CoreSite Realty Corp
Form 4
March 06, 2014

FORM 4

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

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Smith Steven James

(Last) (First) (Middle)

C/O CORESITE REALTY CORPORATION, 1001 17TH STREET, SUITE 500

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CoreSite Realty Corp [COR]

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP, Sales

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 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	03/04/2014		A		5,673 (1)	A	$ 0	5,673	D	
Common Stock	03/04/2014		A		3,782 (2)	A	$ 0	9,455	D	
Common Stock	03/04/2014		A		9,455 (3)	A	$ 0	18,910	D	

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
								Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
				Code	V	(A)	(D)						

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Steven James C/O CORESITE REALTY CORPORATION 1001 17TH STREET, SUITE 500 DENVER, CO 80202			SVP, Sales	

Signatures

/s/ Derek S. McCandless, Attorney-in-Fact	03/06/2014
**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) Represents restricted stock granted to the reporting person under the issuer's 2010 Equity Incentive Award Plan. The restricted stock vests in three equal annual installments beginning on March 4, 2015, provided that the reporting person remains employed by the issuer as of each vesting date.

(2) Represents a performance-based restricted stock award ("PSAs") issued to the reporting person under the issuer's 2010 Equity Incentive Award Plan. The number of PSAs earned is based on the issuer's achievement of relative total shareholder return ("TSR") measured versus the MSCI US REIT Index over a three-year performance period ending December 31, 2016, and the number of shares earned may range from 0% to 150%. The PSAs are earned as follows: (i) 20% of the PSAs are earned upon TSR achievement in year one of the performance period, (ii) 20% of the PSAs are earned upon TSR achievement in year two of the performance period, (iii) 20% of the PSAs are earned upon TSR achievement in year three of the performance period, and (iv) 40% of the PSAs are earned upon a cumulative TSR achievement over the three-year performance period, subject to the reporting person's continued employment with the issuer at the end of the three-year performance period.

(3)

Represents restricted stock granted to the reporting person under the issuer's 2010 Equity Incentive Award Plan. The restricted stock vests in three equal annual installments beginning on January 27, 2015, provided that the reporting person remains employed by the issuer as of each vesting date.

 nducted by the SEC and indemnification provisions contained in an engagement agreement with Global Hunter Securities, LLC relating to the Company's 2009 equity offering, in July 2012, the Company and Global Hunter entered into an agreement whereby the Company agreed to pay $271,580 on or before July 27, 2012 to settle any and all claims by Global Hunter related to reimbursement of attorney's fees under the indemnity provision. In exchange for the payment, the Company was granted a full release by Global Hunter Securities of any future claims or liabilities asserted by Global Hunter in connection with the offering. The Company paid the amount on July 27, 2012.

Compensation Expense

In June 2012, our board of directors approved, and we paid, cash bonuses to our senior management team totaling $403,199 and grants of stock options to acquire an aggregate of 1,200,000 shares of common stock and, effective July 1, 2012, we increased the base salary of members of our senior management team by amounts ranging from 5% to 15%.

The options granted vested on the grant date, have a ten year life and have an exercise price of $1.65 per share. Of those options, 429,000 are exercisable commencing 6 months from the date of grant and 771,000 are exercisable on and after shareholder approval of an amendment to our 2008 Equity Incentive Plan to increase the shares reserved under the plan to facilitate exercise. The option grants to employees, excluding grants that are subject to shareholder approval of amendment to the 2008 Equity Incentive Plan, were valued on the date of grant at $354,098 using the Black-Scholes option-pricing model. Of that value, all were recognized as compensation expense at the date of grant. Option grants that remain subject to shareholder approval of amendment to the 2008 Equity Incentive Plan will be valued and accounted for at the time of shareholder approval of the amendment.

In June 2012, our board of directors approved grants of stock options to purchase 25,000 shares of common stock, consistent with our existing director compensation program, to each of our non-employee directors and one-time extraordinary grants of stock options to purchase 75,000 shares of common stock to each of our non-employee directors. Each of the options vest 20% on the grant date and 80% nine months from the grant date and is exercisable for a term of 10 years at an exercise price of $1.65 per share; provided, however, that 48,175 of the options granted to each of the directors shall not be exercisable, in part or in whole, until such time as our shareholders shall have approved an amendment to our 2008 Equity Incentive Plan increasing the shares reserved for issuance under the plan to an amount sufficient to permit issuance of such shares.

