BARNWELL INDUSTRIES INC
Form 8-K
August 30, 2018
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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FORM 8-K

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CURRENT REPORT
Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 28, 2018

_____

BARNWELL INDUSTRIES, INC.
(Exact name of registrant as specified in its charter)

_____

| Delaware | 1-5103 | 72-0496921 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| 1100 Alakea Street, Suite 2900 Honolulu, Hawaii 96813 (Address of principal executive offices) | 96813 (Zip Code) |

Registrant's telephone number, including area code: (808) 531-8400

Not Applicable
(Former name or former address, if
changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

[ ] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

[ ] Soliciting material pursuant to Rule 14a- 12 under the Exchange Act (17 CFR 240.14a-12)

[ ] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

[ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company [ ]

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. [ ]

Item 2.01 Completion of Acquisition or Disposition of Assets.

As previously disclosed in the Current Report on Form 8-K filed on July 25, 2018 by Barnwell Industries, Inc. (the "Company"), Barnwell of Canada, Limited ("Barnwell Canada") and Octavian Oil Ltd. ("Octavian"), each a subsidiary of the Company, entered into a Purchase and Sale Agreement with Eagle Energy Inc. ("Eagle") whereby Eagle would sell its interests in certain oil and natural gas properties located in the Twining area of Alberta, Canada (the "Purchase and Sale Agreement").

On August 28, 2018, Barnwell Canada and Octavian consummated the acquisition of the Twining properties pursuant to the Purchase and Sale Agreement (the "Closing").

Item 7.01 Regulation FD Disclosure.

On August 29, 2018, the Company issued a press release announcing the Closing. A copy of the Company's press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information disclosed under this Item 7.01 shall not be deemed "filed" for any purpose, including for the purposes of Section 18 of the United States Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section. The information in this Item 7.01 shall not be deemed incorporated by reference into any filing under the Exchange Act or the United States Securities Act of 1933, as amended, regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

99.1   Press release dated August 29, 2018

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 hereunto duly authorized.
Dated: August 29, 2018

 BARNWELL INDUSTRIES, INC.

 By: /s/ Russell Gifford
     Name: Russell M. Gifford
     Title: Executive Vice President and Chief Financial Officer

Exhibit Index

Exhibit No. Description

99.1   Press release dated August 29, 2018