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AMERIGO ENERGY, INC.  
Form 10-K  
April 12, 2013

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

FORM 10-K

ANNUAL REPORT UNDER SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2012

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

COMMISSION FILE NUMBER: 000-09047

AMERIGO ENERGY, INC.

(Exact name of Smaller Reporting Company as specified in its charter)

Delaware	20-3454263
-----	-----
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

2580 Anthem Village Drive  
Henderson, NV 89052  
(Address of principal executive offices)

(702) 399-9777  
(Issuer's telephone number)

Securities registered under Section 12(b) of the Exchange Act: None.

Securities registered under Section 12(g) of the Exchange Act:

COMMON STOCK, \$0.001 PAR VALUE

(Title if Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act Yes  No

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T ({section}

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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 [ ] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (229.405 of this chapter) is not contained herein, and will not be contained, to the best of 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.. [ ]

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.

Large accelerated filer [ ]
Accelerated filer [ ]
Non-accelerated filer [ ]
(Do not check if a smaller reporting company)
Smaller reporting company [X]

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

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. 24,880,416 shares of common stock outstanding as of March 31, 2013

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### PART I

#### Forward-Looking Statements

References in this annual report to "the Company," "we," "us" or "our" are intended to refer to the Company. This report contains numerous "forward-looking statements" that involve substantial risks and uncertainties. These include, without limitation, statements relating to future drilling and completion of wells, well operations, production, prices, costs and expenses, cash flow, investments, business strategies and other plans and objectives of our management for future operations and activities and other such matters including, but not limited to:

- Failure to obtain, or a decline in, oil or gas production, or a decline in oil or gas prices,
- Incorporate estimates of required capital expenditures,
- Increase in the cost of drilling, completion and oil production or other costs of production and operations,
- An inability to meet growth projections, and
- Other risk factors set forth under "Risk Factors" in this annual report. In addition, the words "believe", "may", "could", "when", "estimate", "continue", "anticipate", "intend", "expect", and similar expressions, as they relate to the Company, our business or our management, are intended to identify forward-looking statements.

These statements are based on our beliefs and the assurances we made using information currently available to us. Because these statements reflect our current views concerning future events, these statements involve risks, uncertainties and assumptions. Our actual results could differ materially from the results discussed in the forward-looking statements. Some, but not all, of the factors that may cause these differences include those discussed below under the section entitled "Risk Factors" in this annual report. You should not place undue reliance on these forward-looking statements. You should also remember that these statements are made only as of the date of this report and future events may cause them to be less likely to prove to be true.

#### Glossary of Terms

DEPLETION is the reduction in petroleum reserves due to production.

FORMATION is a reference to a group of rocks of the same age extending over a substantial area of a basin.

HYDROCARBONS refer to oil, gas, condensate and other petroleum products.

PARTICIPATION INTEREST or WORKING INTEREST is an equity interest (compared with a royalty interest) in an oil and gas property whereby the participating interest holder pays its proportionate percentage share of development and operating costs and receives a corresponding net revenue interest share of the proceeds of hydrocarbon sales after deduction of royalties due on the gross income.

PROSPECT is a potential hydrocarbon trap which has been confirmed by geological and geophysical studies to the degree that drilling of an exploration well is warranted.

DEVELOPMENT RESERVES of crude oil, natural gas, or natural gas liquids are estimated quantities that geological and engineering data demonstrate with

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reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions, i.e., prices and costs as of the date the estimate is made. Prices include consideration of changes in existing prices provided only by contractual arrangements, but not on escalations based upon future conditions.

Reservoirs are considered Development if economic producibility is supported by either actual production or conclusive formation tests or if core analysis and/or log interpretation demonstrates economic producibility with reasonable certainty. The area of a reservoir considered development includes (1) that portion delineated by drilling and defined by fluid contacts, if any, and (2) the immediately adjoining portions not yet drilled that can be reasonably judged as economically productive on the basis of available geological and engineering data. In the absence of data on fluid contacts, the lowest known structural occurrence of hydrocarbons controls the lower development limit of the reservoir.

Development reserves are estimates of hydrocarbons to be recovered from a given data forward. They are expected to be revised as hydrocarbons are produced and additional data become available.

Reserves that can be produced economically through the application of established improved recovery techniques are included in the development classification when these qualifications are met: (1) successful testing by a pilot project, or the operation of an installed program in that reservoir, provides support for the engineering analysis on which the project or program was based, and (2) it is reasonably certain the project will proceed. Estimates of development reserves do not include the following: (1) oil that may become available from known reservoirs but is classified separately as indicated additional reserves; (2) crude oil, natural gas, and natural gas liquids, the recovery of which is subject to reasonable doubt because of uncertainty as to geology, reservoir characteristics, or economic factors; (3) crude oil, natural gas, and natural gas liquids, that may occur in undrilled prospects; and (4) crude oil, natural gas, and natural gas liquids, that may be recovered from oil shales, coal, gilsonite and other such sources.

DEVELOPMENT RESERVES A subcategory of development reserves. They are those reserves that can be expected to be recovered through existing wells with existing equipment and operating methods. Additional oil and gas expected to be obtained through application of fluid injection or other improved recovery techniques for supplementing the natural forces and mechanisms of primary recovery are considered developed only after testing by a pilot project or after the operation of an installed program has confirmed through production response that increased recovery will be achieved.

PROVED UNDEVELOPED RESERVES is a subcategory of proved reserves. They are reserves that are expected to be recovered from new wells on undrilled acreage, or from existing wells where a relatively major expenditure is required for recompletion. Reserves on undrilled acreage are limited to those drilling units offsetting productive units that are reasonably certain of production when drilled. Proved reserves for other undrilled units are claimed only where it can be demonstrated with certainty that there is continuity of production from the existing productive formation. Estimates for proved undeveloped reserves are not attributable to any acreage for which an application of fluid injection or other improved recovery technique is contemplated, unless such techniques have been proved effective by actual tests in the area and in the same reservoir.

RESERVOIR is a porous and permeable sedimentary rock formation containing adequate pore space in the rock to provide storage space for oil, gas or water.

TRAP is a geological structure in which hydrocarbons aggregate to form an oil

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or gas field.

### ITEM 1. DESCRIPTION OF BUSINESS

#### BUSINESS OVERVIEW

Amerigo Energy, Inc., a Delaware corporation ("AGOE" or the "Company"), formerly named Strategic Gaming Investments, Inc., was incorporated in 1973. Prior to 2008, the Company was involved in various businesses, none of which were successful.

In August of 2008, our Board of Directors voted to get approval from the shareholders of the Company for a name change from Strategic Gaming Investments, Inc. to Amerigo Energy, Inc. The company received the approval from a majority of its stockholders and filed the amendment to its Articles of Incorporation with the State of Delaware. The name change became effective by the State of Delaware on August 26, 2008. The Company also requested a new stock symbol as a result of the name change. Our new trading symbol is "AGOE".

The Amerigo Energy's business plan included developing oil and gas reserves while increasing the production rate base and cash flow. The plan was to continue acquiring oil and gas leases for drilling and to take advantage of other opportunities and strategic alliances. Due to declines in production on the oil leases the company had an interest in, the company has been forced to explore its position in the oil industry. In 2011, the company began an aggressive approach to reduce the debt on the company's books as well as looking to diversify the investment holdings, while still maintaining limited interest in oil leases. The company is aggressively looking for potential oil leases to acquire as well as businesses which will fit with the company's strategy. Analyzing opportunities in the oil industry as well as other potential investments has gone slower than planned, but the company is committed to implementing its business plan.

Our wholly-owned subsidiary, Amerigo, Inc., incorporated in Nevada on January 11, 2008, holds minimal assets, including oil lease interests.

#### GENERAL DISCUSSION OF OPERATIONS

##### EMPLOYEES AND CONSULTANTS

The Company currently has no employees. We contract the services of consultants in the various areas of expertise, as required. Jason F. Griffith, Chief Executive Officer of the Company, and Chief Financial Officer of the Company, currently devotes no more than 50% of his time to the operations of the Company.

The amount of time devoted to the Company currently by officers and consultants is due to the limited operations and resources of the Company. However, the Company feels the time devoted to operations is enough to cover the current operational requirements.

##### Expected Significant Changes In The Number Of Employees

The Company does not expect any significant change in the number of employees over the next 12 months of operations. As noted previously, the Company currently coordinates all operations, using its Officers and various consultants as necessary.

The Company's website address is <http://www.amerigoenergy.com>; however, the site has come down and is being revamped to account for the updates to the company's business plan.

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### ITEM 1A. RISK FACTORS

#### Risks Related to Amerigo Energy's Business

Amerigo Energy is subject to a high degree of risk as Amerigo Energy is considered to be in unsound financial condition. The following risks, if any one or more occurs, could materially harm our business, financial condition or future results of operations. If that occurs, the trading price of the Amerigo Energy's Common Stock could decline.

#### We Have a History

Since Amerigo Energy's inception (formerly known as Strategic Gaming Investments, Inc.) we have not been profitable and have reported net losses. For the years ended December 31, 2012 and December 31, 2011 we incurred net losses of \$191,364 and \$301,445, respectively. Our accumulated deficit as of December 31, 2012 was \$15,922,521. No assurance can be given that Amerigo Energy will be successful in reaching or maintaining profitable operations, particularly given Amerigo Energy's minimal business operations. Accordingly, we will likely continue to experience liquidity and cash flow problems.

#### Lack of Liquidity

Amerigo Energy's Common Stock is currently quoted for public trading on the Over-the-Counter Bulletin Board under the ticker symbol "AGOE". The trading price of the Amerigo Energy's common stock has been subject to wide fluctuations. Trading prices of Amerigo common stock may fluctuate in response to a number of factors, many of which will be beyond Amerigo Energy's control.

The stock market has generally experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of companies with limited or no business operations. These broad market and industry factors may adversely affect the market price of Amerigo Energy's Common Stock, regardless of our operating performance. Further, until such time as Amerigo Energy is an operating company, it is unlikely that a measurable trading market will exist for Amerigo Energy's Common Stock.

Amerigo Energy's Common Stock is a "Penny Stock" and should be Considered "High Risk" and Subject to Marketability Restrictions.

Since Amerigo Energy's Common Stock is a "penny stock", as defined in Rule 3a51-1 under the Securities Exchange Act, it will be more difficult for investors to liquidate their investment. Until the trading price of the Common Stock rises above \$5.00 per share, if ever, trading in the Common Stock is subject to the "penny stock" rules of the Securities Exchange Act specified in rules 15g-1 through 15g-10. Those rules require broker-dealers, before effecting transactions in any penny stock, to:

- Deliver to the customer, and obtain a written receipt for, a disclosure document;
- Disclose certain price information about the stock;
- Disclose the amount of compensation received by the broker-dealer or any associated person of the broker-dealer;
- Send monthly statements to customers with market and price information about the penny stock; and
- In some circumstances, approve the purchaser's account under certain standards and deliver written statements to the customer with information specified in the rules.

Consequently, the "penny stock" rules may restrict the ability or willingness of broker-dealers to sell the Common Stock and may affect the ability of

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holders to sell their Common Stock in the secondary market and the price at which such holders can sell any such securities. These additional procedures could also limit our ability to raise additional capital in the future.

