

ADINO ENERGY CORP
Form 10-K/A
April 26, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

AMENDMENT NO. 1

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT
x OF 1934**

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2012

Or

**..TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE
ACT OF 1934**

Commission File #333-74638

ADINO ENERGY CORPORATION

(Exact name of registrant as specified in its charter)

MONTANA

(State or other jurisdiction of incorporation)

82-0369233

(IRS Employer Identification Number)

2500 CITY WEST BOULEVARD, SUITE 300 HOUSTON, TEXAS 77042

(Address of principal executive offices)

(Zip Code)

(281) 209-9800

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(g) of the Act:

Common stock, \$0.001 par value per share

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. ☐ Yes ☒ No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. ☐ Yes ☒ No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ☐ Yes ☒ No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐ Yes ☒ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer," accelerated filer" and smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer " Accelerated filer "

Non-accelerated filer " Smaller reporting company x
(Do not check if smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act:

Yes x No "

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter: At June 30, 2012, the market price of all voting and non-voting common equity held by non-affiliates by reference to the closing price of the Company's stock on such date was \$297,776.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date: At April 16, 2013, there were 156,249,331 shares of common stock outstanding.

EXPLANATORY NOTE

This amendment to the annual report on Form 10-K of Adino Energy Corporation (“Adino” or the “Company”) for the period ended December 31, 2012, as originally filed with the Securities and Exchange Commission (“SEC”) on April 19, 2013, is being filed solely to furnish Exhibit 101 in accordance with Rule 405 of Regulation S-T.

This amendment does not reflect events occurring after April 19, 2013 and does not update or modify in any way the consolidated results of operations, financial position, cash flows or other disclosures in our Form 10-K as originally filed with the SEC.

As required by Rule 12b-15 promulgated under the Securities and Exchange Act of 1934, as amended, we are also filing new certifications by our principal executive officer and principal financial officer as exhibits to this amendment.

Pursuant to Rule 406T of Regulation S-T, the interactive files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, and Section 18 of the Securities Exchange Act of 1934, as amended.

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

The following documents are filed as part of this report:

Exhibit

Number Exhibit

- | | |
|-----|---|
| 3.1 | Articles of Incorporation (as amended January 30, 2008) (incorporated by reference to our Form 10-K filed on March 18, 2009) |
| 3.2 | Amendment to Articles of Incorporation (amendment for Class B Preferred Stock Series 1) (incorporated by reference to our Form 8-K filed November 14, 2011) |
| 3.3 | |

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Amendment to Articles of Incorporation (amendment for Class B Preferred Stock Series 3) (incorporated by reference to our Form 10-K filed on April 19, 2013)

- 3.4 By-laws of Golden Maple Mining and Leaching Company, Inc. (now Adino Energy Corporation) (incorporated by reference to our Form 10-K filed on March 18, 2009)
- 10.1 Membership Interest Purchase Agreement (incorporated by reference to our Form 10-Q filed on November 22, 2010)
- 10.2 Post-Closing Agreement (incorporated by reference to our Form 10-Q filed on November 22, 2010)
- 10.3 Resolution of the Board of Directors of February 1, 2010 (incorporated by reference to our Form 10-K filed on April 1, 2011)
- 10.4 Resolution of the Board of Directors of November 24, 2010 (incorporated by reference to our Form 10-K filed on April 1, 2011)
- 10.5 BlueRock Energy Capital II Production Agreement (incorporated by reference to our Form 10-K filed on April 19, 2013)
- 10.6 Asset Purchase Agreement (incorporated by reference to our Form 8-K filed November 14, 2011)

- 10.7 Lease with Lone Star Fuel Storage and Transfer, LLC (incorporated by reference to our Form 10-K filed on March 18, 2009)
- 10.8 Employment Agreement with Sonny Wooley (incorporated by reference to our Form 10-Q filed on August 15, 2011)
- 10.9 Employment Agreement with Timothy G. Byrd (incorporated by reference to our Form 10-Q filed on August 15, 2011)
- 10.10 Terminating Services Agreement for Commingled Products (incorporated by reference to our Form 10-Q filed on November 14, 2011)
- 10.11 Amendment to Terminating Agreement (incorporated by reference to our Form 10-Q filed on November 14, 2011)
- 10.12 Asset Purchase and Sale Agreement with Broadway Resources, LLC (incorporated by reference to our Form 8-K filed on November 5, 2012)
- 10.13 Termination and Release of BlueRock Production Payment (incorporated by reference to our Form 10-K filed on April 19, 2013)
- 14 Code of Business Conduct and Ethics (incorporated by reference to our Form 10-K filed on March 18, 2009)
- 21 Subsidiaries of the Registrant (incorporated by reference to our Form 10-K filed on April 19, 2013)
- 31.1 Certification of Chief Executive Officer pursuant to Rule 15d-14(a) of the Exchange Act
- 31.2 Certification of Chief Financial Officer pursuant to Rule 15d-14(a) of the Exchange Act
- 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

101 Interactive Data File

SIGNATURES

Pursuant to the requirements of section 13 or 15(d) of the Securities Exchange Act of 1934, the undersigned has duly caused this Form 10-K/A Amendment No. 1 to be signed on its behalf by the undersigned, there unto duly authorized, in the City of Houston, Texas on April 26, 2013.

ADINO ENERGY CORPORATION

By: /s/ Timothy G. Byrd, Sr.
Timothy G. Byrd, Sr.
Chief Executive Officer, Chief Financial Officer and Director

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant in the capacities and on the date indicated.

Signature	Name and Title	Date
/s/ Sonny Wooley Sonny Wooley	Chairman of the Board of Directors	April 26, 2013
/s/ Timothy G. Byrd, Sr. Timothy G. Byrd, Sr.	Chief Executive Officer, Chief Financial Officer and Director	April 26, 2013