
**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): May 8, 2020 (May 7, 2020)

Harvest Oil & Gas Corp.
(Exact name of registrant as specified in its charter)

Delaware
(State or other Jurisdiction
of Incorporation)

001-33024
(Commission
File Number)

83-0656612
(IRS Employer
Identification No.)

1001 Fannin Street, Suite 750, Houston, Texas
(Address of Principal Executive Offices)

77002
(Zip Code)

Registrant's telephone number, including area code: (713) 651-1144

N/A
(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act: **None.**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark 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 13(a) of the Exchange Act.

Item 3.03 Material Modifications to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On May 7, 2020, Harvest Oil & Gas Corp. (“Harvest” or the “Company”) filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation (the “Amendment”) with the Secretary of State of the State of Delaware to effect a 10-for-1 reverse stock split (the “Reverse Stock Split”) of its common stock, par value \$0.01 per share (the “Common Stock”), which became effective at 5:00 p.m. Eastern Time on May 8, 2020 (the “Effective Time”). Upon effectiveness, each 10 shares of Common Stock issued and outstanding were converted into 1 share of Common Stock, the number of authorized shares of capital stock of the Company was reduced to 12,000,000 and the total number of authorized shares of Common Stock was reduced to 2,000,000.

No fractional shares were issued in connection with the Reverse Stock Split. Any fractional shares of Common Stock that would have otherwise resulted from the Reverse Stock Split were converted into cash payments based on the average closing price of the Common Stock as reported on OTCQX, the exchange under which Harvest’s Common Stock trades, for the five consecutive trading days immediately preceding May 8, 2020.

A copy of the Amendment is attached to this current report on Form 8-K as Exhibit 3.1, and the above summary is qualified in its entirety by reference to the full text of the Amendment.

Item 5.07 Submission of Matters to Vote of Security Holders.

On April 23, 2020, the holders of a majority of the issued and outstanding shares of Common Stock took certain action by written consent (the “Consent”) in lieu of a meeting of the stockholders pursuant to Section 4.5 of the Amended and Restated Certificate of Incorporation of the Company (the “Certificate”) to accept the recommendation of the Company’s Board of Directors and approve the adoption of the Amendment giving effect to the Reverse Stock Split pursuant to which each 10 shares of Common Stock issued and outstanding at the Effective Time of the split shall, without further action by the Company or any holder thereof, be converted into 1 share of Common Stock.

The action by written consent in lieu of a meeting of stockholders satisfied the stockholder approval requirement with respect to the adoption of the Amendment and no further stockholder action is necessary with respect to the foregoing.

Item 7.01 Regulation FD Disclosure.

On May 8, 2020, the Company issued a press release announcing the effectiveness of the Reverse Stock Split. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1.

Item 8.01 Other Events.

The Company has outstanding warrants to purchase Common Stock expiring June 5, 2023, subject to certain adjustment from time to time upon the occurrence of certain events. In accordance with the terms of those outstanding warrants, the Reverse Stock Split will result in an adjustment to the warrant exercise price from \$30.48 per share to \$304.80 per share. The number of warrants outstanding will not change, however, the amount of Common Stock issuable upon the exercise of warrants will be reduced in proportion to the Reverse Stock Split ratio. Each of these adjustments will occur automatically and become effective immediately prior to the opening of business on May 11, 2020.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Harvest Oil & Gas Corp. dated as of May 7, 2020.
99.1	Press release issued May 8, 2020.

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.

Harvest Oil & Gas Corp.

May 8, 2020

By: /s/ RYAN STASH

Ryan Stash

Vice President and Chief Financial Officer

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HARVEST OIL & GAS CORP.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF MAY, A.D. 2020, AT 2:46 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE EIGHTH DAY OF MAY, A.D. 2020 AT 5 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



6898864 8100
SR# 20203583293

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JWB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202895060
Date: 05-07-20

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
HARVEST OIL & GAS CORP.**

* * * *

*Adopted in accordance with the provisions of §242 the
General Corporation Law of the State of Delaware*

* * * *

The undersigned, being an authorized officer of Harvest Oil & Gas Corp. (the "Company"), a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), DOES HEREBY CERTIFY as follows:

FIRST: The name of the Company is Harvest Oil & Gas Corp.

SECOND: The Amended and Restated Certificate of Incorporation of the Company is hereby amended by deleting Article IV, Section 4.1 in its entirety and substituting in lieu thereof a new Article IV, Section 4.1 to read as follows:

"Section 4.1. Capitalization. The total number of shares of all classes of stock that the Corporation is authorized to issue is 12,000,000 shares, consisting of (i) 2,000,000 shares of common stock, par value \$0.01 per share (the "Common Stock"), and (ii) 10,000,000 shares of preferred stock, par value \$0.01 per share ("Preferred Stock"). The number of authorized shares of any of the Common Stock or Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority in voting power of the stock of the Corporation entitled to vote thereon irrespective of the provisions of Section 242(b)(2) of the DGCL (or any successor provision thereto), and no vote of the holders of any of the Common Stock or Preferred Stock voting separately as a class shall be required therefor, unless a vote of any such holder is required pursuant to this Amended and Restated Certificate of Incorporation (including any certificate of designation relating to any series of Preferred Stock).

