

Citadel Exploration, Inc.
Form 8-K
February 15, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) February 15, 2018

CITADEL EXPLORATION, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation)

000-54639

(Commission File Number)

27-1550482

(IRS Employer Identification No.)

417 31st Street, Unit A, Newport Beach, CA 92663

(Address of principal executive offices) (Zip code)

(949) 612-8040

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 3 – Securities and Trading Markets

Item 3.02 Unregistered Sales of Equity Securities

On February 15, 2018, Citadel Exploration, Inc. (the "Company") sold 1,250 shares of its Series A Convertible Participating Preferred Stock (Series A) pursuant to subscription agreements, under which the Company raised \$25,000 in cash through the sale, in a private placement. Each Series A share, par value \$20.00 is convertible into 100 common shares at \$0.20. Including previously issued Series A, the Company currently has 395,615 Series A shares outstanding, which convert into 39,561,500 common shares.

Also, on February 15, 2018, the Company issued 550,262 common shares at \$0.20 to vendors for services rendered in 2017.

Following this issuance Citadel has 45,000,000 common shares issued and outstanding.

No commissions were paid in connection with the private placements.

The issuance of shares of the Company's common stock in the private placement and debt conversion was made in reliance on the private offering exemption of Section 4(2) of the Securities Act of 1933, as amended, and/or the private offering safe harbor provisions of Rule 506 of Regulation D promulgated thereunder based on the following factors: (i) the number of offerees or purchasers, as applicable, (ii) the absence of general solicitation, (iii) representations obtained from each of the investors in the private placement with respect to their status as accredited investors, (iv) the provision of the type of disclosure that registration would provide, and (v) the placement of restrictive legends on the certificates reflecting the shares of common stock

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

CITADEL EXPLORATION, INC.

By: /s/ Armen Nahabedian
Armen Nahabedian
Chief Executive Officer

Date: February 15, 2018

-2-
BY EACH REPORTING PERSON
1,737,085

10.
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.68%

12.
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
OO

CUSIP No 89853L104

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Tiger Partners, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)
(b)
[X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,737,085

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,737,085

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,737,085

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5.68%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No 89853L104

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Tiger Partners GP, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)
(b)
[X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,737,085

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,737,085

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.68%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC

CUSIP No 89853L104

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Tiger Management L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,737,085

7. SOLE DISPOSITIVE POWER

0

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.68%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

CUSIP
No 89853L104

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

The Julian H. Robertson, Jr. Revocable Trust

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,737,085

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,737,085

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.68%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12. HC

CUSIP No 89853L104

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Julian H. Robertson, Jr.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,737,085

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,737,085

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1,737,085

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.68%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN, HC

CUSIP No 89853L104

Item 1. (a). Name of Issuer:

T2 Biosystems, Inc.

(b). Address of Issuer's Principal Executive Offices:

101 Hartwell Avenue
Lexington, MA 02421

Item 2. (a). Name of Person Filing:

Tiger Partners Trading LLC
Tiger Partners, L.P.
Tiger Partners GP, LLC
Tiger Management L.L.C.
The Julian H. Robertson, Jr. Revocable Trust
Julian H. Robertson, Jr.

(b). Address of Principal Business Office, or if None, Residence:

101 Park Avenue
New York, NY 10178

Citizenship:

Tiger Partners Trading LLC -
Delaware
Tiger Partners, L.P. - Delaware
Tiger Partners GP, LLC -
Delaware

(c). Tiger Management L.L.C. -
Delaware
The Julian H. Robertson, Jr.
Revocable Trust - Delaware
Julian H. Robertson, Jr. - United
States of America

(d). Title of Class of Securities:

Common Stock, \$0.001 par value

(e). CUSIP Number:

89853L104

Item 3. If This Statement is filed pursuant to ss.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

- (a) Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78c).
 - (b) Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c).
 - (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 - (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
 - (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
 - (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) Group, in accordance with s.240.13d-1(b)(1)(ii)(J).
-

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

1,737,085 shares deemed beneficially owned by Tiger Partners Trading LLC
 1,737,085 shares deemed beneficially owned by Tiger Partners, L.P.
 1,737,085 shares deemed beneficially owned by Tiger Partners GP, LLC
 1,737,085 shares deemed beneficially owned by Tiger Management L.L.C.
 1,737,085 shares deemed beneficially owned by The Julian H. Robertson, Jr. Revocable Trust
 1,737,085 shares deemed beneficially owned by Julian H. Robertson, Jr.

