

Edgar Filing: Eight Dragons Co. - Form SC 13D

Eight Dragons Co.
Form SC 13D
February 13, 2015

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. ____)*

EIGHT DRAGONS COMPANY
(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

023612 20 3
(CUSIP Number)

David R. Earhart
Gray Reed & McGraw, P.C.
1601 Elm Street, Suite 4600
Dallas, Texas 75201
(214) 954-4135
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 29, 2014
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.240.13d-1(e), ss.240.13d-1(f) or ss.240.13d-1(g), check the following box: []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Wm. Christopher Reeder

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]

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(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

AF; WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

	7	SOLE VOTING POWER	-0-
NUMBER OF			
SHARES	8	SHARED VOTING POWER	
BENEFICIALLY		291,500	
OWNED BY			
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING		-0-	
PERSON			
WITH	10	SHARED DISPOSITIVE POWER	
		291,500	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

291,500

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

80.5% (1)

14 TYPE OF REPORTING PERSON*

IN

(1) Based on 362,200 shares of common stock outstanding as of December 31, 2014.

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1 NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Rockport Petroleum, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(b) []

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3 SEC USE ONLY

4 SOURCE OF FUNDS*

AF; WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

TEXAS

	7	SOLE VOTING POWER	291,500
NUMBER OF			
SHARES	8	SHARED VOTING POWER	-0-
BENEFICIALLY			
OWNED BY			
EACH	9	SOLE DISPOSITIVE POWER	291,500
REPORTING			
PERSON			
WITH	10	SHARED DISPOSITIVE POWER	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

291,500

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

80.5% (1)

14 TYPE OF REPORTING PERSON*

CO

(1) Based on 362,200 shares of common stock outstanding as of December 31, 2014.

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1 NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Reeder Energy Partners L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(b) []

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3 SEC USE ONLY

4 SOURCE OF FUNDS*

AF; WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

TEXAS

	7	SOLE VOTING POWER	-0-
NUMBER OF			
SHARES	8	SHARED VOTING POWER	291,500
BENEFICIALLY			
OWNED BY	9	SOLE DISPOSITIVE POWER	-0-
EACH			
REPORTING	10	SHARED DISPOSITIVE POWER	291,500
PERSON			
WITH			

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

291,500

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

80.5% (1)

14 TYPE OF REPORTING PERSON*

PN

(1) Based on 362,200 shares of common stock outstanding as of December 31, 2014.

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1 NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Reeder Energy Holdings, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(b) []

3 SEC USE ONLY

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4 SOURCE OF FUNDS*

AF; WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

TEXAS

	7	SOLE VOTING POWER	
		-0-	
NUMBER OF			
SHARES	8	SHARED VOTING POWER	
BENEFICIALLY		291,500	
OWNED BY			
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING		-0-	
PERSON			
WITH	10	SHARED DISPOSITIVE POWER	
		291,500	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

291,500

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

80.5% (1)

14 TYPE OF REPORTING PERSON*

OO

(1) Based on 362,200 shares of common stock outstanding as of December 31, 2014.

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This Schedule 13D (this "STATEMENT") is filed by Wm. Christopher Reeder, in his individual capacity and on behalf of Rockport Petroleum, Inc. ("ROCKPORT"), Reeder Energy Partners L.P. ("REEDER ENERGY PARTNERS") and Reeder Energy Holdings, LLC ("HOLDINGS").

ITEM 1. SECURITY AND ISSUER

This Statement relates to shares of the common stock, par value \$0.0001 per share ("COMMON STOCK"), of Eight Dragons Company (the "COMPANY"). The address of the Company's principal executive office is 4925 Greenville Avenue, Suite 1400,

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Dallas, Texas 75206.