In June 2012, our board of directors amended our cash compensation arrangements for non-employee directors, effective June 30, 2012, to increase all amounts payable thereunder by 50% to: annual retainer of $9,000, payable in quarterly installments of $2,250; annual retainer for service on each committee of $3,000, payable in quarterly installments of $750; annual retainer for service as chairman of the audit committee of $3,750, payable in quarterly installments of $937.50; and annual retainer for service as chairman of the compensation committee of $2,250, payable in quarterly installments of $562.50.

In June 2012, our board of directors approved the entry into Change in Control Agreements (the "Change in Control Agreements") with our President and Chief Executive Officer, John Terwilliger, Chief Financial Officer, James J. Jacobs, and Senior Vice President – Exploration, Kenneth Jeffers. Pursuant to the Change in Control Agreements, if we undergo a change in control and a covered officer is terminated without cause or resigns for good reason within 90 days prior to or within 12 months following a change in control, the subject officer is entitled to (i) a lump sum cash severance payment equal to 250% of his average annual cash compensation (including salary and bonuses) during the three years ending on the termination date, and (ii) acceleration of vesting of all unvested time-based stock options.

During the three and six months ended June 30, 2012, we recognized non-cash compensation expense associated with grants of restricted stock and stock options totaling $61,457 and $122,881, respectively.

As of June 30, 2012, excluding grants that remain subject to shareholder approval of amendment to the 2008 Equity Incentive Plan, there was $484,844 of total unrecognized compensation cost related to unvested restricted stock and $1,895,845 of total unrecognized compensation cost related to unvested, or un-exercisable, stock options. The cost is expected to be recognized over a weighted average period of approximately 1.95 years for restricted stock and 1.73 years for stock options. Option grants that remain subject to shareholder approval of amendment to the 2008 Equity Incentive Plan will be valued and accounted for at the time of shareholder approval of the amendment.

Strategic Alternative Review

In July 2012, our board authorized the engagement of an investment banking firm, and we engaged Canaccord Genuity, Inc., to assist in the evaluation of a broad range of financial and strategic alternatives, including, but not limited to, seeking additional financing to support the long-term development of our oil and gas properties, seeking financial and/or industry partners to participate in the development of our properties, selling some of or all of our assets or interests in those assets, and the possible sale of our company, among other alternatives.

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Results of Operations

Oil and Gas Revenues. Total oil and gas revenues decreased 89.7% to $36,347 in the three months ended June 30, 2012 compared to $353,505 in the three months ended June 30, 2011. For the six month period, oil and gas revenues decreased 25.3% to $356,857 in the six months ended June 30, 2012 compared to $477,808 in the six months ended June 30, 2011.

The decrease in revenue was due to the sale of the La Cuerva concession during the first quarter of 2012.

The following table sets forth the gross and net producing wells, net oil and gas production volumes and average hydrocarbon sales prices for the quarter and six months ended June 30, 2012 and 2011:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Gross producing wells	6	22	22	22
Net producing wells	0.18	0.44	0.44	0.44
Net oil production (bbl)	249	3,270	2,384	4,465
Net gas production (mcf)	2,951	2,817	7,251	6,020
Average sales price – oil (per barrel)	$ 113.42	$ 105.66	$ 110.13	$ 101.80
Average sales price – natural gas (per Mcf)	$ 2.76	$ 2.83	$ 3.42	$ 3.87

The number of gross wells shown above for the six month period ended 2012 includes the 16 gross (0.256 net) wells attributable to the La Cuerva concession that were sold during the first quarter of 2012. At June 30, 2012, the Company had 6 gross (0.18 net) wells.

The change in average sales prices realized reflects fluctuations in global commodity prices.

Oil and gas sales revenues by region were as follows:

	Colombia	U.S.	Total
2012 First Six Months			
Oil sales	$263,182 *	$68,878	$332,060
Gas sales	—	24,797	24,797
2011 First Six Months			
Oil sales	$393,281	$61,259	$454,540
Gas sales	—	23,268	23,268

*Includes a $69,186 payment from Hupecol for oil produced in 2011 which is considered immaterial to the 2011 financial statements.