### Funding Difficulties

Given Amerigo Energy's historical operating results, obtaining financing will be extremely difficult. This is further compounded by the extremely limited liquidity in Amerigo Energy's Common Stock and the minimal strong business operations. Financing, if available, will likely be significantly dilutive to our common stockholders and will not necessarily improve the liquidity of Amerigo Energy's common stock without a vast improvement in our operating results. In the event we are unsuccessful in procuring adequate financing, our financial condition and results of operations will be further materially adversely affected.

### "Going Concern" Qualification

As a result of Amerigo Energy's deficiency in working capital at December 31, 2012 and other factors, Amerigo Energy's auditors have stated in their report that there is substantial doubt about Amerigo Energy's ability to continue as a going concern. In addition, Amerigo Energy's cash position is inadequate to pay the costs associated with its operations. No assurance can be given that any debt or equity financing, if and when required, will be available. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets and classification of liabilities that might be necessary should Amerigo Energy be unable to continue existence.

### Risks Applicable to Amerigo Energy's Oil and Gas Business

Speculative Nature of Oil and Gas Development Activities ("Project"); Natural and Other Hazards. Exploration, drilling and development of oil and gas properties is not an exact science and involves a high degree of risk. There is no assurance that oil or gas will be found within any prospects or that, if found, sufficient oil or gas production will be obtained to enable Amerigo Energy to recoup its investment in the Project. During any drilling or completion of any prospect, Amerigo Energy could encounter hazards including unusual or unexpected formations, high formation, pressures or other conditions, blow-outs, fires, failure of equipment, and downhole collapses. There can be no assurance that in the event of such problems Amerigo Energy will have sufficient funds to solve such problems. Furthermore, the Project may be subject to liability for pollution and other damages and will be subject to statutes and regulations relating to environmental matters. Although Amerigo Energy and/or the operator drilling the prospects will obtain and maintain the insurance coverage, Amerigo Energy may suffer losses due to hazards against which it cannot insure or against which it may elect not to insure.

Drilling and Production Risks. Exploration for oil and gas is speculative by its very nature, and involves a high risk of loss. A large number of prospects result in dry holes, and others do not produce oil or gas in sufficient quantities to make them commercially profitable to complete or place in production. Many risks are involved that experience, knowledge, scientific information and careful evaluation cannot avoid. An investor must be prepared to lose all of an investment as there can be no assurance that any prospect will result in or continue to have oil or gas production or that production, if obtained, will be profitable. Oil and gas prospects sometimes experience production decline that is rapid and unexpected. Initial production from a prospect (if any) does not accurately indicate any consistent level of production to be derived from it.

Importance of Future Prices, Supply and Demand for Oil and Gas. The revenues

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which might be generated from the activities of Amerigo Energy will be highly dependent upon the future prices and demand for oil and gas. Factors which may affect prices and demand include worldwide supply; the price of oil produced in the United States or imported from foreign countries; consumer demand; price and availability of alternative fuels; federal and state regulation; and general, national and worldwide economic and political conditions.

In addition to the widely-recognized volatility of the oil market, the gas market is also unsettled due to a number of factors. In the past, production from gas prospects in many geographic areas of the United States has been curtailed for considerable periods of time due to a lack of market demand, and such curtailments may exist in the future. Further, there may be an excess supply of gas in the area of the prospects. In that event, it is possible that prospects will be shut in or that gas in those areas will be sold on terms less favorable than might otherwise be obtained. The combination of these factors, among others, makes it particularly difficult to estimate accurately future prices of oil and gas, and any assumptions concerning future prices may prove incorrect.

Competition. There are large numbers of companies and individuals engaged in exploration for oil and gas and the development of oil and gas properties. Accordingly, Amerigo Energy will encounter strong competition from independent operators and major oil companies. Many of the companies so encountered have financial resources and staffs considerably larger than those available to Amerigo Energy. There are numerous companies and individuals engaged in the organization and conduct of oil and gas programs and there is a high degree of competition among such companies in the offering of their programs.

Markets for Sale of Production. The ability of Amerigo Energy to market oil and gas found and produced, if any, will depend on numerous factors beyond the control of Amerigo Energy, the effect of which cannot be accurately predicted or anticipated. Some of these factors include, without limitation, lifting and transportation costs, the availability of a ready market, the effect of federal and state regulation of production, refining, transportation and sales, and general national and worldwide economic conditions. There is no assurance that Amerigo Energy will be able to market oil or gas produced by the prospects at prices that will prove to be economic after costs.

Price Control and Possible Energy Legislation. There are currently no federal price controls on oil or gas production so that sales of oil or gas by Amerigo Energy can be made at uncontrolled market prices. However, there can be no assurance that Congress will not enact controls at any time. No prediction can be made as to what additional energy legislation may be proposed, if any, nor which bills may be enacted nor when any such bills, if enacted, would become effective.

Environmental Regulations. The exploration, development and production of oil and gas is subject to various federal and state laws and regulations to protect the environment. Various states and governmental agencies are considering, and some have adopted, laws and regulations regarding environmental control which could adversely affect the business of Amerigo Energy. Compliance with such legislation and regulations, together with any penalties resulting from noncompliance therewith, will increase the cost of oil and gas development and production. Some of these costs may ultimately be borne by Amerigo Energy.

Government Regulation. The oil and gas business is subject to extensive governmental regulation under which, among other things, rates of production from wells may be fixed. Governmental regulation also may limit or otherwise affect the market for production and the price which may be paid for that production. Governmental regulations relating to environmental matters could also affect Amerigo Energy's operations. The nature and extent of various regulations, the nature of other political developments and their overall



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effect upon Amerigo Energy are not predictable. The availability of a ready market for oil and gas, if any, discovered by Amerigo Energy or from existing production and the price obtained for the oil and gas will depend upon numerous factors, including the extent of domestic production and foreign imports of gas and/or oil, the proximity and capacity of pipelines, intrastate and interstate market demand, the extent and effect of federal regulations on the sale of oil and/or natural gas in interstate and intrastate commerce, and other government regulation affecting the production and transportation of oil and/or gas. In addition, certain daily allowable production constraints may change from time to time, the effect of which cannot be predicted by management. There is no assurance that Amerigo Energy will be able to market any oil or gas found or acquired by it at favorable prices, if at all.

Uninsured Risks and Other Potential Liabilities. Amerigo Energy's operations will be subject to all of the operating risks normally connected with drilling for and producing oil and gas, such as blow-outs, pollution, premises liability, workplace injury and other risks and events which could result in the Program incurring substantial losses or liabilities. Amerigo Energy anticipates securing insurance as it deems prudent, affordable, necessary and appropriate. Certain risks of Amerigo Energy, the Project, the Operator and Non-Operating interest holders are uninsurable and others may be either uninsured or only partially insured or limited because of high premium costs, the unavailability of such insurance and/or for other reasons. In the event Amerigo Energy and/or the Project incurs uninsured losses or liabilities, all parties may be at risk and the Project's funds available for exploration and development, as well as funds available for Amerigo Energy's other and ongoing operations, may be reduced or lost completely.

Decline Curve. Production from all oil and gas wells declines over time. The actual rate of decline is subject to numerous factors and cannot, in normal circumstances, be calculated in advance. Production also fluctuates for many reasons. Prospective investors should understand that production from any well may fluctuate and will ultimately decline, rendering the well non-commercial.

Dependence upon Amerigo and the Operators. The operations and financial success of Amerigo Energy depends significantly on its management and of the drilling guarantor. In the event that management of any of these companies becomes unable or unwilling to continue to direct the operations of Amerigo Energy, Amerigo Energy could be adversely affected.

Unpredictability of Oil and Gas Investment. Numerous factors, including fluctuations in oil and gas prices and operating costs and the productive life of the wells make it difficult to predict returns with any accuracy.

Marketing and Pricing. The market for oil and gas produced from the wells is difficult to predict, as well as the costs incurred in connection with such production. Particularly in the case of natural gas, a market may not immediately be available for the gas from a well because of its distance from a pipeline. The gas may therefore remain unsold for an indefinite period of time. Nevertheless, Amerigo Energy will exercise its best efforts to obtain a market for any natural gas produced from the well as soon as possible if production is achieved.

Costs of Treating Natural Gas. Companies that own natural gas production often require that natural gas have certain characteristics before they will purchase it. Gas from an Amerigo Energy well may have to be treated so that the purchasers will take delivery. This treatment might include increasing the pressure, dehydrating it, removing CO<sub>2</sub> or other impurities and other items of a similar nature. These treatments may require that additional facilities be built or services be performed. Because these costs concern the operation of a gas well they are treated as lease operating expenses and are generally recouped out of production. The costs of any additional facilities are often

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paid initially by the first purchasers or gatherers of production, who then reimburse themselves by recouping these capital costs through a minimal reduction of the price paid for the gas. If any gas produced by a well requires special treatment as described above, Amerigo Energy will attempt to minimize the costs associated with treatment and maximize the Project's profits from the sale of the gas.

Delays in Receipt of Cash. Amerigo Energy is involved in the exploration for and development of oil and gas reserves. The unavailability of, or delay in obtaining, necessary materials for drilling and completion activities, or in securing title opinions dated to the first production, may delay, for significant periods after the discovery and production of hydrocarbons, the distribution of any cash to Amerigo Energy. Because each prospect will be drilled and completed in succession and not concurrently, revenue, if any, from each prospect will also be distributed in succession with the completion of the prospect.

The loss of executive officers or key employees could have a material adverse effect on our business.

The Company depends greatly on the efforts of our executive officer and other key personnel to manage our operations. The loss or unavailability of any of our executive officer or other key personnel could have a material adverse effect on our business.

The company has no plans to pay dividends on its common stock, and you may not receive funds without selling your common stock.

The Board of Directors of the Company does not intend to declare or pay dividends on the Company's Common Stock in the foreseeable future. Instead, the Board of Directors generally intends to invest any future earnings in the business. Subject to Nevada law, the Company's Board of Directors will determine the payment of future dividends on the Company's Common Stock, if any, and the amount of any dividends in light of any applicable contractual restrictions limiting the Company's ability to pay dividends, the Company's earnings and cash flow, the Company's capital requirements, the Company's financial condition, and other factors the Company's Board of Directors deems relevant. Accordingly, you may have to sell some or all of your Common Stock in order to generate cash flow from your investment. You may not receive a gain on your investment when you sell the Company's Common Stock and may lose the entire amount of your investment.

Dilution could have an adverse affect on the ownership of the stockholders in the registrant.

The Company may issue more Common Stock at prices determined by the board of directors in any private placements or offerings of securities, possibly resulting in dilution of the value of the Common Stock, and, given there is no preemptive right to purchase Common Stock, if a stockholder does not purchase additional Common Stock, the percentage share ownership of the stockholder in the Company will be reduced.

The business of the company may be adversely affected if the company has material weaknesses or significant deficiencies in its internal control over financial reporting in the future.