(b) Percent of class:

5.68% deemed beneficially owned by Tiger Partners Trading LLC
 5.68% deemed beneficially owned by Tiger Partners, L.P.
 5.68% deemed beneficially owned by Tiger Partners GP, LLC
 5.68% deemed beneficially owned by Tiger Management L.L.C.
 5.68% deemed beneficially owned by The Julian H. Robertson, Jr. Revocable Trust
 5.68% deemed beneficially owned by Julian H. Robertson, Jr.

(c) Number of shares as to which Tiger Partners Trading LLC has:

(i) Sole power to vote or to direct the vote	0
(ii) Shared power to vote or to direct the vote	1,737,085
(iii) Sole power to dispose or to direct the disposition of	0
(iv) Shared power to dispose or to direct the disposition of	1,737,085

Number of shares as to which Tiger Partners, L.P. has:

(i) Sole power to vote or to direct the vote	0
(ii) Shared power to vote or to direct the vote	1,737,085
(iii) Sole power to dispose or to direct the disposition of	0
(iv) Shared power to dispose or to direct the disposition of	1,737,085

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Number of shares as to which Tiger Partners GP, LLC has:

- (i) Sole power to vote or to direct the vote 0
- (ii) Shared power to vote or to direct the vote 1,737,085
- (iii) Sole power to dispose or to direct the disposition of 0
- (iv) Shared power to dispose or to direct the disposition of 1,737,085

Number of shares as to which Tiger Management L.L.C. has:

- (i) Sole power to vote or to direct the vote 0
- (ii) Shared power to vote or to direct the vote 1,737,085
- (iii) Sole power to dispose or to direct the disposition of 0
- (iv) Shared power to dispose or to direct the disposition of 1,737,085

Number of shares as to which The Julian H. Robertson, Jr. Revocable Trust has:

- (i) Sole power to vote or to direct the vote 0
- (ii) Shared power to vote or to direct the vote 1,737,085
- (iii) Sole power to dispose or to direct the disposition of 0
- (iv) Shared power to dispose or to direct the disposition of 1,737,085

Number of shares as to which Julian H. Robertson, Jr. has:

- (i) Sole power to vote or to direct the vote 0
 - (ii) Shared power to vote or to direct the vote 1,737,085
 - (iii) Sole power to dispose or to direct the disposition of 0
 - (iv) Shared power to dispose or to direct the disposition of 1,737,085
-

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

N/A

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent
7. Holding Company.

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d-1(c) or §240.13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

Item 9. Notice of Dissolution of Group.

Notice of
dissolution
of a group
may be
furnished as
an exhibit
stating the
date of the
dissolution
and that all
further
filings with

respect to
transactions
in the
security
reported on
will be filed,
if required,
by members
of the group,
in their
individual
capacity.
See Item 5.

N/A

Item
10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

June 5, 2017
(Date)

/s/ Julian H. Robertson, Jr.
Signature

Tiger Partners Trading LLC

Julian H. Robertson, Jr.
Authorized Signatory

/s/ Julian H. Robertson
Signature

Tiger Partners, L.P.*

Julian H. Robertson, Jr.
Authorized Signatory

/s/ Julian H. Robertson, Jr.
Signature

Tiger Partners GP, LLC*

Julian H. Robertson, Jr.
Authorized Signatory

/s/ Julian H. Robertson, Jr.
Signature

Tiger Management L.L.C.*

Julian H. Robertson, Jr.
Authorized Signatory

/s/ Julian H. Robertson, Jr.
Signature

The Julian H. Robertson, Jr. Revocable Trust*

Julian H. Robertson, Jr.
Trustee

Julian H. Robertson, Jr. *

/s/ Julian H. Robertson, Jr.
Signature

*The Reporting Person specifically disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

Exhibit A

AGREEMENT

The undersigned agree that this Schedule 13G dated June 5, 2017 relating to the Common Stock, \$0.001 par value of T2 Biosystems, Inc. shall be filed on behalf of the undersigned.

Tiger Partners Trading LLC	<u>/s/ Julian H. Robertson, Jr.</u> Signature Julian H. Robertson, Jr. Authorized Signatory
Tiger Partners, L.P.	<u>/s/ Julian H. Robertson</u> Signature Julian H. Robertson, Jr. Authorized Signatory
Tiger Partners GP, LLC	<u>/s/ Julian H. Robertson, Jr.</u> Signature Julian H. Robertson, Jr. Authorized Signatory
Tiger Management L.L.C.	<u>/s/ Julian H. Robertson, Jr.</u> Signature Julian H. Robertson, Jr. Authorized Signatory
The Julian H. Robertson, Jr. Revocable Trust	<u>/s/ Julian H. Robertson, Jr.</u> Signature Julian H. Robertson, Jr. Trustee
Julian H. Robertson, Jr.	<u>/s/ Julian H. Robertson, Jr.</u> Signature