

ISRAMCO INC  
Form 8-K  
August 08, 2014

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K  
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CURRENT REPORT

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

Date of Report (Date of earliest event reported): August 4, 2014

ISRAMCO, INC.

(Exact name of registrant as specified in its charter)

Delaware	0-12500	13-3145265
State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

2425 West Loop South Suite 810 Houston Texas 77027  
(Address of principal executive offices, including Zip Code)

713-621-3882  
(Registrant's telephone number, including area code)

\_\_\_\_\_  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item 2.02. Results of Operations and Financial Condition

On August 8, 2014, Isramco, Inc. (the “Company”) issued a press release announcing its financial results for the fiscal quarter ended June 30, 2014. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 2.02 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 4, 2014, upon the recommendation of the Nominating and Corporate Governance Committee of the Company, the Board of Directors of the Company appointed Nir Hasson to the Board of Directors, effective immediately. Mr. Hasson will fill the directorship vacated by Itai Ram, who resigned from the Board of Directors of the Company effective May 19, 2014. At the Company's 2014 Annual Meeting of Shareholders, Mr. Hasson is expected to stand for election for a one-year term expiring in 2015. Mr. Hasson will serve on the Company's Audit Committee and Compensation Committee.

There are no arrangements or understandings between Mr. Hasson and any other person pursuant to which he was selected as a director. The Company is not aware of any transaction in which Mr. Hasson has an interest requiring disclosure under Item 404(a) of Regulation S-K.

Mr. Hasson will be compensated for his service on the Board of Directors under the Company's standard compensation arrangements for non-employee directors. Under the standard compensation arrangement for non-employee directors, Mr. Hasson will receive One Thousand Five Hundred Dollars (\$1,500.00) per meeting.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

99.1 Press Release, dated August 8, 2014, issued by Isramco, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ISRAMCO, INC.

DATED: August 8, 2014

By: /s/Anthony  
James  
Anthony James  
Legal Counsel and Corporate  
Secretary

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INDEX TO EXHIBITS

Exhibit No.	Description
99.1	<u>Press Release, dated August 8, 2014, issued by Isramco, Inc.</u>

itted with respect to any proceeding in which the trustee or officer has been adjudged to be liable to the company, or if the proceeding is one charging improper personal benefit to the trustee or officer, whether or not involving action in the trustee's or officer's official capacity, indemnification of the trustee or officer is not permitted if the trustee or officer was adjudged to be liable on the basis that personal benefit was improperly received. The termination of any proceeding by conviction or upon a plea of nolo contendere or its equivalent, or any entry of an order of probation prior to judgment, creates a rebuttable presumption that the trustee or officer did not meet the requisite standard of conduct required for permitted indemnification. The termination of any proceeding by judgment, order or settlement, however, does not create a presumption that the trustee or officer failed to meet the requisite standard of conduct for permitted indemnification.

Pursuant to the Company's declaration of trust, the Company's trustees and officers are and will be indemnified against certain liabilities. The Company's declaration of trust requires the Company to indemnify its trustees and officers to the fullest extent permitted from time to time by the laws of Maryland. The Company's declaration of trust also provides that, to the fullest extent permitted under Maryland law, the Company's trustees and officers will not be liable to the Company or its shareholders for money damages.

The foregoing reference is necessarily subject to the complete text of the Company's declaration of trust and the statutes referred to above and is qualified in its entirety by reference thereto.

The Company has also entered into indemnification agreements with certain officers and trustees for the purpose of indemnifying such persons from certain claims and actions in their capacities as such.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

4.1 Lexington Realty Trust 2007 Equity-Based Award Plan (filed as Annex B to the Company's proxy statement for its 2007 Annual Meeting of Shareholders, filed with the Securities and Exchange Commission (the "SEC") on April 13, 2007 and incorporated herein by reference).\*

4.2 Form of 2007 Annual Long-Term Incentive Award Agreement under the Lexington Realty Trust 2007 Equity-Based Award Plan (filed as Exhibit 10.1 to

the Company's

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current report on Form 8-K filed with the SEC on January 11, 2008 and incorporated herein by reference).\*

- 4.3 Lexington Realty Trust 2007 Outperformance Program (filed as Exhibit 10.1 to the Company's current report on Form 8-K filed with the SEC on April 5, 2007 and incorporated herein by reference).\*
- 4.4 Lexington Realty Trust 2007 Outperformance Program Award Agreement (filed as Exhibit 10.1 to the Company's current report on Form 8-K filed with the SEC on April 5, 2007 and incorporated herein by reference).\*
- 4.5 Amendment to the Lexington Realty Trust 2007 Outperformance Program (filed as Exhibit 10.6 to the Company's current report on Form 8-K filed with the SEC on December 26, 2007 and incorporated herein by reference).\*
- 5.1 Opinion of Venable LLP regarding the legality of the securities being registered hereunder. †
- 23.1 Consent of Venable LLP (included in Exhibit 5.1). †
- 23.2 Consent of KPMG LLP, independent registered public accountants. †
- 24.1 Power of Attorney (included on the Signature Page). †

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\* Incorporated by reference

† Filed herewith

Item 9. Undertakings

(a) The undersigned Company hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
  - (i) To include any prospectus required by section 10(a)(3) of the Securities Act;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date or the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the high and low end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and





(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Company pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Company hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Company's annual report pursuant to section 13(a) or section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on May 15, 2008.

LEXINGTON REALTY TRUST

By: /s/ T. Wilson Eglin  
Name: T. Wilson Eglin  
Title: Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below authorizes T. Wilson Eglin and Patrick Carroll, and each of them, each of whom may act without joinder of the other, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities to execute in the name of each such person who is then an officer or trustee of Lexington Realty Trust, and to file any amendments (including post effective amendments) to this Registration Statement and any registration statement for the same offering filed pursuant to Rule 462 under the Securities Act, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated:

Signature	Title	Date
/s/ E. Robert Roskind		
E. Robert Roskind	Chairman of the Board of Trustees	May 15, 2008
/s/ Richard J. Rouse		
Richard J. Rouse	Vice Chairman, Chief Investment Officer and Trustee	May 15, 2008



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