

Visionary PE GP I, LLC
Form 4
April 17, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Visionary PE GP I, LLC

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1325 W. SUNSHINE STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/13/2018

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

SPRINGFIELD, MO 65807

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/13/2018		J ⁽¹⁾		1,880,267	A	<u>1</u>
					2,519,025	I	

See
footnote
(2)

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

**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
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SEC 1474
(9-02)

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

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Warrants	\$ 0.75	04/13/2018		J ⁽¹⁾		1,880,267		04/13/2018	04/13/2023	Common Stock	1,880,267

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Visionary PE GP I, LLC 1325 W. SUNSHINE STREET SPRINGFIELD, MO 65807		X		

/s/ Ronald Zamber, Senior Managing Director of Visionary PE GP I, LLC **Signature of Reporting Person	04/17/2018
__Signature of Reporting Person	Date
/s/ Ronald Zamber, Senior Managing Director of Visionary PE GP I, LLC, the General Partner of Visionary Private Equity Group I, LP **Signature of Reporting Person	04/17/2018
__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) Pursuant to a settlement agreement, dated April 10, 2018, between the Issuer and Visionary Private Equity Group I, LP ("VPEG"), and in consideration and full satisfaction of outstanding indebtedness in the amount of \$1,410,200 owed by the Issuer to VLP under certain loan documents, the Issuer agreed to issue to VPEG 1,880,267 shares of common stock and a warrants to purchase 1,880,267 shares of common stock at an exercise price of \$0.75 per share; provided that if the actual price per share in a proposed \$5 million private placement of the Issuer's common stock is less than \$0.75, the number of shares will be adjusted upward proportionately, and the exercise price of the warrants will be reduced, accordingly.
- (2) The securities reported herein are held directly by VPEG. Visionary PE GP I, LLC ("VLLC"), is the General Partner of VPEG. The shares directly owned by VPEG may be deemed indirectly owned by VLLC; however, VLLC disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, if any, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or any other purpose.

Remarks:

Reporting Owner Name / Address / Relationship
 1. Visionary PE GP I, LLC
 1325 W. Sunshine Street
 Springfield, MO 65807
 Relationship:

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10% Owner

2. Visionary Private Equity Group I, LP

2025 Zumbahl Road, Ste. 85

St. Charles, MO 63303

Relationship:

10% Owner

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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