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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **June 23, 2017**

Viking Energy Group, Inc.

(Exact name of registrant as specified in its charter)

<u>Nevada</u> (State or other jurisdiction of incorporation)	<u>000-29219</u> (Commission File Number)	<u>98-0199508</u> (IRS Employer Identification Number)
<u>1330 Avenue of the Americas, Suite 23 A, New York, NY</u> (Address of principal executive offices)		<u>10019</u> (zip code)

(212) 653-0946
(Registrant's telephone number, including area code)

(former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01 Regulation FD Disclosure.

A copy of a press release regarding a potential oil and gas acquisition is furnished as Exhibit 99.1 to this current report on Form 8-K and incorporated herein by reference.

The information contained in this Item 7.01 and Exhibit 99.1 is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under Section 18 and shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

The exhibits listed in the following Exhibit Index are filed as part of this report:

Exhibit No.	Description
99.1	Press Release dated June 23, 2017

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Viking Energy Group, Inc.

Dated: June 23, 2017

By: */s/ James Doris*

James Doris
CEO & Director

Viking Negotiates Conditional \$25M Deal to Acquire Oil & Gas Company

NEW YORK, NY--(Marketwired - Jun 23, 2017) - Viking Energy Group, Inc. ("Viking") (OTC PINK: VKIN) is pleased to announce that it is in final negotiations to acquire all of the issued and outstanding membership units of a privately-owned company with producing, conventional oil & gas assets with development potential, for the total purchase price of \$25 million to be paid as further described below.

According to preliminary due diligence, the features of the target company and/or its assets include the following:

- Working interest in approximately 12 oil and gas fields
- Current production is ~1,200 BOEPD (25% oil)
- Leases to 11,629 gross acres / 9,360 net acres
- Targeting conventional oil and gas utilizing 3D seismic data and AVO analysis of the final data
- Multiple locations have been high-graded and can be immediately drilled and completed
- Estimated value of total proved reserves on a PV9 basis, with NYMEX commodity pricing as of June 1, 2017, was \$49.1 million.
- A Management team with deep experience in Petroleum Engineering and Geophysics, in addition to a Certified Professional Landman and other personnel. Individuals in each key position have over 40 years' experience in the energy sector.

In addition, the target company has 3D seismic data for the majority of the assets being acquired and has identified and vetted numerous future drilling locations (mainly "infill drilling" and "behind pipe") as part of a 3-year drilling program.

The \$25 million purchase price would be paid by Viking paying the seller \$10 million at closing and the balance of the purchase price six months from the closing date, with interest to accrue on such balance at a rate of 8% per annum. The balance owing to the seller will be evidenced by a secured promissory note or equivalent debt instrument (which can be prepaid at any time without penalty) and pledge agreement pursuant to which Viking will grant the seller a first-ranking security interest against and pledge of all of the issued and outstanding shares of the target corporation. The security interest would not apply to other assets of Viking, including the shares of Viking's wholly-owned subsidiary, Mid-Con Petroleum, LLC.

Regarding the \$10 million due to the seller on closing, Viking has received conditional approval from its existing bank, a commercial bank experienced in the Energy sector with offices in Kansas, Oklahoma and Texas, to provide such funds at a variable annual contract rate of interest equal to the Wall Street Journal prime rate plus 1%. The loan would be made directly to the target company, subject to Viking being the 100% owner thereof, and secured by a first-ranking security interest against the assets of the target company.

The proposed effective closing date of the potential acquisition transaction is July 1, 2017.

Conditional:

The completion of the entire transaction described above is conditional upon Viking and the seller executing definitive legal documentation on terms and conditions acceptable to both parties on or before June 30, 2017, and the commercial bank approving such legal documentation. There is no guarantee that such conditions will be satisfied or that Viking will be able to close the acquisition.

About Viking:

Viking is an independent exploration and production company focused on the acquisition and development of oil and natural gas properties in North America. The company owns oil and gas leases in Kansas, Missouri and Alberta. Viking targets under-valued assets with realistic appreciation potential.

Viking is not an investment company, as defined by the Investment Company Act of 1940.

Safe Harbor Statement:

This press release may contain forward-looking information within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), including all statements that are not statements of historical fact regarding the intent, belief or current expectations of the company, its directors or its officers with respect to, among other things: (i) the company's financing plans; (ii) trends affecting the company's financial condition or results of operations; (iii) the company's growth strategy and operating strategy; and (iv) the declaration and payment of dividends. The words "may," "would," "will," "expect," "estimate," "anticipate," "believe," "intend" and similar expressions and variations thereof are intended to identify forward-looking statements. Investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, many of which are beyond the company's ability to

control, and that actual results may differ materially from those projected in the forward-looking statements as a result of various factors including the risk disclosed in the company's Forms 10-K and 10-Q filed with the SEC.

For additional information please contact:

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