As a public company the Company will incur significant legal, accounting, insurance and other expenses. The Sarbanes-Oxley Act of 2002, as well as compliance with other SEC and exchange listing rules, will increase our legal and financial compliance costs and make some activities more time-consuming and costly. Furthermore, SEC rules require that our chief executive officer and

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chief financial officer periodically certify the existence and effectiveness of our internal control over financial reporting. Our independent registered public accounting firm will be required, beginning with our Annual Report on Form 10-K for our fiscal year ending on December 31, 2012, to attest to our assessment of our internal control over financial reporting.

During the course of our testing, we may identify deficiencies that would have to be remediated to satisfy the SEC rules for certification of our internal controls over financial reporting. As a consequence, we may have to disclose in periodic reports we file with the SEC significant deficiencies or material weaknesses in our system of internal controls. The existence of a material weakness would preclude management from concluding that our internal control over financial reporting is effective, and would preclude our independent auditors from issuing an unqualified opinion that our internal control over financial reporting is effective. In addition, disclosures of this type in our SEC reports could cause investors to lose confidence in our financial reporting and may negatively affect the trading price of our Common Stock. Moreover, effective internal controls are necessary to produce reliable financial reports and to prevent fraud. If we have deficiencies in our disclosure controls and procedures or internal control over financial reporting it may negatively impact our business, results of operations and reputation.

Cautionary note regarding forward-looking statements and other information contained in this prospectus

This Prospectus contains some forward-looking statements. Forward-looking statements give our current expectations or forecasts of future events. You can identify these statements by the fact that they do not relate strictly to historical or current facts. Forward-looking statements involve risks and uncertainties. Forward-looking statements include statements regarding, among other things, (a) our projected sales, profitability, and cash flows, (b) our growth strategies, (c) anticipated trends in our industries, (d) our future financing plans and (e) our anticipated needs for working capital. They are generally identifiable by use of the words "may," "will," "should," "anticipate," "estimate," "plans," "potential," "projects," "continuing," "ongoing," "expects," "management believes," "we believe," "we intend" or the negative of these words or other variations on these words or comparable terminology. These statements may be found under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Business," as well as in this Prospectus generally. In particular, these include statements relating to future actions, prospective products or product approvals, future performance or results of current and anticipated products, sales efforts, expenses, the outcome of contingencies such as legal proceedings, and financial results.

Any or all of our forward-looking statements in this report may turn out to be inaccurate. They can be affected by inaccurate assumptions we might make or by known or unknown risks or uncertainties. Consequently, no forward-looking statement can be guaranteed. Actual future results may vary materially as a result of various factors, including, without limitation, the risks outlined under "Risk Factors" and matters described in this Prospectus generally. In light of these risks and uncertainties, there can be no assurance that the forward-looking statements contained in this filing will in fact occur. You should not place undue reliance on these forward-looking statements.

The forward-looking statements speak only as of the date on which they are made, and, except to the extent required by federal securities laws, we undertake no obligation to publicly update any forward-looking statements, whether as the result of new information, future events, or otherwise.

ITEM 2. DESCRIPTION OF PROPERTY

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The corporate offices of the Company are located in Henderson, Nevada, at 2580 Anthem Village Drive, Henderson, NV 89052. The Company does not pay rent at this space as of 4th quarter 2011; however as operations increase this should change.

### CURRENT OIL AND GAS PROPERTIES

The Company, in October 2008, acquired its first oil and gas interests and properties. The following descriptions of our oil interests include the amounts acquired in the reorganization as well as interests that were purchased with shares of our Common Stock in 2008 and 2009. Please see the Note 2 to the Financial Statements for accounting policies related to these oil and gas properties. Also note many of these interests have been sold or disposed of by the company.

All information related to the oil and gas interests held by the Company that can be reasonably obtained has been disclosed in this filing. There have not been any reserve studies performed on the interests we hold as of the date of this filing due to the fact that it would be cost ineffective due to the materiality of the production on the interests as well as our lack of majority interest in the leases.

### OIL PRODUCING PROPERTIES

#### WEST BURKE

The West Burke lease consists of 115.27 acres of land. The lease has a total of 7 wells, with 5 pumping wells and 2 injection wells. The lease is located in Wichita County, Texas

The Company acquired a 18.49% working interest and 13.78% net revenue interest as part of the reorganization with Granite Energy on October 31, 2008. Additionally, in December of 2008 and 1st quarter of 2009, the Company acquired an additional 13.93% and 9.11% working interest and 10.38% and 6.79% net revenue interest, respectfully, with the issuance of our Common Stock.

As of December 31, 2011, the Company holds a 41.54% total working interest and 30.95% net revenue interest in West Burke.

During the year ended December 2011, the lease did not produce any barrels of oil. No revenue has been recognized from the lease. No impairment has been determined necessary for the West Burke leases as of December 31, 2012.

In 2011, the company sold and used its interest in the West Burke lease to settle \$72,814 of debt on the company's books.

#### PHILLIPS B

The Phillips B leases are located in Cotton County, Oklahoma and are currently operated by SJ OK Oil Company. We receive any revenues from oil sold to Teppco Oil (US) Company, net of oil lease expenses for that period.

In December of 2008, the Company acquired an additional 6.53% working interest and 4.90% net revenue interest with the issuance of our Common Stock.

During the year ended December 2011, the lease produced a total of 1,599.83 barrels of oil at an average price of \$89.95 per barrel for the year ended December 31, 2011. Net revenues of \$2,649 have been recognized from revenues of \$6,531 net of lease operating expenses in the amount of \$3,882.

During November 2011 the company sold half of its interest in the Phillips B

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for \$2,445.04 and used the other half of the interest to settle debts on the company's books. As of December 31, 2012 the company held no interest in the Phillips B lease.

### OIL AND GAS PRODUCING PROPERTIES

#### MELISSA HENSLEY (GOLDFINCH 1)

The Melissa Hensley well is located in Kingfisher County, Oklahoma and is operated by H Petro R, Inc. Revenues from this interest are received net of any lease expenses.

The Company acquired a 27.96% working interest and 20.97% net revenue interest on October 31, 2008. In December of 2008, the Company acquired an additional 26.14% working interest and 19.61% net revenue interest with the issuance of our Common Stock. In the year ended December 31, 2009, the Company acquired an additional 5.48% working interest and 4.11% net revenue interest with the issuance of our Common Stock. In March 2011 the company settled debts with all of their interest in the Melissa Hensley Lease.

As of December 31, 2012, the Company held no interest in the Melissa Hensley lease.

During the year ended December 2011, the Company's interest in the lease produced approximately 1,771 MCF's of gas at an average price of \$4.85 per MCF, and 82 barrels of oil at an average price of \$86.04 per barrel. This resulted in revenue of \$14,497 and lease operating expenses of \$12,594 for a net revenue to the Company of \$1,903.

As the interest in the lease was used to settle debts, the carrying value of the interests at December 31, 2012 and 2011, net of depletion, was \$0 and \$51,676, respectively.

#### DJ HANKS (GOLDFINCH 4)

The DJ Hanks well is located in Kingfisher County, Oklahoma and is operated by H Petro R, Inc. Revenues from this interest are received net of any lease expenses.

The Company acquired a 5.27% working interest and 3.95% net revenue interest on October 31, 2008. Additionally, In December of 2008, the Company acquired an additional 43.08% working interest and 32.31% net revenue interest with the issuance of our Common Stock. In 2010, the company purchased 3.20% working interest in the Kunkel Lease from an investor by giving the investor 10% working interest in the DJ Hanks Lease. In March 2011 the company settled debts with interest in the DJ Hanks Lease. The company retains an approximate 1.34% interest in the lease.

As of December 31, 2011, the Company holds an approximate 1.34% interest in the DJ Hanks lease.

During the year ended December 2011, the Company's interest in the lease produced 217.48 MCF's of gas at an average price of \$8.26 per MCF, and 51.95 barrels of oil at an average price of \$86.04 per barrel. This resulted in revenue of \$7,008 and estimated lease operating expenses of \$1,814 for a net estimated revenue to the Company of \$5,194.

During the year ended December 2012, the Company's interest in the lease produced 50.06 MCF's of gas at an average price of \$6.54 per MCF, and 11.12 barrels of oil at an average price of \$82.75 per barrel. This resulted in

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revenue of \$1,248 and estimated lease operating expenses of \$671 for a net estimated revenue to the Company of \$577.

As the interest in the majority of the lease was used to settle debts, the carrying value of the interests at December 31, 2012 and 2011, net of depletion, was \$0 and \$0, respectively.

### RICHARD HENSLEY (GOLDFINCH 2)

The Richard Hensley well is located in Kingfisher County, Oklahoma and is operated by H Petro R, Inc. Revenues from this interest are received net of any lease expenses.

The Company acquired a 19.55% working interest and 14.66% net revenue interest on October 31, 2008. Additionally, in December of 2008, the Company acquired an additional 32.52% working interest and 24.39% net revenue interest with the issuance of our Common Stock. In October 2011, the company settled debts with all of their interest in the Richard Hensley lease.

As of December 31, 2012, the Company holds no interest in the Richard Hensley lease.

During the year ended December 2011, the lease had no production. This resulted in estimated revenue of \$0 and estimated lease operating expenses of \$5,921 for a net loss to the Company of \$5,921. The carrying value of the interests at December 31, 2012 and 2011, net of depletion, was \$0 and \$0, respectively.

### BROOKS HENSLEY (GOLDFINCH 3)

The Brooks Hensley well is located in Kingfisher County, Oklahoma and is operated by H Petro R, Inc. Revenues from this interest are received net of any lease expenses.

The Company acquired a 49.58% working interest and 37.23% net revenue interest on October 31, 2008. Additionally, In December of 2008, the Company acquired an additional 12.31% working interest and 9.23% net revenue interest with the issuance of our Common Stock. In March 2011, the company settled debts with all of their interest in the Brooks Hensley lease.

As of December 31, 2012, the Company holds no interest in the Brooks Hensley lease.

During the year ended December 2011, the lease produced a total of 406.89 MCF's of gas at an average price of \$5.43 per MCF, and 84 barrels of oil at an average price of \$86.04 per barrel. This resulted in revenue of \$8,746 and lease operating expenses of \$2,569 for a net revenue to the Company of \$6,177.

As the interest in the lease was used to settle debts, the carrying value of the interests at December 31, 2012 and 2011, net of depletion, was \$0 and \$47,848, respectively.

### EXPLORATORY LEASES AND PROPERTY

As of December 31, 2012 and 2011, due to lack of production, reserve studies, or potential in the near term of development, all exploratory lease interests listed below were impaired to zero percent of their book value.

### TIGERSHARK

The Company acquired a 27.96% working interest and 20.97% net revenue interest on October 31, 2008. In December of 2008, the Company acquired an additional 26.14% working interest and 19.61% net revenue interest with the issuance of

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our Common Stock. In the year ended December 31, 2009, the Company acquired an additional 6.47% working interest and 4.88% net revenue interest with the issuance of our Common Stock.

As of December 31, 2012 and 2011, the Company holds a 60.58% total working interest and 45.46% net revenue interest in the Tigershark lease.

