

BARNWELL INDUSTRIES INC  
Form 8-K  
December 19, 2017  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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CURRENT REPORT  
Pursuant to Section 13 or 15(d) of The Securities Exchange  
Act of 1934

Date of Report (Date of earliest event reported): December 14,  
2017

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BARNWELL INDUSTRIES, INC.  
(Exact name of registrant as specified in its charter)

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Delaware                                      1-5103                      72-0496921  
(State or other jurisdiction of (Commission (IRS Employer  
incorporation)                                      File Number) Identification No.)

1100 Alakea Street, Suite 2900  
Honolulu, Hawaii 96813                      96813  
(Address of principal executive                      (Zip Code)  
offices)

Registrant's telephone number,                      (808) 531-8400  
including area code:

Not Applicable  
(Former name or former address, if  
changed since last report.)

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 (see General Instruction A.2. below):

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Item 1.01                      Entry into a Material Definitive Agreement.

Barnwell of Canada, Limited ("Barnwell Canada"), a subsidiary of Barnwell Industries, Inc., entered into a Purchase and Sale Agreement with an independent third party to sell its oil properties located in the Red Earth area of Alberta, Canada. The transaction is expected to close in January 2018. The sales price was approximately \$1,560,000 and is subject to certain customary purchase price adjustments at closing.

The description of terms of the Purchase and Sale Agreement set forth herein does not purport to be complete and is qualified in its entirety by the full text of the Purchase and Sale Agreement, the form of which is attached as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01                      Financial Statements and Exhibits.

(d)                      Exhibits

| <u>Exhibit</u><br><u>No.</u> | <u>Description</u> |
|------------------------------|--------------------|
|------------------------------|--------------------|

|            |  |
|------------|--|
| <u>1.1</u> | <u>Purchase and Sale Agreement, executed on December 14, 2017, between Barnwell of Canada, Limited and Mount Bastion Oil &amp; Gas Corp.</u> |
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SIGNATURE

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.

Dated: December 19, 2017

BARNWELL INDUSTRIES, INC.

By: /s/ Russell Gifford

Name: Russell M. Gifford

Title: Executive Vice President and  
Chief Financial Officer

Exhibit Index

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