Lease Operating Expenses. Lease operating expenses, excluding joint venture expenses relating to our Colombian operations discussed below, decreased 90.2% to $19,047 in the 2012 quarter from $193,562 in the 2011 quarter. For the six month period, lease operating expenses decreased 50.7% to $158,648 from $321,464 in the 2011 period. The decrease in lease operating expenses was attributable to the sale of our interest in the La Cuerva concession during the first quarter of 2012.

Following is a summary comparison of lease operating expenses, by region, for the periods.

		Colombia	U.S.	Total
Quarter	- 2012	$ —	$ 19,047	$ 19,047
	- 2011	$ 176,574	$ 16,988	$ 193,562
Six Months	- 2012	$ 118,734	$ 39,914	$ 158,648
	- 2011	$ 288,218	$ 33,246	$ 321,464

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Consistent with our business model and operating history, we experience steep declines in lease operating expenses following strategic divestitures and anticipate lease operating expenses to ramp up to levels consistent with regional costs as new wells are brought on line.

Joint Venture Expenses. Our allocable share of joint venture expenses attributable to the Colombian Joint Venture with Hupecol totaled $0 and $3,164 during three months ended June 30, 2012 and 2011, respectively, and $3,244 and $5,924 during the six months ended June 30, 2012 and 2011, respectively. The change in joint venture expenses was attributable to reduced allocated administrative cost following the sale of our interest in the La Cuerva concession during the first quarter of 2012.

Depreciation and Depletion Expense. Depreciation and depletion expense was $6,185 and $42,347 for the quarter ended June 30, 2012 and 2011, respectively, and $55,467 and $70,344 for the six months ended June 30, 2012 and 2011, respectively. The decrease in depreciation and depletion was due to the sale of our interest in the La Cuerva concession.

Gain on Sale of Oil and Gas Properties. The sale of our indirect interests in Hupecol Cuerva, LLC resulted in a gain of $315,119 during the 2012 first quarter and six month period. During the six months ended June 30, 2011, post closing adjustments related from the sale of our indirect interests in Hupecol Dorotea and Cabiona, LLC, Hupecol Llanos, LLC and Caracara resulted in a loss of $179,595.

Impairment Expense. Termination of our testing and completion efforts on our Tamandua #1 sidetrack well and Cachirre #1 well resulted in impairment expense of $16,633,074 and $36,628,919, respectively, during the quarter and six months ended June 30, 2012.

General and Administrative Expenses. General and administrative expense increased by 29.0% to $2,032,339 during the 2012 quarter from $1,572,374 during the 2011 quarter and by 13.2% to $3,113,187 during the 2012 six month period from $2,747,468 during the 2011 six month period.

The increase in general and administrative expense was primarily attributable to an increase in stock compensation of $180,803 and $124,254, respectively, during the quarter and six month periods, partially offset by a decrease in cash compensation paid of $109,320 and $98,490, respectively, during the quarter and six month periods. The increase in stock compensation expense reflect one-time special grants of stock options to non-employee directors and immediately vested stock option grants to each of our officers. The decrease in cash compensation paid reflected lower bonus payment during the 2012 periods.

Other Income (Expense). Other income (expense) consists of interest earned on cash balances, net of other bank fees. Other income (expense), net totaled $(11,627) of net expense and $(37,320) of net expense during the three months and six month periods ending June 30, 2012, respectively, as compared to $20,314 of net income and $644 of net income during the 2011 three months and six month periods. The change was attributable to reduced interest income on lower cash balances.

Income Tax Expense/Benefit. We reported income tax expense of $3,356,154 during the 2012 second quarter compared to income tax expense of $85,583 during the 2011 second quarter. For the six months ended June 30, 2012 we reported income tax expense of $3,365,365 as compared to $88,377 during the 2011 six month period. The change in income tax expense during the 2012 quarter was attributable to the increase in our valuation allowance which resulted in the write off of our deferred tax asset of $3,195,583. The increase in valuation allowance was due to an uncertainty about the utilization of the deferred tax asset. The difference between the deferred tax asset and our income tax expense related to cash taxes paid in Colombia. The Company recorded no U.S. income tax liability in the 2012 or 2011 quarters.