### OTHER EXPLORATORY LEASES

In December of 2008 and 2009, the Company acquired a working interest and net revenue interest with the issuance of our Common Stock. The Exploratory leases that were acquired as part of these conversions were Evergreen 1, Roadrunner, Southgold 1 (Tony), Southgold 2, Southgold 3, and name pending - Escavada. Due to non-production on the other leases as well as the recent prices of oil and gas, it is not expected that any of these leases will be drilled.

### ITEM 3. LEGAL PROCEEDINGS

Amerigo had signed an agreement with the individual to acquire his interest in certain oil and gas leases for \$120,000, payable at \$10,000 per month starting April 1, 2010, with subsequent payments due on the 1st of each month. The term of the note was One (1) year. Upon final payment and settlement of the note, the individual will return all shares of stock (with properly executed stock power) that he individually holds of Amerigo Energy, along with his entire interest in the Kunkel lease, which is 3.20% working interest (2.54% net revenue interest), as well as his ownership in what is known as the 4 Well Program (0.325% working interest, 0.2438% net revenue interest). During 2010, the individual sold his interest in the Kunkel lease. The company has not kept current with the agreement and the individuals promissory note has now been escalated to a judgment against the company. As of the date of this filing, terms of settling the judgment have not been resolved.

As of December 31, 2012, other than discussed above that occurred subsequent to year end, the Company is not a party to any pending material legal proceeding. To the knowledge of management, no federal, state or local governmental agency is presently contemplating any proceeding against the Company. To the knowledge of management, no director, executive officer or affiliate of the Company, any owner of record or beneficially of more than five percent of the Company's Common Stock is a party adverse to the Company or has a material interest adverse to the Company in any proceeding.

### ITEM 4. MINE SAFETY DISCLOSURES

None.

## PART II

### ITEM 5. MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

#### MARKET INFORMATION

Amerigo Energy (formerly known as Strategic Gaming Investments, Inc.) shares of Common Stock are not traded on an established market. Amerigo Energy Stock is traded through broker/dealers and in private transactions, and quotations are reported on the OTCQB under the symbol "AGOE". OTCQB quotations reflect interdealer prices, without mark-up, mark-down or commission and may not represent actual transactions. The table below sets forth the range of high and low prices paid for transactions in Amerigo Energy shares of Common Stock as reported on the OTCQB for the periods indicated. No dividends have been declared or paid on Amerigo Energy Common Stock and none are likely to be declared or paid in the near future.

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Effective July 23, 2012, the Company had its stock quotation under the symbol "AGOE" deleted from the OTC Bulletin Board (the "OTCBB"). The symbol was deleted for factors beyond the Company's control due to various market makers electing to shift their orders from the OTCBB. As a result of not having a sufficient number of market makers providing quotes on the Company's common stock on the OTCBB for four consecutive days, the Company was deemed to be deficient in maintaining a listing standard at the OTCBB pursuant to Rule 15c2-11. That determination was made entirely without the Company's knowledge. The Company's common stock is now listed for quotation on the OTCQB under the symbol "AGOE".

The following table sets forth the quarterly high and low bid prices for our Common Stock during our last two fiscal years, adjusted for the recent stock split. The quotations reflect inter-dealer prices, without retail mark-up, markdown or commission, and do not necessarily represent actual buy and sell transactions.

	COMMON STOCK	
	High	Low
	----	---
FISCAL YEAR ENDED DECEMBER 31, 2011:		
Fiscal Quarter Ended March 31, 2011	0.41	0.25
Fiscal Quarter Ended June 30, 2011	0.38	0.02
Fiscal Quarter Ended September 30, 2011	0.05	0.01
Fiscal Quarter Ended December 31, 2011	0.05	0.005
FISCAL YEAR ENDED DECEMBER 31, 2012:		
Fiscal Quarter Ended March 31, 2012	0.03	0.01
Fiscal Quarter Ended June 30, 2012	0.03	0.01
Fiscal Quarter Ended September 30, 2012	0.04	0.01
Fiscal Quarter Ended December 31, 2012	0.01	0.01

### SHAREHOLDERS OF RECORD AND OUTSTANDING SHARES

The authorized capital stock of the Company consists of 100,000,000 shares of common stock with a par value of \$.001 and 25,000,000 shares of preferred stock at a par value of \$.001.

**Common Stock.** The holders of the common stock are entitled to one vote per share on each matter submitted to a vote at any meeting of the shareholders. Shares of common stock do not carry cumulative voting rights, and therefore a majority of the shares of outstanding common stock will be able to elect the entire Board of Directors, and if they do so, minority stockholders would not be able to elect any persons to the Board of Directors. Our Amended By-laws provide that a majority of the issued and outstanding shares of the Company shall constitute a quorum for shareholders' meeting except with respect to certain matters for which a greater percentage quorum is required by statute or our Articles of Incorporation or By-laws.

Shareholders of The Company have no pre-emptive rights to acquire additional shares of common stock or other securities. The common stock is not subject to redemption and carries no subscription or conversion rights.

**Preferred Stock.** As of December 31, 2012, there were 500,000 preferred shares issued and outstanding. Preferred stockholders are entitled to 250 votes per 1 share of preferred stock. The Board of Directors is authorized by the Articles of Incorporation to prescribe by resolution the voting powers, designations, preferences, limitations, restrictions, reactive rights and distinguishing



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designations of the preferred shares if issued.

The stock transfer agent for the Company is Empire Stock, located at 1859 Whitney Mesa Dr., Henderson, NV 89014. Their telephone number is (702) 818-5898.

### HOLDERS

On December 31, 2012, there were approximately 379 holders of Amerigo Energy, Inc. Common Stock. Due to the prior name change and reverse stock split there are additional beneficial holders which have not converted their stock.

### DIVIDENDS AND OTHER DISTRIBUTIONS

Amerigo Energy has never paid cash dividends on our common stock or preferred stock. We currently intend to retain earnings, if any, for use in our business and do not anticipate paying any cash dividends in the foreseeable future.

### RECENT SALES OF UNREGISTERED SECURITIES

During 2011, the company issued 9,141,216 shares of company stock to settle \$646,880 in debts on the company's books.

During 2011 the company entered into a settlement agreement with a company we had purchased oil interest from. As part of this agreement the company returned 8,500,000 shares of stock that were part of the purchase agreement signed in 2008. These shares were cancelled and are no longer outstanding.

The company also issued 69,277 shares of stock for previously purchased oil interest at a value of \$69,277. During 2011 the company realized that the previous transfer agent never issued the shares as part of an agreement that was signed in 2009.

During 2011, 2,000,000 shares were issued for consulting services in lieu of cash, these shares were valued at \$80,000.

During the quarter ended March 31, 2012, the entered into a buyback agreement with a shareholder. The company agreed to buy back 1,500,000 shares for a purchase price of \$1,500. These shares were cancelled with the transfer agent and are no longer outstanding.

During the year ended December 31, 2012, the company issued 100,000 shares of common stock to a consultant for services rendered and valued at \$1,000.

### ITEM 6. SELECTED FINANCIAL DATA

This section is not required for smaller reporting entities.

### ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

#### PRELIMINARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This discussion contains forward-looking statements. The reader should understand that several factors govern whether any forward-looking statement contained herein will be or can be achieved. Any one of those factors could cause actual results to differ materially from those projected herein. These forward-looking statements include plans and objectives of management for future operations, including plans and objectives relating to the products and the future economic performance of the Company. Assumptions relating to the

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foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions, future business decisions, and the time and money required to successfully complete development projects, all of which are difficult or impossible to predict accurately and many of which are beyond the control of the Company. Although the Company believes that the assumptions underlying the forward-looking statements contained herein are reasonable, any of those assumptions could prove inaccurate and, therefore, there can be no assurance that the results contemplated in any of the forward-looking statements contained herein will be realized. Based on actual experience and business development, the Company may alter its marketing, capital expenditure plans or other budgets, which may in turn affect the Company's results of operations. In light of the significant uncertainties inherent in the forward-looking statements included therein, the inclusion of any such statement should not be regarded as a representation by the Company or any other person that the objectives or plans of the Company will be achieved.

### INTRODUCTION

The Company derives its revenues from its producing oil and gas properties. These properties consist of working interests in producing oil wells having proved reserves. Our capital for investment in producing oil properties has been provided by the sale of common stock to its shareholders.

The following is a discussion of the Company's financial condition, results of operations, financial resources and working capital. This discussion and analysis should be read in conjunction with the Company's financial statements contained in this Form 10-K.

### OVERVIEW

### RESULTS OF OPERATIONS

#### REVENUES

For the year ended December 31, 2012 and 2011, the Company recognized \$1,248 and \$36,782 in revenues from royalties on producing oil and gas properties and no revenue from rental income. The decrease in oil and gas revenue is directly related to the reduction of ownership interest in the leases.

#### OPERATING EXPENSES

Lease Operating - Lease operating expense for the year ended December 31, 2012 totaled \$671 as compared to \$24,041 for the prior year. During 2012 the reduction in ownership interest in leases caused a decrease in expenses.

General and Administrative- General and administrative expenses were \$4,635 for the year ended December 31, 2012, compared to \$14,848 for the year ended December 31, 2011.

Professional Fees - Professional fees for the year ended December 31, 2012 were \$186,326 as compared to \$300,472 for the period ended December 31, 2011. The decrease was related to the decrease in consulting fees which are part of the consulting agreement with the Chief Executive Officer of the Company, as well as the decreased usage of outside consultants.

Depreciation, Amortization, and Depletion - Depreciation and amortization expenses on the fixed assets was \$0 and \$1,220 for the year ended December 31, 2012 and 2011. The depletion expense for the year ended December 31, 2012 and 2011 was \$0 and \$1,564 and was calculated based on an estimate using the straight line method over the estimated lives of the development interests until production studies have been completed on the recently acquired oil and

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gas properties. The decrease is related to the reduction in ownership interest in leases.

### OTHER INCOME AND EXPENSES

During the twelve months ended December 31, 2012 and 2011 the company had no interest income.

The company accrued \$980 in interest expense for year ended December 31, 2012. The company had no interest expenses in 2011.

During 2011 the company sold one of its leases for more than the book value which resulted in a gain of \$1,397.

During 2011 the company used interest in various oil leases to settle debts on the company's books. These settlements resulted in a gain to the company in the amount of \$5,742.

During 2011 the company recognized a loss of \$3,065 in order to write off the software the company held that was no longer needed.

### NET LOSS ATTRIBUTABLE TO COMMON STOCK

We realized a net loss of \$191,364 for the year ended December 31, 2012, compared to a net loss of \$301,445 for the year ended December 31, 2011. The decrease in net loss is attributable to officers of the company taking a decrease in salary and cleaning up other expenses.

### LIQUIDITY AND CAPITAL RESOURCES

At December 31, 2012, we had cash in the amount of \$55, and a working capital deficit of \$457,335, as compared to cash in the amount of \$16 and a working capital deficit of \$265,471 as of December 31, 2011. In addition, our stockholders' deficit was \$456,385 and \$264,521 at December 31, 2012 and 2011.

Our accumulated deficit is \$15,922,521 at December 31, 2012.

Our operations provided net cash of \$1,539 during the year ended December 31, 2011, compared to \$356 during the year ended December 31, 2011, an increase of \$1,895.

