

TORCHLIGHT ENERGY RESOURCES INC  
Form 8-A12B  
December 13, 2013

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**TORCHLIGHT ENERGY RESOURCES, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State of incorporation or organization)

**74-3237581**

(I.R.S. Employer  
Identification No.)

**5700 West Plano Pkwy, Suite 3600, Plano, Texas**

(Address of principal executive offices)

**75093**

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class  
to be so registered**  
Common Stock, \$0.001 par value

**Name of each exchange on which  
each class is to be registered**  
The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.  X .

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If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. .

Securities Act registration statement file number to which this form relates: **333-150616**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

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**Item 1. Description of Registrant's Securities to be Registered.**

A description of the common stock, par value \$0.001 per share, to be registered hereunder is set forth under the caption "Description of Securities to be Registered" in the prospectus that constitutes a part of the Registrant's Registration Statement on Form S-1, File No. 333-150616 (the "Registration Statement"), initially filed with the U.S. Securities and Exchange Commission on May 2, 2008, as subsequently amended by any amendment to such Registration Statement and by any form of prospectus filed pursuant to Rule 424(b) under the Securities Act of 1933, in connection with such Registration Statement. Such Registration Statement, as amended, and any form of prospectus filed pursuant to Rule 424(b) under the Securities Act of 1933, that includes such description, are hereby incorporated by reference herein.

**Item 2. Exhibits.**

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**Torchlight Energy Resources, Inc.**

Date: December 12, 2013

By: */s/ John A. Brda*  
Name: John A. Brda  
Title: President