

OCTAGON 88 RESOURCES, INC.

Form 5

August 08, 2014

**FORM 5****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).

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

## OMB APPROVAL

OMB  
Number: 3235-0362  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
Ebner Richard O.

(Last) (First) (Middle)

C/O OCTAGON 88 RESOURCES,  
INC.,Â HOCHWACHTSTRASSE 4

(Street)

STEINHAUSEN CH,Â V8Â 6312

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
OCTAGON 88 RESOURCES, INC.  
[OCTX]

3. Statement of Issuer's Fiscal Year Ended  
(Month/Day/Year)  
06/30/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chief Financial Officer

6. Individual or Joint/Group Reporting

(check applicable line)

☒ 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)  (A) or Amount (D) Price	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 Beneficial (Instr. 4)
Common stock	Â	Â	3(1)	Â Â Â Â	Â	D	Â

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 Amount Underlying Security (Instr. 3 and 4)	8. Amount of Securities Underlying Security (Instr. 3 and 4)
Director Stock Option (Right to Buy)	\$ 6	11/21/2013	Â	A4	250,000	Â Â (2) 11/21/2019	Common stock	250,000
Common Stock Warrant (Right to Buy)	\$ 5.5	04/28/2014	Â	J4 (3)	50,000	Â 04/28/2014 04/28/2019	Common Stock	50,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ebner Richard O. C/O OCTAGON 88 RESOURCES, INC. HOCHWACHTSTRASSE 4 STEINHAUSEN CH, V8 6312	Â X	Â	Â Chief Financial Officer	Â

## Signatures

Richard O.  
Ebner 08/08/2014

\*\*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) The reporting person beneficially owned no securities of Octagon 88 Resources, Inc. (the "Issuer") on July 1, 2013, the date on which the reporting person became a director of the Issuer
- (2) One-third of the total number of options granted vested and became exercisable on the November 21, 2013 date of grant, and one-third of the total number of options granted shall vest and become exercisable on each of the first and second anniversary of the date of grant
- (3) The warrant was issued to the reporting person as compensation for services rendered by the reporting person to the Issuer.

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.