Our cash used for investing activities was \$0 and \$0 for the year ended December 31, 2012 and 2011.

Our financing activities used \$1,500 and \$0 in net cash during the year ended December 31, 2012 and 2011. The Company's results of operations have not been affected by inflation and management does not expect inflation to have a material impact on its operations in the future.

### OFF-BALANCE SHEET ARRANGEMENTS

The Company currently does not have any off-balance sheet arrangements.

### ITEM 8. FINANCIAL STATEMENTS

#### REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and  
Stockholders of Amerigo Energy, Inc.

We have audited the accompanying consolidated balance sheets of Amerigo Energy, Inc. as of December 31, 2012 and 2011, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the years in

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the two year period ended December 31, 2012. Amerigo Energy, Inc.'s management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Amerigo Energy, Inc. as of December 31, 2012 and 2011, and the results of its operations and its cash flows for each of the years in the two year period ended December 31, 2012 in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has an accumulated deficit of \$15,922,521 since inception, which raises substantial doubt about its ability to continue as a going concern. Management's plans concerning these matters are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ L.L. Bradford & Company, LLC  
L.L. Bradford & Company, LLC  
April 12, 2013  
Las Vegas, Nevada

AMERIGO ENERGY, INC.  
CONSOLIDATED BALANCE SHEET

	As of December 31, 2012
	-----
ASSETS	
Current assets	
Cash	\$55
	-----
Total current assets	55

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Other Assets	
Deposits	950
	-----
Total assets	\$1,005
	=====
LIABILITIES AND STOCKHOLDERS' (DEFICIT)	
Current liabilities	
Accounts payable and accrued liabilities	\$38,087
Accounts payable - related party	138,655
Advances from related parties	16,077
Payroll liabilities	108,000
Accrued Interest - Related Parties	36,571
Judgement payable	120,000
	-----
Total current liabilities	457,390
Long-term liabilities	
Total liabilities	457,390
Stockholders' (deficit)	
Preferred stock (25,000,000 shares authorized & 500,000 shares outstanding at Sep. 30, 2012)	500
Common stock; \$.001 par value; 100,000,000 shares authorized; 24,124,824 and 25,524,824 shares outstanding at Dec 31, 2012 and Dec 31 2011 respectively	24,124
Additional paid-in capital	15,441,512
Accumulated deficit	(15,922,521)
	-----
Total stockholders' (deficit)	(456,385)
	-----
Total liabilities and stockholders' (deficit)	\$1,005
	=====

AMERIGO ENERGY, INC.  
CONSOLIDATED STATEMENT OF OPERATIONS

	Year Ended	
	December 31, 2012	December 31, 2011
	-----	-----
Revenue		
Oil revenues	\$921	\$ 23,352
Gas revenues	327	13,431
	-----	-----
Total Revenue	1,248	36,782
Operating expenses		
Lease operating expenses	671	24,041
Selling, general and administrative	4,635	14,848
Professional fees	186,326	300,472
Depreciation and amortization expense	-	1,220
Depletion expense	-	1,564
	-----	-----
Total operating expenses	191,632	342,145
	-----	-----
Loss from operations	(190,384)	(305,363)

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Other income (expenses):		
Interest expense	(980)	-
Write off of assets/Loss on sale of assets	-	(3,065)
Other expense	-	(157)
Gain on Sale of Phillips B.	-	1,397
Gain on extinguishment of debt	-	5,742
Rounding error	-	1
	-----	-----
Total other income (expenses)	(980)	3,917
	-----	-----
Net loss	\$ (191,364)	\$ (301,445)
	=====	=====
Basic and diluted (loss) per common share	\$ (0.00)	\$ (0.01)
	=====	=====
Basic and diluted weighted average common shares outstanding	24,194,398	23,727,708
	=====	=====

AMERIGO ENERGY, INC.  
STATEMENT OF STOCKHOLDER'S EQUITY

	Common Stock		Preferred Stock		Additional	Accumulat
	Shares	Amount	Shares	Amount	Paid-in	Deficit
	-----	-----	-----	-----	-----	-----
Balance, December 31, 2010	22,814,331	33,356	500,000	500	14,608,105	(15,429,7
	=====	=====	=====	=====	=====	=====
Shares issued to settle debts	9,141,216	9,141			459,739	
Shares issued for consulting services	2,000,000	2,000			78,000	
Shares issued for previously purchased oil interest	69,277	70				
Settlement of shares issued to Granite Energy	(8,500,000)	(8,500)			8,500	
Settlement of debts to related parties					220,723	
Warrants issued					55,000	
Adjustment to common stock	(10,543)				10,543	

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account

Rounding error

2

Net loss

(301,4

Balance,

December 31, 2011

25,524,824 \$25,524

500,000 \$500

\$15,440,612

\$(15,731,

Shares issued  
for services

100,000 100

900

Repurchase and  
retirement of  
shares

(1,500,000) (1,500)

Net loss

(191,

Balance,

December 31, 2012

24,124,824 \$24,124

500,000 \$500

\$15,441,512

\$(15,922,

AMERIGO ENERGY, INC.  
CONSOLIDATED STATEMENT OF CASH FLOWS

	Year Ended	
	December 31, 2012	December 31, 2011
Cash flows from operating activities:		
Net loss	\$ (191,364)	\$ (301,445)
Adjustments to reconcile net loss to net cash used by operating activities:		
Sale of oil and gas interests	-	150,185
Stock issued for services / settle debt	1,000	433,348
Gain on extinguishment of debt	-	(5,742)
Depletion, depreciation and amortization	-	2,784
Impairment of assets	-	3,065
Increase in accounts receivable	-	12,416
Increase / (decrease) in accounts payable	(1,517)	(94,590)
Increase / (decrease) in accounts payable - related party	-	(183,035)
Increase / (decrease) in advances from related parties	121,420	(22,796)
Increase / (decrease) in accrued payroll	72,000	5,455
Rounding error	-	(1)
Net cash Provided by operating activities	1,539	(356)
Cash flows from financing activities:		
Repurchase and retirement of shares	(1,500)	-
Net cash used by financing activities	(1,500)	-
Net increase in cash	39	(356)
Cash, beginning of period	16	372

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	-----	-----
Cash, end of period	\$ 55	\$ 16
	=====	=====
Cash paid for interest	\$ -	\$ -
	=====	=====
Cash paid for taxes	\$ -	\$ -
	=====	=====
Supplementary cash flow information:		
Stock issued for services	\$ 1,000	\$ -
Oil interest used to settle debts	\$ -	\$ (8,099)
	=====	=====

AMERIGO ENEGY, INC.

### NOTES TO FINANCIAL STATEMENTS

#### NOTE 1 - HISTORY AND ORGANIZATION OF THE COMPANY

Amerigo Energy, Inc., a Delaware corporation ("AGOE" or the "Company"), formerly named Strategic Gaming Investments, Inc., was incorporated in 1973. Prior to 2008, the Company was involved in various businesses, none of which were successful.

In August of 2008, our Board of Directors voted to get approval from the shareholders of the Company for a name change from Strategic Gaming Investments, Inc. to Amerigo Energy, Inc. The company received the approval from a majority of its stockholders and filed the amendment to its Articles of Incorporation with the State of Delaware. The name change became effective by the State of Delaware on August 26, 2008. The Company also requested a new stock symbol as a result of the name change. Our new trading symbol is "AGOE".

The Amerigo Energy's business plan included developing oil and gas reserves while increasing the production rate base and cash flow. The plan was to continue acquiring oil and gas leases for drilling and to take advantage of other opportunities and strategic alliances. Due to declines in production on the oil leases the company had an interest in, the company has been exploring its position in the oil industry. In 2011, the company began an aggressive approach to reduce the debt on the company's books as well as looking to diversify the investment holdings, while still maintaining limited interest in oil leases. The company is aggressively looking for potential oil leases to acquire as well as businesses which will fit with the company's strategy. Analyzing opportunities in the oil industry as well as other potential investments has gone slower than planned, but the company is committed to implementing its business plan.

Our wholly-owned subsidiary, Amerigo, Inc., incorporated in Nevada on January 11, 2008, holds certain assets, including a minority interest in an oil lease.

#### NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

##### PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the combined accounts of Amerigo, Inc., a Nevada Corporation. All material intercompany transactions and accounts



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have been eliminated in consolidation.

### CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of highly liquid investments with maturities of three months or less when purchased.

### USE OF ESTIMATES

The preparation of financial statements in accordance with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### COMPREHENSIVE INCOME

FASB Accounting Standard Codification Topic 220-10, "Comprehensive Income" ("ASC 220-10"), requires that total comprehensive income be reported in the financial statements. ASC 220-10 establishes standards for reporting and display of comprehensive income and its components (revenues, expenses, gains and losses) in a full set of general-purpose financial statements. It requires (a) classification of the components of other comprehensive income by their nature in a financial statement and (b) the display of the accumulated balance of the other comprehensive income separate from retained earnings and additional paid-in capital in the equity section of a statement of financial position. The Company's financial statements do not include any of the components of other comprehensive income during the year ended December 31, 2012 and 2011.

### FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company includes fair value information in the notes to financial statements when the fair value of its financial instruments is different from the book value. When the book value approximates fair value, no additional disclosure is made.

### PROPERTY AND EQUIPMENT

Depreciation is computed primarily on the straight-line method for financial statements purposes over the following estimated useful lives:

CATEGORY	Estimated LIFE
Office building	20 years
Vehicles	7 years
Equipment	7 years
Leasehold Improvements	7 years
Furniture and Fixtures	5 years

All assets are booked at historical cost. Management reviews on an annual basis the book value, along with the prospective dismantlement, restoration, and abandonment costs and estimate residual value for the assets, in comparison to the carrying values on the financial statements.

### OIL AND GAS PRODUCING ACTIVITIES

The Company uses the successful efforts method of accounting for its oil and natural gas properties. Exploration costs such as exploratory geological and geophysical costs and delay rentals are charged against earnings as incurred

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The costs to acquire, drill and equip exploratory wells are capitalized pending determinations of whether development reserves can be attributed to the Company's interests as a result of drilling the well. If management determines that commercial quantities of oil and natural gas have not been discovered, costs associated with exploratory wells are charged to exploration expense. Costs to acquire mineral interests, to drill and equip development wells, to drill and equip exploratory wells that find development reserves, and related costs to plug and abandon wells and costs of site restoration are capitalized.

Depreciation, depletion and amortization ("DD&A") of oil and gas properties is computed using the unit-of-production method based on recoverable reserves as estimated by the Company's independent reservoir engineers. Capitalized acquisition costs are depleted based on total estimated proved developed and proved undeveloped reserve quantities. Capitalized costs to drill and equip wells are depreciated and amortized based on total estimated proved developed reserve quantities. Investments in Exploratory properties are not amortized until proved reserves associated with the prospects can be determined or until impairment occurs. Oil and natural gas properties are periodically assessed for impairment. If the unamortized capitalized costs of proved properties are in excess of estimated undiscounted future cash flows before income taxes, the property is impaired. Estimated future cash flows are determined using management's best estimates and may be calculated using prices consistent with management expectations for the Company's future oil and natural gas sales. Exploratory oil and natural gas properties are also periodically assessed for impairment, and a valuation allowance is provided if impairment is indicated. Impairment costs are included in exploration expense. Costs of expired or abandoned leases are charged against the valuation allowance. Costs of properties that become productive are transferred to proved oil and natural gas properties.

