

HOUSTON AMERICAN ENERGY CORP  
Form S-8  
October 05, 2017

**As filed with the Securities and Exchange Commission on October 05, 2017**

**Registration No. 333-**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

**Houston American Energy Corp.**

**(Exact name of registrant as specified in its charter)**

**Delaware**

**76-0675953**

**(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification Number)**

**801 Travis St., Suite 1425**

**Houston, TX 77002**

**(713) 222-6966**

**(Address, including zip code, and telephone number, including area code, of principal executive offices)**

**2017 Equity Incentive Plan**

**(full title of the plan)**

**John P. Boylan  
President and Chief Executive Officer  
Houston American Energy Corp.  
801 Travis St., Suite 1425**

**Houston, Texas 77002**

**(713) 222-6966**

**(Name, address and telephone number, including area code, of agent for  
service)**

*with a copy to:*

**Michael W. Sanders, Esq.  
20701 Hamilton Pool Rd.  
Dripping Springs, Texas  
78620  
(512) 264-2062**

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

Large accelerated filer [ ]

Accelerated filer [ ]

Non-accelerated filer [ ] (Do not check if a smaller reporting company) Smaller reporting company [X]

Emerging growth company [ ]

If an emerging growth company, indicate by check market if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Security	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value <sup>(2)</sup>	5,000,000	\$ 0.50 <sup>(3)</sup>	\$2,500,000.00	\$ 311.25
Total:	5,000,000		\$2,500,000.00	\$ 311.25

This registration statement, pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), (1) covers an indeterminate number of additional shares of common stock with respect to the shares registered hereunder in the event of a stock split, stock dividend or similar transaction.

(2) Represents shares of Common Stock reserved for issuance pursuant to awards granted under the Company’s 2017 Equity Incentive Plan.

Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(c) and 457(h)(1) (3) under the Securities Act using the average of the high and low price as reported on the NYSE American on September 29, 2017.

## **PART I**

### **INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

This registration statement registers shares of common stock, par value \$0.001 per share, of Houston American Energy Corp., a Delaware corporation (the “Company”), that may be issued and sold under the Company’s 2017 Equity Incentive Plan (the “Plan”).

#### **Item 1. Plan Information.\***

#### **Item 2. Registrant Information and Employee Plan Annual Information.\***

The documents containing the information specified in Part I of Form S-8 will be sent or given to participants in the Plan as specified by Rule 428(b)(1) of the Securities Act. Such documents need not be filed with the Securities and Exchange Commission (the “SEC”) either as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference in this registration statement pursuant to Item 3 of Part II of this registration statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

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## **PART II**

### **INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

#### **Item 3. Incorporation of Documents by Reference.**

The following documents have been previously filed by the Company with the SEC and are hereby incorporated by reference into this registration statement as of their respective dates:

our annual report on Form 10-K for the year ended December 31, 2016 filed with the SEC on March 16, 2017; the information specifically incorporated by reference into our annual report on Form 10-K for the year ended December 31, 2016 from our definitive proxy statement on Schedule 14A filed with the SEC on April 26, 2017; our quarterly reports on Form 10-Q for the quarterly periods ended March 31, 2017 and June 30, 2017, filed with the SEC on May 12, 2017 and August 14, 2017, respectively; our current reports on Form 8-K filed with the SEC on January 5, 2017, February 2, 2017, February 7, 2017, February 14, 2017, March 20, 2017, March 22, 2017, April 19, 2017, May 8, 2017, June 28, 2017, July 11, 2017 and September 7, 2017 (in each case excluding Items 2.02 or 7.01, which have been “furnished” but not “filed” for purposes of the Exchange Act of 1934, as amended); and our Registration Statement on Form 8-A, filed with the SEC on July 26, 2010, including any amendments or reports filed for the purpose of updating the description of our common stock therein;

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this registration statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents with the SEC.

#### **Item 4. Description of Securities.**

Not applicable.

#### **Item 5. Interests of Named Experts and Counsel.**

The validity of the securities being offered hereby will be passed upon for us by Michael W. Sanders, Attorney at Law. Michael W. Sanders, Attorney at Law owns 25 shares of our Series A Preferred Stock and stock options to purchase 100,000 shares of our common stock and is power of attorney for Marie Sanders who owns 25 shares of Series A Preferred Stock.