Financial Condition

Liquidity and Capital Resources. At June 30, 2012, we had a cash balance of $6,392,057 and working capital of $12,406,018, compared to a cash balance of $9,930,284 and working capital of $19,636,540 at December 31, 2011. The change in working capital during the period was primarily attributable to the payment of costs associated with drilling of our Tamandua #1 sidetrack well and Cachirre #1 well, offset by our capital raise in May of 2011.

Operating activities used cash of $1,939,666 during the six months ended June 30, 2012 quarter as compared to $4,303,086 of cash used during the 2011 six-month period. The change in operating cash flow was primarily attributable substantial reductions in payables during the 2011 period partially offset by an increase in accounts receivable during the 2011 period as well as increased general and administrative expense.

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Investing activities used $13,996,261 during the 2012 six month period compared to $3,555,809 used during the 2011 period. The funds used in investing activities principally reflect investments in oil and gas properties and assets of $14,866,511 and the purchase of marketable securities of $156,818, partially offset by proceeds from sale of our interest in Hupecol Cuerva, LLC of $1,027,068 during 2012. The change in investing cash flows was attributable to our investments in drilling wells on our CPO 4 prospect which wells were more expensive than wells drilled during 2011 and reflect our substantially larger ownership interest in the CPO 4 prospect that in prospects drilled during 2011.

Financing activities during 2012 provided $12,397,700 of net proceeds from the sale of units of common stock and warrants in May 2012.

Long-Term Liabilities. At June 30, 2012, we had long-term liabilities of $7,596 as compared to $45,039 at December 31, 2011. Long-term liabilities at June 30, 2012 and December 31, 2011 consisted of a reserve for plugging costs and a deferred rent obligation.

Capital and Exploration Expenditures and Commitments. Our principal capital and exploration expenditures relate to ongoing efforts to acquire, drill and complete prospects. We expect that future capital and exploration expenditures will be funded principally through funds on hand and funds generated by proceeds from anticipated financing transactions or other transactions.

During the six months ended June 30, 2012, we invested $18,595,206 (of which $3,728,695 was accrued as of June 30, 2012) for the development of oil and gas properties, consisting of (1) drilling and drilling preparation costs on 3 wells in Colombia of $18,277,606, (2) seismic cost in Colombia of $139,400, (3) evaluation cost in Colombia of $107,430 and (4) leasehold costs on U.S. properties of $70,770. Of the amount invested, we capitalized $18,530,832 to oil and gas properties subject to amortization, primarily attributable to developmental activity related to our first two wells on CPO 4 block (the Tamandua #1 and Cachirre #1), as well as the preparation for drilling our third well (the Zorro Gris) on CPO 4, seismic expenses on CPO 4 and other expenses on unevaluated concessions in Colombia.

Following delays and cost overruns in drilling our Tamandua #1 well, and the ultimate failure to complete Tamandua #1 as a commercial well, we lacked the necessary financial resources to fully fund our 2012 drilling budget. In May 2012, we completed the sale of shares of common stock and warrants that resulted in our receipt of approximately $12.5 million (net of placement fees and offering costs of $0.64 million) of additional cash. Notwithstanding the receipt of such funding, given the costs of drilling and testing and the subsequent failure to complete our Cachirre #1 well, we do not believe that we presently have adequate capital to fully fund the balance of our 2012 drilling budget. Our estimated drilling budget during the second half of 2012 is approximately $20.0 million, principally relating to the drilling of a third well (Zorro Gris) on the CPO 4 prospect, a future seismic acquisition program on CPO 4, a new Standby Letter of Credit on CPO 4 for our Phase II election which was made in July of 2012, as well as general and administrative and social and environmental cost associated with CPO 4. If, for any reason, we are unable to fully fund our drilling budget and fail to satisfy commitments reflected therein, including funding of our share of drilling and related cost on the third well of the CPO 4 prospect as well as our future seismic and other obligations, we may be subject to penalties or to the possible loss of some of our rights and interests in prospects with respect to which we fail to satisfy funding commitments. We have no commitments to provide any additional financing and there is no guarantee that we will be able to secure additional financing on acceptable terms, or at all, to fully fund our 2012 drilling budget and to support future acquisitions and development activities.