Exploratory oil and gas properties that are individually significant are periodically assessed for impairment of value and a loss is recognized at the time of impairment by providing an impairment allowance. Other Exploratory properties are amortized based on the Company's experience of successful drilling and average holding period.

Capitalized costs of producing oil and gas properties, after considering estimated residual salvage values, are depreciated and depleted by the unit-of-production method. Support equipment and other property and equipment are depreciated over their estimated useful lives.

On the sale or retirement of a complete unit of a proved property, the cost and related accumulated depreciation, depletion, and amortization are eliminated from the property accounts, and the resultant gain or loss is recognized. On the retirement or sale of a partial unit of proved property, the cost is charged to accumulated depreciation, depletion, and amortization with a resulting gain or loss recognized in income.

On the sale of an entire interest in an Exploratory property for cash or cash equivalent, gain or loss on the sale is recognized, taking into consideration the amount of any recorded impairment if the property has been assessed individually. If a partial interest in an Exploratory property is sold, the amount received is treated as a reduction of the cost of the interest retained.

Pursuant to ASC 932-235-50-1, the following disclosures for exploratory activity are made.

- a. The amount of capitalized exploratory well costs that is pending the determination of proved reserves. An entity also shall separately disclose for each annual period that an income statement is presented changes in those capitalized exploratory well costs resulting from all of the following:

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1. Additions to capitalized exploratory well costs that are pending the determination of proved reserves -
2. Capitalized exploratory well costs that were reclassified to wells, equipment, and facilities based on the determination of proved reserves
3. Capitalized exploratory well costs that were charged to expense.

Management has assessed this for the company and it is not relevant or applicable to our operations.

- a. The amount of exploratory well costs that have been capitalized for a period of greater than one year after the completion of drilling at the most recent balance sheet date and the number of projects for which those costs relate.

Additionally, for exploratory well costs that have been capitalized for periods greater than one year at the most recent balance sheet date, an entity shall provide an aging of those amounts by year, or by using a range of years, and the number of projects to which those costs relate.

Management has assessed this for the company and it is not relevant or applicable to our operations.

- b. For exploratory well costs that continue to be capitalized for more than one year after the completion of drilling at the most recent balance sheet date, a description of the projects and the activities that the entity has undertaken to date in order to evaluate the reserves and the projects, and the remaining activities required to classify the associated reserves as proved. Management has assessed this for the company and it is not relevant or applicable to our operations.

### ASSET RETIREMENT OBLIGATIONS

In accordance with accounting standards for asset retirement obligations (ASC 410), the Company records the fair value of a liability for an asset retirement obligation (ARO) when there is a legal obligation associated with the retirement of a tangible long-lived asset and the liability can be reasonably estimated. No ARO's associated with legal obligations to retire oil and gas properties have been recognized, as indeterminate settlement dates for the asset retirements prevent estimation of the fair value of the associated ARO. The Company performs periodic reviews of its oil and gas properties long-lived assets for any changes in facts and circumstances that might require recognition of a retirement obligation.

### REVENUE RECOGNITION

Oil, gas and natural gas liquids revenues are recognized when the products are sold to a purchaser at a fixed or determinable price, delivery has occurred and title has transferred, and collection of the revenue is reasonably assured.

### CONCENTRATIONS OF CREDIT RISK

Credit risk represents the accounting loss that would be recognized at the reporting date if counter parties failed completely to perform as contracted. Concentrations of credit risk (whether on or off balance sheet) that arise from financial instruments exist for groups of customers or counter parties when they have similar economic characteristics that would cause their ability to meet contractual obligations to be similarly affected by changes in economic or other conditions described below.

The Company operates in one primary segment, the oil and gas industry. The Company's customers are located within the United States of America. Financial

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instruments that subject the Company to credit risk consist principally of oil and gas sales which are based on a short-term purchase contracts from Enterprise Crude Oil (US) Company and various other gatherers in the area, with related accounts receivable subject to credit risk.

### ACCOUNTS RECEIVABLE

Accounts receivable are stated at the amount management expects to collect from outstanding balances. Management provides for probable uncollectible amounts through a charge to earnings and a credit to a valuation allowance based on its assessment of the current status of individual accounts. Balances outstanding after management has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to trade accounts receivable. Changes in the valuation allowance have not been material to the financial statements and at December 31, 2012 and December 31, 2011; the Company's financial statements do not include an allowance for doubtful accounts because management believes that no allowance is required at those dates.

### Fair value of financial instruments

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Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of December 31, 2012 and 2011. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values. These financial instruments include cash and accounts payable. Fair values were assumed to approximate carrying values for cash and payables because they are short term in nature and their carrying amounts approximate fair values or they are payable on demand.

Level 1: The preferred inputs to valuation efforts are "quoted prices in active markets for identical assets or liabilities," with the caveat that the reporting entity must have access to that market. Information at this level is based on direct observations of transactions involving the same assets and liabilities, not assumptions, and thus offers superior reliability. However, relatively few items, especially physical assets, actually trade in active markets.

Level 2: FASB acknowledged that active markets for identical assets and liabilities are relatively uncommon and, even when they do exist, they may be too thin to provide reliable information. To deal with this shortage of direct data, the board provided a second level of inputs that can be applied in three situations.

Level 3: If inputs from levels 1 and 2 are not available, FASB acknowledges that fair value measures of many assets and liabilities are less precise. The board describes Level 3 inputs as "unobservable," and limits their use by saying they "shall be used to measure fair value to the extent that observable inputs are not available." This category allows "for situations in which there is little, if any, market activity for the asset or liability at the measurement date". Earlier in the standard, FASB explains that "observable inputs" are gathered from sources other than the reporting company and that they are expected to reflect assumptions made by market participants

### RECLASSIFICATIONS

Certain prior year amounts have been reclassified to conform to the current year presentation. These reclassifications had no effect on the results of operations or stockholders' equity.

### NET LOSS PER COMMON SHARE

FASB Accounting Standards Codification Topic 260-10, "Earnings per Share",

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requires presentation of "basic" and "diluted" earnings per share on the face of the statements of operations for all entities with complex capital structures. Basic earnings per share is computed by dividing net income by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted during the period. Dilutive securities having an anti-dilutive effect on diluted earnings per share are excluded from the calculation.

### INCOME TAXES

The Company accounts for its income taxes in accordance with FASB Codification Topic 740-10 ("ASC 740-10"), which requires recognition of deferred tax assets and liabilities for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in operations in the period that includes the enactment date.

Management feels the Company will have a net operating loss carryover to be used for future years. Such losses may not be fully deductible due to the significant amounts of non-cash service costs. The Company has established a valuation allowance for the full tax benefit of the operating loss carryovers due to the uncertainty regarding realization.

### STOCK-BASED COMPENSATION

The Company has adopted FASB Accounting Standards Codification Topic 718-10, "Compensation- Stock Compensation" ("ASC 718-10") which requires the measurement and recognition of compensation expense for all stock-based payment awards made to employees and directors. Under the fair value recognition provisions of ASC 718-10, stock-based compensation cost is measured at the grant date based on the value of the award and is recognized as expense over the vesting period.

Determining the fair value of stock-based awards at the grant date requires considerable judgment, including estimating the expected future volatility of our stock price, estimating the expected length of term of granted options and selecting the appropriate risk-free rate. There is no established trading market for our stock.

### DIVIDENDS

The Company has not yet adopted any policy regarding payment of dividends.

### GOING CONCERN

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. As shown in the accompanying financial statements, the Company has incurred recurring losses, has used significant cash in support of its operating activities and, based upon current operating levels, requires additional capital or significant reconfiguration of its operations to sustain its operations for the foreseeable future. These factors, among others, may indicate that the Company will be unable to continue as a going concern.

The financial statements do not include any adjustments relating to the recoverability and classification of liabilities that might be necessary should

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the Company be unable to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate sufficient cash flow to meet obligations on a timely basis and ultimately to attain profitability. The Company has obtained working capital through equity offerings and management plans to obtain additional funding through equity or debt financings in the future. There is no assurance that the Company will be successful in its efforts to raise additional working capital or achieve profitable operations. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

### RECENT ACCOUNTING PRONOUNCEMENTS -

The company has evaluated the recent pronouncements and believes that none of them will have a material effect on the company's financial statements.

### NOTE 3 - ACQUISITION AND DISPOSAL OF ASSETS

#### DURING THE YEAR ENDED DECEMBER 31, 2011:

In November 2011, the company sold 50% of its interest in the Phillips B. lease to a third party for \$2,445. On the same date the company used the other 50% of its interest to settle \$2,445 in debts to Bullfrog Management (an entity controlled by a prior officer).

On March 1, 2011 the company settled \$150,361 in debt on the company books with oil interest held by the company in leases in Oklahoma.

On September 1, 2011 the Company settled \$97,723 in debt on the company books with the company's interest in the West Burk lease and the Richard Lease. These leases had previously been written off and had no value on the company's books. The transaction was recorded as additional paid in capital contribution.

### NOTE 4 - NOTES PAYABLE - RELATED PARTY

As of December 31, 2012 and 2011, there are \$0 and \$0 notes payable outstanding related to the purchase of the Justice lease. During 2011, these notes were settled with 4,116,796 shares of stock.

### NOTE 5 - STOCKHOLDERS' EQUITY

#### PREFERRED STOCK

As of December 31, 2012, there were 25,000,000 preferred shares authorized and 500,000 preferred shares outstanding. The board of directors had previously set the voting rights for the preferred stock at 1 share of preferred to 250 common shares.

There are 500,000 shares of preferred stock issued and outstanding at December 31, 2012 and 2011, all of which are owned by the current CEO. These shares had previously been issued in satisfaction of salaries payable, totaling \$250,000 to the current CEO and prior officers.

During the period ending June 30, 2012, the CEO of the company acquired in a private transaction the shares of preferred A stock. As of December 31, 2012, the CEO owns 500,000 shares of preferred stock, which make up 100% of the preferred stock issued and outstanding.

#### COMMON STOCK

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As of December 31, 2012, there were 100,000,000 shares authorized and there were 24,124,824 shares of common stock outstanding .

During 2011, the company issued 9,141,216 shares of company stock to settle \$646,880 in debts on the company's books.

During 2011 the company entered into a settlement agreement with a company we had purchased oil interest from. As part of this agreement the company returned 8,500,000 shares of stock that were part of the purchase agreement signed in 2008. These shares were cancelled and are no longer outstanding.

The company also issued 69,277 shares of stock for previously purchased oil interest at a value of \$69,277. During 2011 the company realized that the previous transfer agent never issued the shares as part of an agreement that was signed in 2009.

During 2011, 2,000,000 shares were issued for consulting services in lieu of cash, these shares were valued at \$80,000.

During the quarter ended March 31, 2012, the entered into a buyback agreement with a shareholder. The company agreed to buy back 1,500,000 shares for a purchase price of \$1,500. These shares were cancelled with the transfer agent and are no longer outstanding.

