

PETROSONIC ENERGY, INC.  
Form 10-K/A  
November 26, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**AMENDMENT NO. 4**

**TO**

**FORM 10-K/A**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES AND EXCHANGE  
ACT OF 1934**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**For the fiscal year ended December 31, 2012**

**Commission File Number: 000-53881**

**PETROSONIC ENERGY, INC.**

**(Exact name of registrant as specified in its charter)**

**Nevada**

(State or other jurisdiction of  
incorporation or organization)

**914 Westwood Boulevard, No. 545**

**Los Angeles, California 90024**

(Address of principal executive offices)

**(855) 626-3317**

(Issuer's telephone number)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

**None**

Securities registered pursuant to Section 12(g) of the Act:

**Common Stock, par value \$0.001 per share**

Indicate by check mark if the registrant is a well-known seasoned issuer as defined in Rule 405 of the Securities Act.  
YES [ ] NO [X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES [ ] NO [X]

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES [X] NO

[ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES [X] NO [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer [ ]

Accelerated filer [ ]

Non-accelerated filer [ ]

Smaller reporting company [X]

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Act). YES [ ] NO [X]

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter was \$15,612,478.

At April 30, 2013, there were 79,166,405 shares of the registrant's common stock outstanding.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

Not applicable.



**EXPLANATORY NOTE**

The purpose of this Amendment No. 4 to Form 10-K is to re-file exhibit 10.8 in its entirety.

**PART IV**

**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

- 2.1 Asset Purchase and Sale Agreement dated July 27, 2012(1)
- 3.1(a) Articles of Incorporation(2)
- 3.1(b) Amendments to Articles of Incorporation(3)
- 3.2 Bylaws(2)
- 4 Specimen stock certificate(2)
- 10.1 Declaration of Trust of Gerhard Schlombs(2)
- 10.2 Convertible Debenture issued on March 23, 2012 to Sierra Growth, Inc.\*\*
- 10.3 Convertible Debenture issued on April 18, 2012 to Sierra Growth, Inc.\*\*
- 10.4 Convertible Debenture issued June 6, 2012 to Westlake Advisors Corp.\*\*
- 10.5 Convertible Debenture issued June 21, 2012 to Jackson Bennett LLC\*\*
- 10.6 Convertible Debenture dated June 6, 2012 issued to Artan Agolli\*\*+
- 10.7 Form of Convertible Debenture dated July 27, 2012 issued to Sonoro Energy Ltd.(1)
- 10.8 Assignment of Shares of Common Stock dated April 17, 2012 from Art Agolli in favor of Bearing Mineral Exploration Inc.\*(Refiled)
- 10.9 Non-Compete and Non-Solicitation Agreement dated July 27, 2012 between the registrant and Sonoro Energy Ltd.(1)
- 10.10 Consulting Agreement dated July 27, 2012 between the registrant and Sonoro Energy Ltd.(1)
- 10.11 Share Sale Contract dated July 27, 2012 between the registrant and Sonoro Energy Ltd.(1)
- 10.12 Form of Iraq License Agreement dated July 27, 2012 between the registrant and Sonoro Energy Ltd.(1)
- 10.13 Amended and Restated Employment Agreement dated January 1, 2013 between the registrant and Art Agolli\*\*
- 10.14 Consulting Agreement dated April 26, 2013 between the registrant and StoryCorp Consulting, Inc.(8)
- 10.15 Consulting Agreement dated January 1, 2013 between the registrant and Benjamin L. Padnos\*\*

- 10.16 Consulting Agreement with Ormont Investor Relations and Strategic Communications, LLC and assignment to Loma Management Partners Inc.(9)
- 10.17 Memorandum of Understanding dated September 15, 2012 between the registrant and Quadris Canada Corporation\*\*
- 10.18 Form of Securities Purchase Agreement dated January 16, 2013(7)
- 10.19 Form of Registration Rights Agreement dated January 16, 2013(7)
- 10.20 Form of Warrant dated January 16, 2013(7)
- 10.21 Enterprise Agreement between Petrosonic Albania sh.a and Pavli Vallja Company dated September 7, 2012\*\*
- 10.22 Warrant dated September 5, 2012 for the purchase of 140,000 shares of common stock issued to Jackson Bennett LLC\*\*
- 10.23 Warrant dated September 24, 2012 for the purchase of 200,000 shares of common stock issued to Jackson Bennett LLC\*\*
- 14 Code of Ethics(5)
- 21 List of Subsidiaries\*\*
- 31.1 Certification of Principal Executive Officer pursuant to 15d-15(e), promulgated under the Securities Exchange Act of 1934\*\*
- 31.2 Certification of Principal Financial Officer pursuant to 15d-15(e) promulgated under the Securities Exchange Act of 1934\*\*
- 32.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Principal Executive Officer and Principal Financial and Accounting Officer)\*\*

The following financial statements formatted in Extensive Business Reporting Language (XBRL):

- 101.1 (i) consolidated statements of operations, (ii) consolidated statements of cash flows,  
(iii) consolidated balance sheet, (iv) consolidated statement of changes in stockholders' equity, and  
(v) the notes to the consolidated financial statements.\*\*

\*Filed herewith.

\*\* Previously filed

+Indicates a contract with management.

(1) Incorporated by reference to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 31, 2012.

- (2) Incorporated by reference to the registrant's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on December 19, 2008.
- (3) Incorporated by reference to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 18, 2012.
- (4) Incorporated by reference to the registrant's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on February 11, 2013.
- (5) Incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended October 31, 2009 filed with the Securities and Exchange Commission on January 27, 2010.
- (6) Intentionally omitted.
- (7) Incorporated by reference to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 23, 2013.
- (8) Incorporated by reference to the registrant's Registration Statement on Form S-1/A filed with the Securities and Exchange Commission on September 27, 2013. This exhibit has been re-filed to include the signatures.
- (9) Incorporated by reference to the registrant's Registration Statement on Form S-1/A filed with the Securities and Exchange Commission on September 27, 2013. This exhibit has been re-filed to add Exhibit A, which was not included in the original filing.



**SIGNATURES**

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on behalf by the undersigned, thereto duly authorized on this 26th day of November 2013.

**PETROSONIC ENERGY, INC.**

By: */s/ Art Agolli*

Art Agolli

Chief Executive Officer, President and Principal Financial Officer

