

ZOI MIKE
Form 4/A
January 21, 2010

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 *
ZOI MIKE

2. Issuer Name and Ticker or Trading Symbol
TOT Energy [TOTY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
12100 NE 16TH AVENUE, #210

3. Date of Earliest Transaction (Month/Day/Year)
11/29/2009

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

CEO, PRESIDENT

(Street)
NORTH MIAMI, FL US 33161

4. If Amendment, Date Original Filed(Month/Day/Year)
01/21/2010

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock ⁽¹⁾ | 12/31/2009 | | A | 6,713,215 A | \$ 0.15 300,181,353 | I | (TGR Energy LLC through Enerfund, LLC) ⁽²⁾ ⁽³⁾ |

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)

| 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Warrants to purchase common stock | \$ 0.05 | 12/31/2009 | | A | 3,357,107 | 12/31/2009 12/30/2013 | Common Stock 3,357,107 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| ZOI MIKE 12100 NE 16TH AVENUE #210 NORTH MIAMI, FL US 33161 | X | X | CEO, PRESIDENT | |
| Enerfund, LLC 12100 NE 16TH AVENUE #210 NORTH MIAMI, FL US 33161 | X | X | CEO, PRESIDENT | |

Signatures

Mike Zoi (individually and as a managing member of TGR Energy LLC and Enerfund LLC) 01/21/2010

__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) This Form 4 is being filed to amend each of the Form 4's filed on December 14, 2009 and January 7, 2010 to correct certain information relating to share issuances to and from TGR Energy, LLC ("TGR") as follows: Pursuant to a Stock Purchase Agreement dated November 23, 2009, TGR agreed to sell to Dune Capital Group ("Dune") an aggregate of 5,000,000 shares of common stock of TOT Energy, Inc. held by TGR for a purchase price of \$0.10 per share or an aggregate of \$500,000. The purchase price is required to be paid on or before April 1, 2010. Dune paid \$300,000 on November 23, 2009. In order to ensure compliance with obligations under Section 16 of the Securities Exchange Act of 1934, prior to the issuance of shares to Dune by TGR, TGR assigned this Purchase Agreement to the Company. Accordingly, the Company received \$300,000 pursuant to this agreement and issued an aggregate of 3,000,000 shares of common stock of the Company to Dune on January __, 2010. Accordingly, this Form 4 reflects the reversal of the issuance by TGR of

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5,000,000 shares of common stock of TOT Energy, Inc. as reported on December 14, 2009, and the reduction in funding provided by TGR to the Company as of December 31, 2009 and corresponding reduction in the number of shares of common stock and warrants to purchase common stock issued pursuant to the Subscription Agreement (defined below) as reported on January 7, 2010

Pursuant to a Purchase Agreement dated December 17, 2007, TGR Capital, LLC (which changed its name to Enerfund, LLC in September 2008), a Florida limited liability company ("Enerfund"), which is wholly-owned by Mike Zoi, acquired all of the membership interests in Splinx LLC, thereby giving Enerfund control of Splinx LLC. Under an Exchange Agreement dated December 18, 2007,

- (2) TOT Energy, Inc. ("the Company") issued 113,500,000 shares of the Company to Splinx LLC of which 8,500,000 shares were issued to Bzinfon S.A., a British Virgin Islands limited liability corporation, and 2,125,000 were issued to a former affiliate of Splinx, LLC. After the completion of the Exchange Agreement, Splinx, LLC owned approximately 93.99% of the Company. In June 2008, Splinx, LLC changed its name to TGR Energy, LLC ("TGR").

Pursuant to the Subscription Agreement dated August 7, 2008 between the Company and TGR, for the quarter ended December 31, 2009,

- (3) TGR was issued 6,713,215 shares of common stock of the Company and fully vested five year warrants to purchase 3,357,107 shares of common stock of the Company for \$0.05 per share in exchange for funding of \$134,264 provided during the quarter under the terms of Subscription Agreement.

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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