

HILL KENNETH E
 Form 5
 March 28, 2012

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 HILL KENNETH E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
 CHIEF OPERATIONS OFFICER

C/O VICTORY ENERGY CORPORATION, 20341 IRVINE AVENUE, SUITE D-6

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEWPORT BEACH, CA 92660

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/30/2011	^	C4	2,072,876 A \$ (1)	2,072,876	I	Already Done That, LLC (2)
Common Stock	06/30/2011	^	C4	2,072,877 A \$ (1)	4,145,753	I	Already Done That,

Common Stock	06/30/2011	Â	C4	2,072,877	A	\$ (1)	6,218,630	I	LLC (2) Already Done That, LLC (2)
Common Stock	06/30/2011	Â	C4	2,072,877	A	\$ (1)	8,291,507	I	Already Done That, LLC (2)

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

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(9-02)

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

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title
					(A)	(D)	Date Exercisable	Expiration Date	
10% Senior Secured Convertible Debenture	\$ 0.005	02/17/2011	Â	P4	2,000,000	Â	02/17/2011	09/30/2013	Cor Sto
Warrants	\$ 0.005	02/17/2011	Â	P4	10,000	Â	02/17/2011	02/17/2016	Cor Sto
10% Senior Secured Convertible Debenture	\$ 0.005	02/17/2011	Â	P4	2,000,000	Â	02/17/2011	09/30/2013	Cor Sto
Warrants	\$ 0.005	02/17/2011	Â	P4	10,000	Â	02/17/2011	02/17/2016	Cor Sto
10% Senior Secured Convertible Debenture	\$ 0.005	02/17/2011	Â	P4	2,000,000	Â	02/17/2011	09/30/2013	Cor Sto
Warrants	\$ 0.005	02/17/2011	Â	P4	10,000	Â	02/17/2011	02/17/2016	Cor Sto

10% Senior Secured Convertible Debenture	\$ 0.005	02/17/2011	Â	P4	2,000,000	Â	02/17/2011	09/30/2013	Cor Sto
Warrants	\$ 0.005	02/17/2011	Â	P4	10,000	Â	02/17/2011	02/17/2016	Cor Sto
Warrants	\$ 0.01	03/31/2011	Â	A4	300,000	Â	03/31/2011	03/30/2016	Cor Sto
Warrants	\$ 0.01	06/30/2011	Â	A4	300,000	Â	06/30/2011	06/29/2016	Cor Sto
10% Senior Secured Convertible Debenture	\$ 0.005	06/30/2011	Â	C4	Â	2,000,000	02/17/2011	09/30/2013	Cor Sto
10% Senior Secured Convertible Debenture	\$ 0.005	06/30/2011	Â	C4	Â	2,000,000	02/17/2011	09/30/2013	Cor Sto
10% Senior Secured Convertible Debenture	\$ 0.005	06/30/2011	Â	C4	Â	2,000,000	02/17/2011	09/30/2013	Cor Sto
10% Senior Secured Convertible Debenture	\$ 0.005	06/30/2011	Â	C4	Â	2,000,000	02/17/2011	09/30/2013	Cor Sto
Options	\$ 0.01	08/26/2011	Â	A4	1,500,000	Â	08/26/2011	08/26/2015	Cor Sto
Options	\$ 0.02	08/26/2011	Â	A4	3,000,000	Â	08/26/2011	08/26/2017	Cor Sto
Warrants	\$ 0.01	09/30/2011	Â	A4	300,000	Â	09/30/2011	09/30/2016	Cor Sto
Warrants	\$ 0.01	12/31/2011	Â	A4	300,000	Â	12/31/2011	12/30/2016	Cor Sto

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

HILL KENNETH E
C/O VICTORY ENERGY CORPORATION
20341 IRVINE AVENUE , SUITE D-6
NEWPORT BEACH, CA 92660

X

CHIEF
OPERATIONS
OFFICER

Signatures

/s/ Kenneth E.
Hill

03/26/2012

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) A total of \$10,000 of outstanding principal plus \$364 of accrued interest converted under several 10% Senior Secured Convertible Debentures.
- (2) The securities are held by Already Done That, LLC a Texas limited liability corporation. The reporting person owns Already Done That, LLC. Reporting person disclaims beneficial ownership in the securities except to the extent of his pecuniary interest therein.
The reporting person participated in the Issuer's private placement of 350 Units to certain qualified investors. Each Unit is comprised of (i) a \$10,000 principal amount 10% Senior Secured Convertible Debenture, and (ii) a five-year warrant to purchase 10,000 shares of common stock. The Units are being offered at a purchase price of \$10,000 per Unit. The reporting person purchased a total of 4 Units during the 2011 fiscal year for a total purchase price of \$40,000.
- (3) Warrants issued as part of the Units.
Warrants awarded for Mr. Hill's service on the board of directors. Under the directors' compensation program, each board member earns 100,000 Warrants per month, which are awarded at the end of each quarter. The directors receive no other compensation for their service on the board.
- (4) Employee stock options awarded to Mr. Hill compensation. Options fully vest on 8/26/2011 and expire on 8/25/2015. The strike price is \$0.01.
- (5) Employee stock options awarded to Mr. Hill compensation. Options vest monthly, at a rate of 12,500 per month, over a 24 month period, starting on 8/26/2011. Options expire on 8/25/2017. The strike price is \$0.02.

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