

ZAMBER RONALD
 Form 5/A
 March 01, 2012

FORM 5

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

OMB APPROVAL

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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

1. Name and Address of Reporting Person *
 ZAMBER RONALD

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

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

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)
 05/03/2011

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |

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

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

SEC 2270 (9-02)

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

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| 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 Underlying (Instr. 3 and 4) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|------------------|--|--------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title |
| 10% Senior Secured Convertible Debenture ⁽¹⁾ | \$ 0.005 | 12/31/2010 | ^ | J4 | 110,455,000 | ^ | 12/31/2010 | 12/31/2013 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ZAMBER RONALD C/O VICTORY ENERGY CORPORATION 20341 IRVINE AVENUE , SUITE D-6 NEWPORT BEACH, CA 92660 | ^ X | ^ | ^ | ^ |

Signatures

/s/ Ronald Zamber 03/01/2012

 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) Reporting person inadvertently failed to disclose beneficial ownership of these securities owned indirectly by Visionary Investments, LLC.
Pursuant to a Loan Extension Agreement between the Issuer and Visionary Investments, LLC dated December 31, 2010, the Issuer and Visionary Investments, LLC consolidated and otherwise converted multiple unsecured notes in the total amount of \$497,000 and accrued interest in the total amount of \$55,275 held by Visionary Investments, LLC into a 10% Senior Secured Convertible Debenture with a face value of \$552,275.00.
- (2) The securities are owned by Visionary Investments, LLC. The reporting person holds a 100% interest in Visionary Investments, LLC and is also the sole member. Reporting person disclaims beneficial ownership in the securities except to the extent of his pecuniary interest therein.
- (3) The securities are owned by Visionary Investments, LLC. The reporting person holds a 100% interest in Visionary Investments, LLC and is also the sole member. Reporting person disclaims beneficial ownership in the securities except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.