aurora Energy Partners. Incorporated by reference to Exhibit 2.1 of the Company's Current Report on Form 8-K filed with the SEC on July 8, 2014. |
| 10.1^    | Employment Agreement between Victory Energy Corporation and Fred Smith dated May 27, 2014. Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the SEC on June 3, 2014.                         |
| 31.1     | Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**  |
| 31.2     | Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**  |
| 32.1     | Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350. Incorporated by reference to Exhibit 32.1 to the Company's Quarterly Report on Form 10-Q filed on August 18, 2014.  |
| 32.2     | Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350. Incorporated by reference to Exhibit 32.2 to the Company's Quarterly Report on Form 10-Q filed on August 18, 2014.  |
| 101.INS* | XBRL Instance Document   |
| 101.SCH* | XBRL Taxonomy Extension Schema Document  |
| 101.CAL* | XBRL Taxonomy Extension Calculation Linkbase Document  |
| 101.DEF* | XBRL Taxonomy Extension Definition Linkbase Document   |
| 101.LAB* | XBRL Taxonomy Extension Label Linkbase Document  |
| 101.PRE* | XBRL Taxonomy Extension Presentation Linkbase Document   |

\* XBRL (Extensible Business Reporting Language) information is furnished and not filed or part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

\*\* Filed herewith.

+Schedules and similar attachments have been omitted pursuant to Item 601(b) (2) of Regulation S-K. The Company will furnish supplementally a copy of any omitted schedule or similar attachment to the Securities and Exchange Commission upon request.

^ Management contracts and compensatory plans.

Signature

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, thereunto duly authorized.

VICTORY ENERGY CORPORATION

Date: August 28, 2014

By: /s/ Kenneth Hill  
Kenneth Hill  
Chief Executive Officer and  
Director

Date: August 28, 2014

By: /s/ Fred Smith  
Fred Smith  
Chief Financial Officer

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