During the year ended December 31, 2012, the company issued 100,000 shares of common stock to a consultant for services rendered and valued at \$1,000.

There were no other shares issued during the year 2012. The balance at December 31, 2012 is 24,124,824 common shares outstanding and 500,000 preferred shares.

### WARRANTS

During the 4th quarter of 2011, the company issued 10,000,000 warrants of the company stock with an exercise price of \$0.01 to an entity the CEO has an ownership in. The company used the Black Scholes option pricing model to calculate the value of \$55,000 based on a 0% dividend yield, 669% expected volatility, 0.95% discounts bond rate and a 7 year term. While the warrants were valued at \$55,000, a total of \$142,859 was settled with such warrants, thus \$87,859 was considered forgiveness of debt-related party, treated as additional paid in capital.

Stock options/warrants - The following table summarizes information about options and warrants granted during the years ended December 31, 2012 and 2011:

	Number of Shares	Weighted Average Exercise Price
Balance, December 31, 2010	0	\$ -
Options/warrants granted	10,000,000	0.01
Options/warrants expired	-	-
Options/warrants cancelled, forfeited	-	-
Options/warrants exercised	----	---
Balance, December 31, 2011	10,000,000	0.01
Options/warrants granted	-	-
Options/warrants expired	-	-
Options/warrants cancelled, forfeited	-	-
Options/warrants exercised	-	-
Balance, December 31, 2012	10,000,000	0.01

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### NOTE 6 - LITIGATION

In 2010, Amerigo signed an agreement with the individual to acquire his interest in certain oil and gas leases for \$120,000, payable at \$10,000 per month starting April 1, 2010, with subsequent payments due on the 1st of each month. The term of the note was One (1) year. Upon final payment and settlement of the note, the individual will return all shares of stock (with properly executed stock power) that he individually holds of Granite Energy and Amerigo Energy, along with his entire interest in the Kunkel lease, which is 3.20% working interest (2.54% net revenue interest), as well as his ownership in what is know as the 4 Well Program (0.325% working interest, 0.2438% net revenue interest). During 2010, the individual sold his interest in the Kunkel lease. The company has not kept current with the agreement and the individuals promissory note has now been escalated to a judgment against the company. As of the date of this filing, terms of settling the judgment have not been resolved despite the efforts of the judgment holder to collect on the amount owed.

As of December 31, 2012, other than discussed above that occurred subsequent to year end, the Company is not a party to any pending material legal proceeding. To the knowledge of management, no federal, state or local governmental agency is presently contemplating any proceeding against the Company. To the knowledge of management, no director, executive officer or affiliate of the Company, any owner of record or beneficially of more than five percent of the Company's Common Stock is a party adverse to the Company or has a material interest adverse to the Company in any proceeding.

### NOTE 7 - RELATED PARTY TRANSACTIONS -

The Company has a consulting agreement with a firm controlled by the Company's Chief Financial Officer for a fee of \$3,500 per month. The consulting firm has been engaged to assist in organizing and completing the process of filings with the Securities and Exchange Commission and other tasks. As of December 31, 2012 and 2011 the company owed the firm \$18,215, and \$138,655, respectively. Prior to December 31, 2011 \$200,000 was settled with stock and warrants in lieu of cash payment (See Note 5).

As of December 31, 2012, the Company's CEO is owed \$72,000 in accrued, but not paid, salary. In January 2013, the CEO entered into a compensation agreement as discussed in Note 10 Subsequent events.

The Company had an operating agreement with SWJN Oil Company and SJ OK Oil Company to operate the company's oil and gas leases, the current CEO had a minority interest in these entities. The fee charged by these companies to operate these leases is the greater of \$1,000 per month or 5% of net oil sales. During 2011 the CEO sold his interest in SJ OK to an outside party and subsequent to year end the CEO relinquished his interest in SWJN to an unrelated third party as well. The total fees Amerigo paid to these entities during 2012 and 2011 was \$0 and \$652.

The company also has a lease agreement with AVES. The company rents an office space from AVES for \$1,098 per month. AVES and the building are owned partially by our current CEO Jason F. Griffith. During June 2011, AVES agreed to waive the rent to the office space the company uses until the operations increase.

Other Material Transactions. With the exception of the above mentioned transactions, there have been no material transactions, series of similar transactions or currently proposed transactions to which the Company or any officer, director, their immediate families or other beneficial owner is a party or has a material interest in which the amount exceeds \$50,000.

### NOTE 8 - INCOME TAX



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Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial statement purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax liabilities and assets as of December 31, 2012 and 2011 are as follows:

Deferred tax assets:	2012	2011
	-----	-----
Net operating loss carryforwards	5,518,182	5,246,818
Stock issued for services	1,000	80,000
Impairment Loss	-	-
	-----	-----
Net deferred tax asset	5,519,182	5,326,818

A reconciliation of income taxes computed at the statutory rate to the income tax amount recorded as follows:

	2012	2011
	-----	-----
Tax at statutory rate (35%)	1,931,714	1,864,386
Increase in valuation allowance	(1,931,714)	(1,864,386)
	-----	-----
Net deferred tax asset	-	-

Reconciliation between the statutory rate and the effective tax rate is as follows at December 31, 2011 and 2010:

	2012	2011
	----	----
Federal statutory tax rate	(35)%	(35)%
Permanent difference and other	35%	35%

At December 31, 2012, the Company had federal net operating loss ("NOL") carry forwards of approximately \$5,519,182. Federal NOLs could, if unused, begin to expire in 2021. The company has not filed it's corporate tax return for the 2011 or 2012 tax year so the deductibility of the NOL is uncertain.

The valuation allowance for deferred tax assets as of December 31, 2012 was \$5,519,182.

### NOTE 9 - ENVIRONMENTAL MATTERS

Various federal and state authorities have authority to regulate the exploration and developments of oil and gas and mineral properties with respect to environmental matters. Such laws and regulations, presently in effect or as hereafter promulgated, may significantly affect the cost of its current oil production and any exploration and development activities undertaken by the Company and could result in loss or liability to the Company in the event that any such operations are subsequently deemed inadequate for purposes of any such law or regulation.

### NOTE 10 - SUBSEQUENT EVENTS

The Company has evaluated subsequent events through April 12, 2013, the date which the financial statements were available to be issued. The Company has determined that, other than disclosed below, there were no other events that warranted disclosure or recognition in the financial statements.

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In January 2013, the company entered into an employment agreement with the CEO and ended the prior consulting agreements with him. The terms of his compensation agreement are \$180,000 per year and should the company not have the funds to cover the amount owed, the amount will accrue interest at 8% per year.

In February 2013, the company settled \$35,592 worth of debt for 35,592 common shares, valued at \$1.00 per share. The CEO of the company was indirectly owed \$14,263 of this debt.

In March 2013, the company announced the acquisition of the license agreement of Le Flav Spirits for the promotion of a liquor line featuring the celebrity Flavor Flav. The company issued 360,000 shares of common stock in conjunction with this acquisition. The company also issued warrants for the purchase of two million (2,000,000) shares of common stock at \$1.00 per shares, with a 5 year exercise period, vested equally at 500,000 shares vested upon every 5,000 cases sold of vodka. The promissory note is to be settled for \$1 per bottle for the first 2,000,000 bottles sold. This will be treated as a convertible promissory note, convertible at \$1.00 per share (at the option of the note holder). Promissory note bears interest at 8% per year. The Company has the ability to make principal and interest payments above what is earned from the 'per bottle' during the term. Unless otherwise satisfied, the balance of the promissory note is due by March 1, 2016. The CEO had a minority interest in the entity from which the license agreement was purchased.

On March 22, 2013, the Company executed a line of credit agreement with a third party for \$100,000 to be used as purchase order financing for the production of liquor brands. The line of credit bears interest at twenty percent (20%) on the advanced amount. In consideration for this line of credit, the company issued warrants for 300,000 shares of common stock at an exercise price of \$1.00 per share, exercisable for five (5) years. The Company issued 3,000,000 shares of preferred stock as collateral which are being held in trust.

### WHERE YOU CAN FIND ADDITIONAL INFORMATION

We have filed with the Securities and Exchange Commission this Form 10-K registration statement, including exhibits, under the Securities Act. You may read and copy all or any portion of the registration statement or any reports, statements or other information in the files at SEC's Public Reference Room located at 100 F Street, NE., Washington, DC 20549, on official business days during the hours of 10 a.m. to 3 p.m.

You can request copies of these documents upon payment of a duplicating fee by writing to the Commission. You may call the Commission at 1-800-SEC-0330 for further information on the operation of its public reference room. Our filings, including the registration statement, will also be available to you on the website maintained by the Commission at <http://www.sec.gov>.

We intend to furnish our stockholders with annual reports which will be filed electronically with the SEC containing consolidated financial statements audited by our independent auditors, and to make available to our stockholders quarterly reports for the first three quarters of each year containing unaudited interim consolidated financial statements.

Our website [www.amerigoenergy.com](http://www.amerigoenergy.com) is currently under construction. Our website and the information to be contained on that site, or connected to that site, is not part of or incorporated by reference into this filing.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND

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### FINANCIAL DISCLOSURE

None

### ITEM 9A(T). CONTROLS AND PROCEDURES

#### DISCLOSURE CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures designed to ensure that information required to be disclosed in reports filed under the Securities Exchange Act of 1934 ("Exchange Act") is recorded, processed, summarized and reported within the specified time periods. Our Chief Executive Officer and our Principal Accounting and Financial Officer (collectively, the "Certifying Officers") are responsible for maintaining our disclosure controls and procedures. The controls and procedures established by us are designed to provide reasonable assurance that information required to be disclosed by the issuer in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms.

We reviewed and evaluated the effectiveness of the design and operation of our disclosure controls and procedures, as of the end of the fiscal quarter covered by this report, as required by Securities Exchange Act Rule 13a-15, and concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed in our reports filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended, is accumulated and communicated to management on a timely basis, including our principal executive officer and principal financial and accounting officer.

#### INTERNAL CONTROLS OVER FINANCIAL REPORTING

#### MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING.

Section 404 of the Sarbanes-Oxley Act of 2002 requires that management document and test our internal control over financial reporting and include in this Annual Report on Form 10-K a report on management's assessment of the effectiveness of our internal control over financial reporting, and to delineate any material weakness in our internal control. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) of the Exchange Act. Under the supervision and with the participation of our management, including our Chief Executive Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based upon the framework in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on that evaluation, our management concluded that our internal control over financial reporting is not effective, as of December 31, 2012.

#### CONCLUSIONS

Based on this evaluation, our principal executive officer and principal financial and accounting officer concluded that our disclosure controls and procedures are effective to ensure that the information we are required to disclose in reports that we file pursuant to the Exchange Act are recorded, processed, summarized, and reported in such reports within the time periods specified in the Securities and Exchange Commission's rules and forms.

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### CHANGES IN INTERNAL CONTROLS

There were no changes in our internal controls over financial reporting that occurred during the last fiscal quarter, i.e., the three months ended December 31, 2012, that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

### ITEM 9B. OTHER INFORMATION

We have no information that we would have been required to disclose in a report on Form 8-K during the fourth quarter of the year covered by this Form 10-K.

