

Armada Oil, Inc.
Form 3
January 29, 2014

FORM 3

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

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
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**INITIAL STATEMENT OF 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

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â Dillard Rachel L.</p> <p>(Last) (First) (Middle)</p> <p>C/O ARMADA OIL, INC.,Â 5220 SPRING VALLEY ROAD, SUITE 615</p> <p>(Street)</p> <p>DALLAS,Â TXÂ 75254</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/14/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Armada Oil, Inc. [AOIL]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Chief Financial Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>
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6. Individual or Joint/Group Filing(Check Applicable Line)

☒ Form filed by One Reporting Person

☐ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	240,000 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Statutory Options	04/01/2013	03/30/2018	Common Stock	40,000 ⁽²⁾	\$ 0.33	D	Â
Statutory Options	03/30/2013	03/30/2018	Common Stock	200,000 ⁽²⁾	\$ 0.33	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dillard Rachel L. C/O ARMADA OIL, INC. 5220 SPRING VALLEY ROAD, SUITE 615 DALLAS, TX 75254	Â	Â	Â Chief Financial Officer	Â

Signatures

/s/ Rachel L.
Dillard

01/29/2014

 Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) These shares represent shares of Issuer's common stock that were issued in exchange for shares of Mesa Energy Holdings, Inc. ("Mesa") common stock pursuant to an Asset Acquisition Agreement (the "Acquisition Agreement") between the Issuer and Mesa.

(2) This Incentive Stock Option was assumed by the Issuer under the Acquisition Agreement between Mesa and the Issuer and replaced with an Incentive Stock Option to buy shares of the Issuer's common stock under the Issuer's 2012 Long-Term Incentive Plan. These options are fully vested.

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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