**Item 6. Indemnification of Directors and Officers.**

Section 145 of the Delaware General Corporation Law authorizes a corporation to indemnify its directors and officers against liabilities arising out of actions, suits and proceedings to which they are made or threatened to be made a party by reason of the fact of their prior or current service to the Company as a director or officer. The indemnity may cover expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the director or officer in connection with any such action, suit or proceeding. Section 145 permits corporations to pay expenses (including attorneys' fees) incurred by directors and officers in advance of the final disposition of such action, suit or proceeding. In addition, Section 145 provides that a corporation has the power to purchase and maintain insurance on behalf of its directors and officers against any liability asserted against them and incurred by them in their capacity as a director or officer, or arising out of their status as such, whether or not the corporation would have the power to indemnify the director or officer against such liability under Section 145.

Our certificate of incorporation provides that, to the fullest extent permitted by the Delaware General Corporation Law, (1) a director shall not be personally liable to Houston American Energy Corp. or its stockholders for monetary damages for breach of fiduciary duty as a director, and (2) we shall indemnify any director or officer made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact of such person's current or prior service as a director or officer of Houston American Energy Corp., any predecessor of Houston American Energy or any other enterprise per Houston American Energy's or any predecessor to Houston American Energy's request.

Our amended and restated bylaws provide that (a) we shall indemnify our directors and officers against any judgments, penalties (including excise taxes), fines, amounts paid in settlement and reasonable expenses (including court costs and attorneys' fees) actually and reasonably incurred in connection with any proceeding, whether civil, criminal, administrative or investigative, arising by reason of the fact that such person is or was an agent of the corporation, subject to certain limited exceptions, (b) we shall advance expenses incurred by any director or officer prior to the final disposition of any proceeding to which the director or officer was or is or is threatened to be made a party promptly following a request therefore, subject to certain limited exceptions, and (c) the rights conferred in our bylaws are not exclusive.

We have also obtained an insurance policy covering our directors and officers with respect to certain liabilities, including liabilities arising under the Securities Act of 1933.

#### **Item 7. Exemption from Registration Claimed.**

Not applicable.

#### **Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
5.1	<u>Opinion of Michael W. Sanders, Attorney at Law</u>
10.1	<u>2017 Equity Incentive Plan (incorporated by reference to Appendix A to the Company's Definitive Proxy Statement filed with the SEC on July 24, 2017)</u>
23.1	<u>Consent of Michael W. Sanders, Attorney at Law (included in Exhibit 5.1)</u>

- 23.2 Consent of GBH CPAs PC, Independent Registered Public Accounting Firm
- 23.3 Consent of Lonquist & Co., Independent Petroleum Engineers
- 24.1 Power of Attorney (included on the signature page)

**Item 9. Undertakings.**

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

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(iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

*provided, however,* that paragraphs (i) and (ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question as to whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Houston, Texas, on October 2, 2017.

### HOUSTON AMERICAN ENERGY CORP.

By: */s/ John P. Boylan*

John P. Boylan

President and Chief Executive Officer (Principal Executive Officer)

## SIGNATURES AND POWER OF ATTORNEY

Each of the undersigned officers and directors of Houston American Energy Corp., a Delaware corporation, hereby constitutes and appoints John P. Boylan as his true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, in his name and on his behalf, to sign in any and all capacities this registration statement and any and all amendments (including post-effective amendments) and exhibits to this registration statement, and to file any and all applications and other documents relating thereto with the Securities and Exchange Commission, with full power and authority to perform and do any and all acts and things whatsoever which such attorney or substitute may deem necessary or advisable to be performed or done in connection with any or all of the above-described matters, as fully as each of the undersigned could do if personally present and acting, hereby ratifying and approving all acts of any such attorney or substitute.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Name</b>	<b>Position</b>	<b>Date</b>
<i>/s/ John P. Boylan</i> John P. Boylan	Chairman, Chief Executive Officer and President (Principal Executive Officer and Principal Financial Officer)	October 2, 2017
<i>/s/ O. Lee Tawes, III</i> O. Lee Tawes, III	Director	October 2, 2017
<i>/s/ Stephen Hartzell</i> Stephen Hartzell	Director	October 2, 2017

*/s/ R. Keith Grimes* Director October 2, 2017  
R. Keith Grimes

*/s/ Roy Jageman* Director October 2, 2017  
Roy Jageman

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