Reverse Stock Split. Upon this Certificate of Amendment becoming effective pursuant to the DGCL (the "Effective Time"), the shares of Common Stock issued and outstanding or held in treasury immediately prior to the Effective Time (the "Old Common Stock") shall be reclassified into a different number of shares of Common Stock (the "New Common Stock") such that each ten (10) shares of Old Common Stock shall be automatically reclassified into one (1) share of New Common Stock (the "Reverse Stock Split"). No fractional shares of Common Stock shall be issued in connection with the Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional shares of Common Stock in connection with the Reverse Stock Split shall, with respect to such fractional shares, be entitled to receive cash, without interest, in lieu of fractional shares of Common Stock, in an amount equal to such fraction multiplied by the average of the closing sales price of the Common Stock during regular trading hours for the five

consecutive trading days immediately preceding the Effective Time (with such average closing sales prices being adjusted to give effect to the Reverse Stock Split). Each certificate that prior to such combination represented shares of Common Stock ("Old Certificates") shall, from and after the Effective Time, represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been reclassified, subject to the elimination of fractional share interests as described above."

THIRD: In accordance with Section 228 and Section 242 of the DGCL, this Certificate of Amendment to the Amended and Restated Certificate of Incorporation has been duly approved and adopted pursuant to a written consent by the stockholders of the requisite number of the issued and outstanding shares of capital stock of the Company entitled to vote thereon.

FOURTH: This Certificate of Amendment shall become effective at 5:00 p.m. (New York Time) on Friday, May 8th, 2020, in accordance with the provisions of Sections 103 and 242 of the DGCL.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to the Amended and Restated Certificate of Incorporation on behalf of the Company on this 7th day of May, 2020.

HARVEST OIL & GAS CORP.

By: 
Name: Michael Mercer
Title: President, Chief Executive Officer and
Director



Harvest Oil & Gas Announces 10-for-1 Reverse Stock Split

HOUSTON, May 8, 2020 (GLOBE NEWSWIRE) -- Harvest Oil & Gas Corp. (OTCQX: HRST) ("Harvest" or the "Company") announced today a 10-for-1 reverse stock split of the Company's shares of common stock, par value \$0.01 per share (the "Common Stock"). The 10-for-1 reverse stock split will be effective as of 5:00 p.m. Eastern Time on May 8, 2020 and the Company's Common Stock will begin trading on an as-adjusted basis at the market opening on May 11, 2020. Harvest's Common Stock will continue to trade on OTCQX under the trading symbol "HRST."

When the reverse stock split becomes effective, each ten shares of Common Stock issued and outstanding will be converted into one share of Common Stock (the "Reverse Stock Split"), which also will have the effect of reducing the total number of outstanding shares of Common Stock from 10,173,707 to 1,017,253. In connection with the Reverse Stock Split, the Company also amended its certificate of incorporation to reduce the total number of authorized shares of capital stock of the Company from 75,000,000 to 12,000,000 and to reduce the total number of authorized shares of Common Stock from 65,000,000 to 2,000,000.

Harvest will not issue any fractional shares in connection with the Reverse Stock Split. Stockholders who would otherwise hold a fractional share of the Common Stock will receive a cash payment in lieu of such fractional share.

The exercise price of Harvest's outstanding warrants to purchase Common Stock will be adjusted to account for the Reverse Stock Split. The exercise price per share will increase from \$30.48 to \$304.80, which is in proportion to the ratio of the Reverse Stock Split. The number of warrants outstanding will not change, however, the amount of Common Stock issuable upon the exercise of warrants will be reduced in proportion to the Reverse Stock Split ratio. Each of these adjustments will occur automatically and become effective immediately prior to the opening of business on May 11, 2020.

Harvest has retained Computershare Inc. and its wholly owned subsidiary Computershare Trust Company, N.A. (together "Computershare") as its transfer agent to manage the exchange of the pre-split shares for new, post-split shares. Computershare can be contacted toll free at 1-800-546-5141. Outside the U.S. and Canada, Computershare may be reached at 1-781-575-2765.

About Harvest Oil & Gas Corp.

Harvest is an independent oil and gas company engaged in the efficient operation and development of onshore oil and gas properties in the continental United States. The Company's assets consist primarily of producing and non-producing properties in the Appalachian Basin (which includes the Utica Shale) and Michigan. More information about Harvest is available on the internet at <https://www.hvstog.com>.

Forward Looking Statements

This press release contains certain statements that are, or may be deemed to be, "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical facts, included in this press release that address activities, events or developments that the Company expects, believes or anticipates will or may occur in the future are forward-looking statements. The Company has based these forward-looking statements largely on its current expectations and projections about future events and financial trends affecting the financial condition of its business. These forward-looking statements are subject to a number of risks and uncertainties, most of which are difficult to predict and many of which are beyond its control. Please read the Company's filings with the Securities and Exchange Commission, including "Risk Factors" in its Annual Report on Form 10-K, and other public filings and press releases for a discussion of risks and uncertainties that could cause actual results to differ materially from those anticipated or implied in such forward-looking statements. The words "believe," "may," "estimate," "continue," "anticipate," "intend," "plan," "expect," "indicate" and similar expressions are intended to identify forward-looking statements.

You are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date hereof. The Company undertakes no obligation to correct or update any forward-looking statement, whether as a result of new information, future events or otherwise.

Harvest Oil & Gas Corp., Houston, TX
Ryan Stash, Vice President and CFO
713-651-1144
hvtog.com