ITEM 2. IDENTITY AND BACKGROUND

- (a) This Statement is filed by Mr. Reeder, Rockport, Reeder Energy Partners and Holdings (collectively the "REPORTING Persons").
- (b) The business address of the Reporting Persons is 4925 Greenville Avenue, Suite 1400, Dallas, Texas, 75206.
- (c) Mr. Reeder is the sole director, President and Chief Executive Officer of the Company and President of the other Reporting Persons. The name, present principal occupation or employment and business address of each director, manager and executive officer of the other Reporting Persons are set forth in Schedule A hereto.
- (d) The Reporting Persons have not, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) The Reporting Persons have not, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) Mr. Reeder is a citizen of the United States of America. Rockport is a Texas corporation. Reeder Energy Partners is a Texas limited partnership. Holdings is a Texas limited liability company.

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ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Rockport acquired the Common Stock of the Company with funds made available to Rockport as a result of the purchase by Reeder Energy Partners of a controlling interest in Rockport. Reeder Energy Partners made such purchase with its working capital.

ITEM 4. PURPOSE OF TRANSACTION.

The purpose of the acquisition of the Common Stock of the Company was to acquire control of the Company. The Reporting Persons do not have any specific plans or proposals which relate to or would result in the acquisition or disposition of additional securities of the Company; any extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Company or any of its subsidiaries; a sale or transfer of a material amount of assets of the Company or any of its subsidiaries; any change in the present board of directors or management of the Company; any material change in the present capitalization or dividend policy of the Company; any other material change in the Company's business or corporate structure; any changes in the Company's Certificate of Incorporation, By-laws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Company by any person; causing a class of securities of the Company to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; a class of securities of the Company becoming eligible for

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termination of registration pursuant to Section 12(g)(4) of the Exchange Act; or any action similar to any of those enumerated above; but the Reporting Persons reserve the right to propose or undertake or participate in any of the foregoing actions in the future.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) The Reporting Persons beneficially own 291,500 shares, or 80.50% (as calculated pursuant to Rule 13d-3 under the Exchange Act), of the Common Stock.

(b) Rockport has sole power to direct the vote and disposition of such shares. With respect to all of such shares described in Item 5(a) above, Mr. Reeder, Reeder Energy Partners and Holdings have shared power to direct the vote and shared power to dispose or direct the disposition of such shares.

(c) During the past 60 days none of the Reporting Persons has entered into any transactions involving the Company's securities.

(d) See Item 3 above.

(e) Not applicable.

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ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Not applicable.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 1 - Joint filing agreement of the Reporting Persons.

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SIGNATURE

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

Date: February 12, 2015

/s/ Wm. Christopher Reeder

Wm. Christopher Reeder

ROCKPORT PETROLEUM, INC.

By: /s/ Wm. Christopher Reeder

Wm. Christopher Reeder
Chief Executive Officer

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REEDER ENERGY PARTNERS L.P.

By: Reeder Energy Holdings, LLC

By: /s/ Wm. Christopher Reeder

 Wm. Christopher Reeder
 President

REEDER ENERGY HOLDINGS, LLC

By: /s/ Wm. Christopher Reeder

 Wm. Christopher Reeder
 President

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SCHEDULE A

DIRECTORS, MANAGERS AND EXECUTIVE OFFICERS
 OF THE REPORTING PERSONS

The following sets forth the name, position and principal occupation of each director, manager and executive officer of each of the Reporting Persons, other than Mr. Reeder. Each such natural person is a citizen of the United States of America. Except as otherwise indicated, the business address of each person is 4925 Greenville Avenue, Suite 1400, Dallas, Texas 75206. To the best of the Reporting Persons' knowledge, except as set forth in this Statement, none of such persons own any shares of Common Stock.

ROCKPORT PETROLEUM, INC

Name ----	Position -----
Wm. Christopher Reeder	Chairman of the Board and Chief Executive Officer
Bryan T. Reeder	President, Chief Executive Officer and Director
Robert S. Shuey III*	Director
Steven A. Cook	Chief Financial Officer and Secretary

REEDER ENERGY PARTNERS L.P.

Name ----	Position -----
Reeder Energy Holdings, LLC	General Partner

REEDER ENERGY HOLDINGS, LLC

Name ----	Position -----
Martha Carol Bright Reeder	Manager
Wm. Christopher Reeder	Manager and President

