

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)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Hern Kenneth		(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)			
	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner		
	<input type="checkbox"/> Officer	<input type="checkbox"/> Other	6. Individual or Joint/Group Filing(Check Applicable Line)	
	(give title below) (specify below)		<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	
DALLAS, Â TX Â 75254				
(City)	(State)	(Zip)		

**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	20,000 <sup>(1)</sup>	D	Â

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)**

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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Statutory Options	12/31/2013	12/31/2017	Common Stock	150,000 <u>(2)</u>	\$ 0.4	D	Â
Statutory Options	04/19/2013	04/01/2018	Common Stock	55,000 <u>(3)</u>	\$ 0.4	D	Â
Statutory Options	06/08/2013	06/07/2017	Common Stock	40,000 <u>(4)</u>	\$ 0.36	D	Â

## Reporting Owners

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

## Signatures

/s/ Kenneth T. Hern 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).  
 These shares represent shares of Issuer's common stock that were issued in exchange for shares of Mesa Energy Holdings, Inc. ("Mesa")
  - (1) common stock pursuant to an Asset Acquisition Agreement (the "Acquisition Agreement") between the Issuer and Mesa. These shares were acquired under a restricted stock grant under Issuer's 2012 Long-Term Incentive Plan and are fully vested.
  - (2) These options were issued on December 31, 2013 and are fully vested.
  - (3) These options were issued on April 19, 2013. Fifty percent of the shares are vested and the balance will vest on April 19, 2014.  
 This Incentive Stock Option was assumed by the Issuer under the Acquisition Agreement between Mesa and the Issuer and replaced with
  - (4) an Incentive Stock Option to buy shares of the Issuer's common stock under the Armada's 2012 Long-Term Incentive Plan. These options were issued on June 8, 2012. Fifty percent of the shares are vested and the balance will vest 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.