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

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**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 1, 2014

**Petro River Oil Corp.**

(Exact name of registrant as specified in its charter)

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Delaware  
(State or Other Jurisdiction  
Of Incorporation)

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000-49760  
(Commission  
File Number)

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98-0611188  
(IRS Employer  
Identification No.)

**1980 Post Oak Blvd., Suite 2020  
Houston, TX 77056**  
(Address of principal executive offices)

Registrant's telephone number, including area code: **(469) 828-3900**

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(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))
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**Item 7.01. Regulation FD Disclosure.**

On October 1, 2014, Petro River Oil Corp. (the “Company”) distributed a press release providing a corporate update. A copy of the press release is attached hereto as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

Reference is made to Exhibit 99.1 for a discussion of certain forward-looking statements included therein. These “forward-looking statements” are based on management’s beliefs, as well as on a number of assumptions concerning future events and information currently available to management. Readers are cautioned not to put undue reliance on such forward looking statements, which are not a guarantee of performance and are subject to a number of uncertainties and other factors, many of which are outside the Company’s control and could cause actual results to differ materially from such statements. For a more detailed description of the factors that could cause such a difference, please see the Company’s filings with the Securities and Exchange Commission.

The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. This information is presented solely to provide additional information to further understand the results of the Company.

The information contained in this Current Report on Form 8-K, including Exhibit 99.1, is furnished pursuant to Item 7.01 and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that Section, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

Exhibit

Number      Description

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99.1      Press Release, dated October 1, 2014

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**SIGNATURE PAGE**

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

Date: October 1, 2014

**Petro River Oil Corp.**

By: /s/ Scot Cohen

Name: Scot Cohen

Title: Executive Chairman

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## **Petro River Provides Regional & Corporate Update**

HOUSTON, TX – October 1, 2014. Petro River Oil Corp. (OTCBB: PTRC) (“Petro River” or the “Company”) is pleased to provide an update on ongoing regional development in the Mississippian Lime as well as corporate activities.

There have been significant transactions in the Mississippian Lime recently, highlighting new operating companies and investment groups entering the basin. Petro River remains confident in its recent acquisition of the Pearsonia West Concession (“Pearsonia West” or the “Concession”) in Osage County, Oklahoma and considers this recent activity a positive signal.

Daniel Smith, Executive Vice President, commented, “The recent increase in transactions in the Mississippi Lime is an important indication that both investors and the industry are becoming more optimistic, as the technical understanding and experience is beginning to pay off. With our technical and operations team in place, we are uniquely positioned as an early-mover to leverage our team of Mississippi Lime experts to economically develop the Pearsonia West, our core asset.”

### **Transaction Activity in the Mississippian Lime**

To date in September, there have been two important transactions in the Mississippian Lime. First, Eagle Energy Exploration LLC issued a press release announcing the signing of a definitive agreement to acquire oil and gas assets in Oklahoma’s Mississippian Lime play from Fairway Resources Partners II, LLC for \$195 million. The properties include approximately 20,000 net acres in Alfalfa, Grant, and Wood counties with current production from the Mississippian Lime. Second, Stratex Oil & Gas issued a press release announcing a 35,000 acre joint development agreement in the Mississippian Lime with Eagle Oil & Gas Co. and Eagle Dodge City Partners, LP (both private) to earn up to a 50% working interest. Financial details of the transaction were not disclosed.

Ruben Alba, Executive Vice President, added, “In addition to substantial transactions in the Mississippian Lime, companies such as Sandridge and Range Resources are reporting positive results in the region according to their public filings. Through technical development, these companies are lowering costs and seeing more consistency in well performance and therefore predictability of economics.”

### **The Pearsonia West Concession**

On May 30, 2014 Petro River acquired a control position in Bandolier Energy LLC (“Bandolier”), a company formed to acquire, operate and exploit the Pearsonia West Concession in Osage County, Oklahoma. Bandolier owns a 100% working interest in the Concession, and this core asset is the company’s development focus. Pearsonia West comprises the largest contiguous oil and gas acreage position in Northeastern Oklahoma at approximately 106,500 acres. The Concession has substantial original oil in place and stacked reservoirs, with exploratory and development opportunities that can be accessed through both horizontal and vertical drilling.

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Significant infrastructure is already in place, including 32 square miles of 3D seismic, 3 phase power, and a dedicated sub-station, as well as multiple oil-producing horizontal wells. Offset producers include large independents who have drilled multiple horizontal Mississippian Lime wells. Under the Concession, the Mississippian Lime formation consists of several different proven oil reservoirs, including the Mississippian Chat, Osage A, and Osage B interval.

Daniel Smith commented, "Pearsonia West contains various types of oil reservoir characteristics to which we can apply multiple completion methodologies. We have operational expertise in many producing areas that we look forward to utilizing within the Concession with our partners."

#### **Financing Activities**

On December 12, 2013 Petro River closed a private placement with Petrol Lakes Holding Limited ("Petrol Lakes") for \$6.5 million. Petrol Lakes is an investment group based in China with strategic ties to the country's oil and gas industry. On July 3, 2014 Petro River entered into a memorandum of understanding ("MOU") with Sichuan Renzhi Oilfield Technology Services Co. Ltd. ("RZ"), a corporation incorporated under the laws of the People's Republic of China and traded on the Shenzhen Stock exchange. The MOU sets forth a framework for the (i) sale of an interest in Pearsonia West and (ii) joint development of oil and gas technology and properties with an aggregate investment by RZ of \$87,500,000. As of this update, Petro River and RZ have not entered into any definitive documentation with respect to these proposed transactions.

#### **About Petro River**

Petro River Oil Corp. (OTCBB: PTRC) is an independent exploration and production company focused on applying modern technologies to both conventional and non-conventional oil and gas assets. Petro River's core holdings are in the Midcontinent region in Oklahoma. The company's operations are currently focused on the Mississippian Lime Play, capitalizing on the experience, knowledge and drilling techniques of a team of global industry leaders with expertise in the basin. Petro River is driven to utilize its expertise in similar formations both in the region and globally and exploit hydrocarbon prone resources in tight formations and conventional plays to create value for the company and its shareholders. For more information, please visit our website: [www.petroriveroil.com](http://www.petroriveroil.com)

#### **Forward-Looking Statements**

This news release contains forward-looking and other statements that are not historical facts. Readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and other forward looking statements will not occur, which may cause actual performance and results in future periods to differ materially from any estimates or projections of future performance or results expressed or implied by such forward looking statements.

The forward-looking statements contained in this news release are made as of the date of this news release. Petro River disclaims any intention and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable securities law. Additionally, Petro River undertakes no obligation to comment on the expectations of, or statements made, by third parties in respect of the matters discussed above.

Investor Relations:  
[mhull@petroriveroil.com](mailto:mhull@petroriveroil.com)  
496-828-3900  
[www.petroriveroil.com](http://www.petroriveroil.com)

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