

Armada Oil, Inc.  
Form 3  
January 29, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *                  |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |  |
| Â Griffin Randy M  |         | (Month/Day/Year)                     | Armada Oil, Inc. [AOIL]  |  |
| (Last)   | (First) | (Middle)                             | 01/14/2014   |  |
| C/O ARMADA OIL, INC., Â 5220 SPRING VALLEY ROAD, SUITE 615 |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)   |         |                                      | (Check all applicable)   |  |
| DALLAS, Â TX Â 75254                                       |         |                                      | <input checked="" type="checkbox"/> Director                           | <input type="checkbox"/> 10% Owner                   |
| (City)   | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
|  |         |                                      | (give title below) (specify below)                                     |  |
|  |         |                                      | Chairman and CEO   |  |
|  |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|  |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|  |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 2,216,240 <sup>(1)</sup>                              | D  | Â   |
| Common Stock                    | 694,296 <sup>(1)</sup>                                | I  | By Amagosa Investments Ltd. <sup>(2)</sup>            |
| Common Stock                    | 761,600 <sup>(1)</sup>                                | I  | By Sycamore Resources, Inc. <sup>(3)</sup>            |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

## Edgar Filing: Armada Oil, Inc. - Form 3

| 1. Title of Derivative Security<br>(Instr. 4)     | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial<br>Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |  |  |  |
| Statutory Options                                 | 04/19/2013   | 04/01/2018         | Common<br>Stock  | 500,000<br><u>(4)</u>            | \$ 0.4   | D  | Â  |
| Statutory Options                                 | 06/30/2012   | 06/30/2016         | Common<br>Stock  | 400,000<br><u>(5)</u>            | \$ 0.38  | D  | Â  |
| Option to purchase<br>outstanding common<br>stock | 08/16/2013   | 06/01/2015         | Common<br>Stock  | 720,000<br><u>(6)</u>            | \$ 0.25  | D  | Â  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| Griffin Randy M<br>C/O ARMADA OIL, INC.<br>5220 SPRING VALLEY ROAD, SUITE 615<br>DALLAS, TX 75254 | Â X           | Â         | Â Chairman<br>and CEO | Â     |

## Signatures

/s/ Randy M.  
Griffin

01/29/2014

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) These shares represent shares of Issuer's common stock that were issued in exchange for shares of Mesa Energy Holdings, Inc. ("Mesa") common stock pursuant to an Asset Acquisition Agreement (the "Acquisition Agreement") between the Issuer and Mesa.
- (2) Mr. Griffin is the general partner and has voting and dispositive power over the shares owned by this entity.
- (3) Mr. Griffin is the sole officer, director and shareholder of this entity.
- (4) These options were granted on April 19, 2013 and are fully vested.
- (5) This Incentive Stock Option was assumed by the Issuer under the Acquisition Agreement between Mesa and the Issuer and replaced with an Incentive Stock Option to buy shares of the Issuer's common stock under the Issuer's 2012 Long-Term Incentive Plan. These options were granted on June 30, 2011 and are fully vested.
- (6) This is an option to purchase outstanding common stock of the Issuer from Ray Unruh, pursuant to the agreement between the parties dated August 16, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.