

Miranda Robert
Form 5
February 17, 2012

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB
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1. Name and Address of Reporting Person *
Miranda Robert

(Last) (First) (Middle)

C/O VICTORY ENERGY
CORPORATION, 20341 IRVINE
AVENUE, SUITE D-6

(Street)

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

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2011

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CHAIRMAN, INTERIM CEO AND CFO

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEWPORT BEACH, CA 92660

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock	06/30/2011	Â	C4	2,077,808	A \$ ⁽¹⁾ 2,077,808	D	Â
Common Stock	06/30/2011	Â	C4	2,077,808	A \$ ⁽²⁾ 4,155,616	D	Â
Common Stock	06/30/2011	Â	C4	500,000	A \$ ⁽³⁾ 4,655,616	I	By Miranda &

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									Associates (4)
Common Stock	06/30/2011	Â	G4	360,000	D	\$ 0	4,295,616	I	By Miranda & Associates (4)

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

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(9-02)

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

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 A Underlying S (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title
10% Senior Secured Convertible Debenture	\$ 0.005	02/08/2011	Â	P4	2,000,000	Â	02/08/2011	09/13/2013	Common Stock
Warrants	\$ 0.005	02/08/2011	Â	P4	10,000	Â	02/08/2011	02/07/2016	Common Stock
10% Senior Secured Convertible Debenture	\$ 0.005	02/08/2011	Â	P4	2,000,000	Â	02/08/2011	09/13/2013	Common Stock
Warrants	\$ 0.005	02/08/2011	Â	P4	10,000	Â	02/08/2011	02/07/2016	Common Stock
Warrants	\$ 0.01	03/31/2011	Â	A4	300,000	Â	03/31/2011	03/30/2016	Common Stock
10% Senior Secured Convertible Debenture	\$ 0.005	06/30/2011	Â	P4	500,000	Â	06/30/2011	09/13/2013	Common Stock
Warrants	\$ 0.005	06/30/2011	Â	P4	2,500	Â	06/30/2011	06/29/2016	Common Stock
Warrants	\$ 0.01	06/30/2011	Â	A4	300,000	Â	06/30/2011	06/29/2016	Common Stock
	\$ 0.005	06/30/2011	Â	D4	2,000,000	Â	02/08/2011	09/13/2013	

10% Senior Secured Convertible Debenture									Common Stock
10% Senior Secured Convertible Debenture	\$ 0.005	06/30/2011	Â	D4	2,000,000	Â	02/08/2011	09/13/2013	Common Stock
10% Senior Secured Convertible Debenture	\$ 0.005	06/30/2011	Â	D4	500,000	Â	06/30/2011	09/13/2013	Common Stock
10% Senior Secured Convertible Debenture	\$ 0.005	07/06/2011	Â	P4	2,000,000	Â	07/06/2011	09/13/2013	Common Stock
Warrants	\$ 0.005	07/06/2011	Â	P4	10,000	Â	07/06/2011	07/06/2016	Common Stock
10% Senior Secured Convertible Debenture	\$ 0.005	07/06/2011	Â	P4	2,000,000	Â	07/06/2011	09/13/2013	Common Stock
Warrants	\$ 0.005	07/06/2011	Â	P4	10,000	Â	07/06/2011	07/06/2016	Common Stock
10% Senior Secured Convertible Debenture	\$ 0.005	07/06/2011	Â	P4	1,500,000	Â	07/06/2011	09/13/2013	Common Stock
Warrants	\$ 0.005	07/06/2011	Â	P4	7,500	Â	07/06/2011	07/06/2016	Common Stock
Warrants	\$ 0.01	09/30/2011	Â	A4	300,000	Â	09/30/2011	09/29/2016	Common Stock
Warrants	\$ 0.01	12/31/2011	Â	A4	300,000	Â	12/31/2011	12/30/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miranda Robert C/O VICTORY ENERGY CORPORATION 20341 IRVINE AVENUE , SUITE D-6 NEWPORT BEACH,Â CAÂ 92660	Â X	Â	Â CHAIRMAN, INTERIM CEO AND CFO	Â

Signatures

/s/ Robert
Miranda

02/17/2012

__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) \$10,000 of outstanding principal plus \$389 of accrued interest under the 10% Senior Secured Convertible Debenture converted.
- (2) \$10,000 of outstanding principal plus \$389 of accrued interest under the 10% Senior Secured Convertible Debenture converted.
- (3) \$2,500 of outstanding principal plus \$0 of accrued interest under the 10% Senior Secured Convertible Debenture converted.

The securities are held by Miranda & Associates, a California corporation. The reporting person owns 100% of the shares of Miranda &

- (4) Associates and is also its president and sole director. Reporting person disclaims beneficial ownership in the securities except to the extent of his pecuniary interest therein.

The reporting person participated in the Issuer's private placement of 450 Units to certain qualified investors. Each Unit is comprised of

- (5) (i) a \$10,000 principal amount 10% Senior Secured Convertible Debenture, and (ii) a five-year warrant to purchase 10,000 shares of common stock. The Units are being offered at a purchase price of \$10,000 per Unit. The reporting person purchased a total of 5 Units during the fiscal year 2011 for a total purchase price of \$50,000.

- (6) Warrants issued as part of the Units.

Warrants awarded for Mr. Miranda's service on the board of directors. Under the directors' compensation program, each board member

- (7) earns 100,000 Warrants per month, which are awarded at the end of each quarter. The directors receive no other compensation for their service on the board.

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