

Armada Oil, Inc.
Form 3
January 30, 2014

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

OMB APPROVAL

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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)

<p>1. Name and Address of Reporting Person *</p> <p>Â CERN A JAMES J JR</p> <p>(Last) (First) (Middle)</p> <p>C/O ARMADA OIL, INC.,Â 5220 SPRING VALLEY ROAD, SUITE 615</p> <p>(Street)</p> <p>DALLAS,Â TXÂ 75254</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/14/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Armada Oil, Inc. [AOIL]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> <p>President</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	1,484,000 ⁽¹⁾	D	Â
Common Stock	500,000	I	The 2012 Cerna Intervivos Trust ⁽²⁾
Common Stock	400,000	I	The 2012 Cerna Intervivos Trust ⁽²⁾

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

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Statutory Options	12/31/2013	12/31/2017	Common Stock	150,000 <u>(3)</u>	\$ 0.4	D	Â
Statutory Options	04/19/2013	04/01/2018	Common Stock	500,000 <u>(4)</u>	\$ 0.4	D	Â
Statutory Options	06/08/2013	06/07/2017	Common Stock	40,000 <u>(5)</u>	\$ 0.36	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CERNA JAMES J JR C/O ARMADA OIL, INC. 5220 SPRING VALLEY ROAD, SUITE 615 DALLAS, TX 75254	Â X	Â	Â President	Â

Signatures

/s/ James J.
Cerna, Jr. 01/30/2014

__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).

Direct ownership includes 10,000 shares under a restricted stock grant that was assumed by the Issuer under an Asset Acquisition Agreement (the "Acquisition Agreement") between Mesa Energy Holdings, Inc. ("Mesa") and the Issuer. The grant was made under the

- (1) Issuer's 2012 Long-Term Incentive Plan and the shares are fully vested. Direct ownership also includes 74,000 shares of Issuer's common stock that were issued in exchange for shares of Mesa common stock pursuant to the Acquisition Agreement. The remaining shares were held by Mr. Cerna prior to the closing of the Acquisition Agreement.
- (2) Mr. Cerna is a joint trustee of this entity and has voting and dispositive power over the shares owned by this entity.
- (3) These options were issued on December 31, 2013 and are fully vested.
- (4) These options were issued on April 19, 2013 and are fully vested.

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 Armada's 2012 Long-Term Incentive Plan. These shares were issued on June 8, 2012 and are fifty percent vested. The balance of the shares will be vested on June 8, 2014.

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.