Off-Balance Sheet Arrangements

We had no off-balance sheet arrangements or guarantees of third party obligations at June 30, 2012.

Inflation

We believe that inflation has not had a significant impact on operations since inception.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Commodity Price Risk

The price we receive for our oil and gas production heavily influences our revenue, profitability, access to capital and future rate of growth. Crude oil and natural gas are commodities and, therefore, their prices are subject to wide fluctuations in response to relatively minor changes in supply and demand. Historically, the markets for oil and gas have been volatile, and these markets will likely continue to be volatile in the future. The prices we receive for production depends on numerous factors beyond our control. We have not historically entered into any hedges or other transactions designed to manage, or limit exposure to oil and gas price volatility.

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Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Under the supervision and the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation as of June 30, 2012 of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended. Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective as of June 30, 2012.

Changes in Internal Control over Financial Reporting

No change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934) occurred during the quarter ended June 30, 2012 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

On July 19, 2012, a purported derivative cause of action was filed in the U.S. District Court for the Southern District of Texas against certain directors and officers of the Company and the Company, as nominal defendant: E. Howard King, Jr., derivatively, on behalf of Houston American Energy Corp., v. John F. Terwilliger, John P. Boylan, Orrie Lee Tawes III, Stephen Hartzell, James J. Jacobs, Kenneth A. Jeffers, defendants, and Houston American Energy Corp., as nominal defendant, Case No. 4:12-CV-02182. The complaint asserts a cause of action by a shareholder on behalf of Houston American against certain of our directors and senior executive officers in connection with the June 11, 2012 approval of payment of certain bonuses, increases in salary, grant of certain stock options and entry into certain Change in Control Agreements. The complaint alleges that the approval of such matters constituted breach of fiduciary duty and corporate waste and seeks injunctive relief to bar each of the actions in question and seeks restitution. No damages have been or, by the nature of the derivative cause of action, are expected to be alleged against Houston American. We may, however, incur certain costs and demands on management time and resources in connection with the lawsuit.

Item 1A.Risk Factors

We expect to need additional financing to fund our drilling budget for the balance of 2012 and may need additional financing to support operations and future capital commitments.

At June 30, 2012, our estimated drilling budget for the balance of 2012 was approximately $20.0 million, principally relating to the drilling of a third well on the CPO 4 prospect, a future seismic acquisition program on CPO 4, a new Standby Letter of Credit for our Phase II election on CPO 4, as well as general and administrative and social and environmental cost associated with CPO 4. We do not believe that we presently have adequate capital to fully fund the balance of our 2012 drilling budget. If, for any reason, we are unable to fully fund our drilling budget and fail to satisfy commitments reflected therein, including funding of our share of drilling and related cost on the third well of the CPO 4 prospect as well as our future seismic and other obligations, we may be subject to penalties or to the possible loss of some of our rights and interests in prospects with respect to which we fail to satisfy funding commitments. We have no commitments to provide any additional financing and there is no guarantee that we will be able to secure additional financing on acceptable terms, or at all, to fully fund our 2012 drilling budget and to support future acquisitions and development activities.

Item 5.Other Information

In July 2012, the Company’s board authorized the engagement of an investment banking firm, and the Company engaged Canaccord Genuity, Inc., to assist in the evaluation of a broad range of financial and strategic alternatives, including, but not limited to, seeking additional financing to support the long-term development of its oil and gas properties, seeking financial and/or industry partners to participate in the development of its properties, selling some of or all of the Company’s assets or interests in those assets, and the possible sale of the Company, among other alternatives.

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Item 6.Exhibits

Exhibit Number	Description
31.1	Certification of CEO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of CFO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of CEO Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of CFO Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on behalf by the undersigned thereunto duly authorized.

HOUSTON AMERICAN ENERGY CORP.

Date: August 23, 2012

By: /s/ John F. Terwilliger
John Terwilliger
CEO and President

By: /s/ James J. Jacobs
James J. Jacobs
Chief Financial Officer

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