

Visionary PE GP I, LLC
 Form 4
 April 17, 2018

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 *
 Visionary PE GP I, LLC

2. Issuer Name and Ticker or Trading Symbol
 VICTORY ENERGY CORP
 [VYEEY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

1325 W. SUNSHINE STREET

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(Street)

SPRINGFIELD, MO 65807

(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 (A) or (D) Price			
Common Stock	04/13/2018		J ⁽¹⁾	1,880,267 A <u>(D)</u>	2,519,025	I	See footnote <u>(2)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Securities (Instr. 3 and 4)	Amount of Underlying Securities (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount of Underlying Securities (Instr. 3 and 4)
Warrants	\$ 0.75	04/13/2018		J ⁽¹⁾	1,880,267	04/13/2018 04/13/2023	Common Stock	1,880,267

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Visionary PE GP I, LLC 1325 W. SUNSHINE STREET SPRINGFIELD, MO 65807			X	

Signatures

/s/ Ronald Zamber, Senior Managing Director of Visionary PE GP I, LLC Reporting Person	**Signature of Reporting Person	04/17/2018
	**Signature of Reporting Person	Date
/s/ Ronald Zamber, Senior Managing Director of Visionary PE GP I, LLC, the General Partner of Visionary Private Equity Group I, LP Reporting Person	**Signature of Reporting Person	04/17/2018
	**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) Pursuant to a settlement agreement, dated April 10, 2018, between the Issuer and Visionary Private Equity Group I, LP ("VPEG"), and in consideration and full satisfaction of outstanding indebtedness in the amount of \$1,410,200 owed by the Issuer to VLP under certain loan documents, the Issuer agreed to issue to VPEG 1,880,267 shares of common stock and a warrants to purchase 1,880,267 shares of common stock at an exercise price of \$0.75 per share; provided that if the actual price per share in a proposed \$5 million private placement of the Issuer's common stock is less than \$0.75, the number of shares will be adjusted upward proportionately, and the exercise price of the warrants will be reduced, accordingly.
- (2) The securities reported herein are held directly by VPEG. Visionary PE GP I, LLC ("VLLC"), is the General Partner of VPEG. The shares directly owned by VPEG may be deemed indirectly owned by VLLC; however, VLLC disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, if any, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or any other purpose.

Remarks:

Reporting Owner Name / Address / Relationship
 1. Visionary PE GP I, LLC
 1325 W. Sunshine Street
 Springfield, MO 65807
 Relationship:

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10% Owner

2. Visionary Private Equity Group I, LP

2025 Zumbahl Road, Ste. 85

St. Charles, MO 63303

Relationship:

10% Owner

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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