

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Cohen Scot <hr/> (Last) (First) (Middle) C/O PETRO RIVER OIL CORP., 1980 POST OAK BLVD., SUITE 2020 <hr/> (Street) HOUSTON, TX 77056 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Petro River Oil Corp. [PTRC.QB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Executive Chairman
	3. Date of Earliest Transaction (Month/Day/Year) 04/23/2013	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/23/2013		J ⁽¹⁾		112,484,591	A	\$ 0 ⁽¹⁾	112,498,091	D	
Common Stock	04/23/2013		J ⁽²⁾		41,169,806	A	\$ 0 ⁽²⁾	41,169,806	I	See footnote ⁽²⁾
Common Stock	04/23/2013		J ⁽³⁾		7,362,586	A	\$ 0 ⁽³⁾	7,362,586	I	See footnote ⁽³⁾
Common Stock	04/23/2013		J ⁽⁴⁾		15,553,184	A	\$ 0 ⁽⁴⁾	15,553,184	I	See footnote ⁽⁴⁾

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. Purchased by the Reporting Person from the Issuer in connection with that certain Securities Purchase Agreement, dated April 23, 2013 (the "Securities Purchase Agreement"), by and among the Issuer, Petro River Oil LLC ("Petro") and various subscribers, one of which was the Reporting Person. Pursuant to the Securities Purchase Agreement, the Issuer, intending to acquire Petro, issued shares of its common stock in exchange for membership interests in Petro and various outstanding liabilities of Petro. The Reporting Person was the holder of a promissory note issued by Petro with unpaid principal and accrued interest equal to \$4,082,119.56 (the "Petro Note"). The Reporting Person assigned and surrendered the Petro Note to the Issuer in consideration for 112,484,591 newly issued shares of the Issuer's common stock.
2. The Reporting Person is a managing member of Iroquois Capital Management LLC, which controls Iroquois Capital Opportunity Fund, LP ("Iroquois"). Iroquois purchased 41,169,806 shares of the Issuer's common stock in connection with the Securities Purchase Agreement. Iroquois was the holder of a promissory note issued by Petro with unpaid principal and accrued interest equal to \$1,494,071.92 (the "Iroquois Note"). Iroquois assigned and surrendered the Iroquois Note to the Issuer in consideration for 41,149,139 newly issued shares of the Issuer's common stock. In addition, Iroquois was the holder of a 75% membership interest in Petro (the "Iroquois LLC Interest"). Iroquois sold the Iroquois LLC Interest to the Issuer in exchange for 20,667 newly issued shares of the Issuer's common stock.
3. The Reporting Person is a managing member Structure Oil Corp ("Structure"). Structure purchased 7,362,586 shares of the Issuer's common stock in connection with the Securities Purchase Agreement. Structure was the holder of a promissory note issued by Petro with unpaid principal and accrued interest equal to \$267,191.78 (the "Structure Note"). Structure assigned and surrendered the Structure Note to the Issuer in consideration for 7,362,586 newly issued shares of the Issuer's common stock.
4. The Reporting Person is a managing member Mega Partners 1 LLC ("Mega"). Mega purchased 15,553,184 shares of the Issuer's common stock in connection with the Securities Purchase Agreement. Mega was the holder of working interests in various leases owned by the Issuer having an aggregate attributed value of \$563,530.94 (the "Working Interests"). Mega assigned and surrendered the Working Interest to the Issuer in consideration for 15,553,184 newly issued shares of the Issuer's common stock.

/s/ Scot Cohen

05/01/2013

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.