### PART III

### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

#### (a) Identification of Directors and Executive Officers.

Name	Age	Term Served*
-----	---	-----
Jason F. Griffith CEO/CFO/Director	36	Elected since 2008

\*All directors hold office until the next annual meeting of the stockholders and the election and qualification of their successors. Officers are elected annually by the Board of Directors and serve at the discretion of the Board.

The following is a brief description of the business background of the directors and executive officers of the Company:

#### JASON F. GRIFFITH - CEO/CFO/DIRECTOR

Mr. Griffith has served as its Chief Financial Officer as well as a member of the Board of Directors since October 2008. In the third quarter of 2010, Mr. Griffith became the Chief Executive Officer of the company as well. Mr. Griffith's experience includes having served as a chief financial officer for multiple publicly traded companies. Mr. Griffith has additional experience in public accounting, which includes being a partner of a CPA firm in Henderson, Nevada since June 2002, as well as being the accounting manager for another accounting firm in Henderson, Nevada from August 2001 through June 2002. Mr. Griffith was previously associated with Arthur Andersen in Memphis, Tennessee from December 1998 until his move to Nevada in 2001. Prior to joining Arthur Andersen, Mr. Griffith was pursuing and completed his undergraduate and masters degree in accounting from Rhodes College in Memphis, Tennessee. He is a licensed certified public accountant in Nevada, Tennessee, and Georgia. Mr. Griffith is a member of the American Institute of Certified Public Accountants, the Association of Certified Fraud Examiners and the Institute of Management Accountants, along with being a member of the Nevada and Tennessee State Societies of CPAs.

#### BOARD OF DIRECTORS; ELECTION OF OFFICERS

All directors hold their office until the next annual meeting of shareholders or until their successors are duly elected and qualified. Any vacancy occurring in the board of directors may be filled by the shareholders, the board of directors, or if the directors remaining in the office constitute less than a quorum of the board of directors, they may fill the vacancy by the affirmative vote of a majority of the directors remaining in office. A director elected to

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fill a vacancy is elected for the unexpired term of his predecessor in office. Any directorship filled by reason of an increase in the number of directors shall expire at the next shareholders' meeting in which directors are elected, unless the vacancy is filled by the shareholders, in which case the terms shall expire on the later of (i) the next meeting of the shareholders or (ii) the term designated for the director at the time of creation of the position being filled.

### BOARD COMMITTEES

In light of our small size and the fact that we have only two directors, our board has not yet designated a nominating committee, an audit committee, a compensation committee, or committees performing similar functions. The board intends to designate one or more such committees when practicable.

Our board of directors intends to appoint such persons and form such committees as are required to meet the corporate governance requirements imposed by Sarbanes-Oxley and any applicable national securities exchanges. Therefore, we intend that a majority of our directors will eventually be independent directors and at least one director will qualify as an "audit committee financial expert" within the meaning of Item 407(d)(5) of Regulation S-K, as promulgated by the SEC. Additionally, our board of directors is expected to appoint an audit committee, nominating committee and compensation committee and to adopt charters relative to each such committee. Until further determination by the board of directors, the full board of directors will undertake the duties of the audit committee, compensation committee and nominating committee. We do not currently have an "audit committee financial expert" since we currently do not have an audit committee in place.

### CODE OF ETHICS

The Company has adopted a Code of Ethics for its principal executive and financial officers. In the meantime, the Company's management promotes honest and ethical conduct, full and fair disclosures in its reports with the SEC, and compliance with the applicable governmental laws and regulations.

### ITEM 11. EXECUTIVE COMPENSATION

#### DIRECTOR AND OFFICER CASH COMPENSATION

The following table sets forth the aggregate cash compensation paid by the Company for services rendered during the periods indicated to its directors and executive officers:

#### EXECUTIVE COMPENSATION AND OTHER INFORMATION

##### Amerigo Energy

The following sets forth the cash components of Amerigo Energy's executive officers during the last two fiscal years. The remuneration described in the table does not include the cost to Amerigo Energy of benefits furnished to the named executive officers provided to such individuals that are extended in connection with the conduct of Amerigo Energy's business.

#### CASH COMPENSATION TABLE

Name and	Stock	Option	All Other
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Principal Position	Year	Salary (\$)	Bonus (\$)	Awards	Awards	Compensation	T
Jason F. Griffith	2011	0	-	-	-	-	0
Chief Executive Officer	2012	0	-	-	-	-	0

Each director of Amerigo Energy also serves as a director of Amerigo, Inc. Directors do not receive separate compensation for service as directors of Amerigo Energy or Amerigo, Inc.

### DIRECTOR COMPENSATION

Name	Fees Earned or Paid in Cash (\$)	Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	Nonqualified Deferred Compensation	All Other Compensation
Jason F. Griffith	-	-	-	-	-	-

### EMPLOYMENT CONTRACTS AND OTHER ARRANGEMENTS

In January 2013, the company entered into a compensation agreement with the Chief Executive Officer. The agreement calls for compensation of \$180,000 per year beginning January 1, 2013 and continuing for a five year term. There is an additional advisory period through December 31, 2022. Should the company not have the financial ability to pay the salary, the amount owed will convert to a loan at eight (8%) interest.

Through December 31, 2012, other than as described above, there are no compensatory plans or arrangements, including payments to be received from Amerigo Energy, with respect to any party named above which could result in payments to any such person because of his resignation, retirement, or other termination of such person's employment with Amerigo Energy or its subsidiaries, or any change in control of Amerigo Energy, or a change in the person's responsibilities following a change in control of Amerigo Energy.

### INDEMNIFICATION OF DIRECTORS AND OFFICERS

Pursuant to Article VI of Amerigo Energy's by-laws, Amerigo Energy may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of Amerigo Energy, by reason of the fact that he is or was a director, officer, employee or agent of Amerigo Energy, or is or was serving at the request of Amerigo Energy as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of Amerigo Energy, and, with respect to any criminal action or proceeding, has no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and that, with respect to any criminal action or proceeding, he had reasonable cause to believe that his conduct was unlawful.

Amerigo Energy may also indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of Amerigo Energy to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of

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Amerigo Energy, or is or was serving at the request of Amerigo Energy as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including amounts paid in settlement and attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of Amerigo Energy. Indemnification may not be made for any claim, issue or matter as to which such a person has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals therefrom, to be liable to Amerigo Energy or for amounts paid in settlement to Amerigo Energy, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

Under Delaware law, a director of a Delaware corporation will not be found to have violated his or her fiduciary duties to the corporation or its shareholders unless there is proof by clear and convincing evidence that the director has not acted in good faith, in a manner he or she reasonably believes to be in or not opposed to the best interests of the corporation, or with the care that an ordinarily prudent person in a like position would use under similar circumstances.

### ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The beneficial ownership of each person as described in the table below was calculated based on 24,124,824 of Amerigo Energy Common Stock outstanding as of December 31, 2012, according to the record ownership listings as of that date and the verifications Amerigo Energy solicited and received from each director, executive officer and five percent holder.

#### Security Ownership of Certain Beneficial Owners as of December 31, 2012

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Common	Jason Griffith. 2580 Anthem Village Dr. Henderson, NV 89052	5,415,025	22.45%

#### Security Ownership of Management

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Common	Jason F. Griffith	5,415,025*	22.45%
Preferred	Chief Executive Officer 2580 Anthem Village Dr. Henderson, NV 89052	500,000	100.00% (1)

(1) all of these shares are indirectly owned by a trust controlled by Mr. Griffith or through entities which Mr. Griffith has ownership interest..

\* Total Current Officers and Directors common shares held is 5,415,025 (22.45%)

Management has no knowledge of the existence of any arrangements or pledges of

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the Company's securities which may result in a change in control of the Company.

### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS -

As of December 31, 2012, the company has \$138,655 in liabilities due to a firm controlled by the Company's Chief Executive Officer. This loan is non-interest bearing and has no due date assigned to it. Prior to December 31, 2011 \$200,000 was settled with stock and warrants in lieu of cash payment.

As of December 31, 2012, the Company's CEO is owed \$108,000 in accrued, but not paid, salary.

The Company had an operating agreement with SWJN Oil Company and SJ OK Oil Company to operate the company's oil and gas leases, the current CEO previously had a minority interest in these entities. The fee charged by these companies to operate these leases was the greater of \$1,000 per month or 5% of net oil sales. During 2011 the CEO sold his interest in SJ OK to an outside party and in 2012 the CEO relinquished his interest in SWJN to an unrelated third party as well. The total fees Amerigo paid to these entities during 2011 and 2012 was \$652.

The company also has a lease agreement with AVES. The company rents an office space from AVES for \$1,098 per month. AVES and the building are owned partially by our current CEO Jason F. Griffith. During October 2011, AVES agreed to waive the rent to the office space the company uses until operations of the company increased.

Other Material Transactions. With the exception of the above mentioned transactions, there have been no material transactions, series of similar transactions or currently proposed transactions to which the Company or any officer, director, their immediate families or other beneficial owner is a party or has a material interest in which the amount exceeds \$50,000.

### REVIEW AND APPROVAL OF RELATED PARTY TRANSACTIONS

The board of directors reviews and approves transactions with directors, officers, and holders of more than 5% of our voting securities and their affiliates, or each, a related party. Prior to board consideration of a transaction with a related party, the material facts as to the related party's relationship or interest in the transaction are disclosed to the board, and the transaction is not considered approved by the board unless a majority of the directors who are not interested in the transaction approve the transaction. Further, when stockholders are entitled to vote on a transaction with a related party, the material facts of the related party's relationship or interest in the transaction are disclosed to the stockholders, who must approve the transaction in good faith.

### ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

#### AUDIT AND NON-AUDIT FEES

	Fiscal Year Ended December 31,	
	2012	2011
Audit fees	\$10,000	\$10,000
Audit related fees	-	-
Tax fees	-	-
All other fees	-	-



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PRE APPROVAL OF SERVICES BY THE INDEPENDENT AUDITOR

The Board of Directors has established policies and procedures for the approval and pre approval of audit services and permitted non-audit services. The Board has the responsibility to engage and terminate the Company's independent registered public accountants, to pre-approve their performance of audit services and permitted non-audit services and to review with the Company's independent registered public accountants their fees and plans for all auditing services. All services provided by and fees paid to our auditor, LL Bradford were approved by our Board of Directors

PART IV

ITEM 15. EXHIBITS

10.1 COMPENSATION AGREEMENT, DATED JANUARY 4, 2013

31.1 CERTIFICATION BY CHIEF EXECUTIVE OFFICER PURSUANT TO RULE 13A-14(A)/15(D)-14(A)

31.2 CERTIFICATION BY CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13A-14(A)/15(D)-14(A)

32.1 CERTIFICATION OF OUR CEO AND CFO PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: April 12, 2013

By: /s/ Jason F. Griffith  
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Jason F. Griffith  
Chief Executive and Financial Officer  
and Principal Accounting Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: April 12, 2013

By: /s/ Jason F. Griffith  
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Jason F. Griffith  
Chief Executive and Financial Officer  
and Principal Accounting Officer