

# FORM 4

**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).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * McCabe Greg			2. Issuer Name and Ticker or Trading Symbol TORCHLIGHT ENERGY RESOURCES INC [TRCH]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last) (First) (Middle) 500 WEST TEXAS AVE., SUITE 890			3. Date of Earliest Transaction (Month/Day/Year) 12/01/2017					
(Street) MIDLAND, TX 79701			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								10,264,335	D	
Common Stock	12/01/2017		J	(1)	2,500,000	A	(1)	3,297,099	I	See footnote (2)

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

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**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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCabe Greg 500 WEST TEXAS AVE. SUITE 890 MIDLAND, TX 79701	X	X		

## Signatures

/s/ Greg McCabe		12/06/2017
**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).

On December 1, 2017, Torchlight Energy Resources, Inc. (the "Issuer") issued 2,500,000 shares of common stock, par value \$0.001 per share (the "Common Stock"), to

- McCabe Petroleum Corporation, a Texas corporation wholly-owned by Greg McCabe ("MPC"), in connection with the closing of the merger contemplated by the
- (1) Agreement and Plan of Reorganization, dated as of November 14, 2017, by and among Warwink Properties, LLC, a Texas limited liability company and wholly-owned subsidiary of MPC ("Warwink"), MPC, the Issuer and Torchlight Wolfbone Properties, Inc., a Texas corporation and wholly-owned subsidiary of the Issuer ("Merger Sub"). Upon the closing, Merger Sub merged with and into Warwink, with Warwink as the surviving organization and a wholly-owned subsidiary of the Issuer and MPC's membership interests in Warwink were converted into the right to receive 2,500,000 shares of Common Stock.
  - (2) 2,500,000 shares of Common Stock are owned of record by MPC, the capital stock of which is wholly-owned by Greg McCabe. An additional 797,099 shares of Common Stock are owned of record by G Mc Exploration, LLC, in which Greg McCabe owns 50% of the outstanding membership interests.

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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