

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): June 15, 2016

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**PETRO RIVER OIL CORP.**

(Exact name of Registrant as specified in its Charter)

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Delaware  
(State or other jurisdiction  
of incorporation)

000-49760  
(Commission File No.)

9800611188  
(IRS Employer  
Identification No.)

55 5<sup>th</sup> Avenue, Suite 1702  
New York, NY 10003  
(Address of principal executive offices)

(347) 491-4011  
(Registrant's Telephone Number)

Not Applicable  
(Former name or address, if changed since last report)

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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 5.03 Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year.**

On June 15, 2016, Petro River Oil Corp. (the “*Company*”) filed a Certificate of Amendment to its Certificate of Incorporation with the state of Delaware to increase the total number of shares of common stock authorized for issuance thereunder from 100.0 million shares to 150.0 million shares (the “*Amendment*”). A copy of the Amendment is attached to this Current Report on Form 8-K as Exhibit 3.1. The Company previously disclosed information with respect to the Amendment in the Information Statement on Schedule 14C, filed with the Securities and Exchange Commission on May 23, 2016.

**Item 9.01 Financial Statements and Exhibits.**

See Exhibit Index.

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**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.

Date: June 20, 2016

**PETRO RIVER OIL CORP.**

By: /s/ Scot Cohen

Scot Cohen  
Executive Chairman

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## Exhibit Index

Exhibit No.	Description
3.1	Certificate of Amendment to the Certificate of Incorporation of Petro River Oil Corporation, dated June 15, 2016

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION**

Petro River Oil Corp., organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

**FIRST:** That the Board of Directors of Petro River Oil Corp. (the "*Corporation*"), adopted a proposed amendment of the Certificate of Incorporation of the Corporation to increase the authorized shares of common stock, par value \$0.00001 per share, of the Corporation, declaring such amendment to be advisable.

The proposed amendment reads as follows:

Article Fourth is hereby amended by striking the first paragraph in its entirety and replacing it with the following:

The total number of shares of stock the Corporation is authorized to issue is 155,000,000 shares, consisting of 5,000,000 shares of preferred stock, par value \$0.00001 per share (the "*Preferred Stock*"), and 150,000,000 shares of common stock, par value \$0.00001 per share (the "*Common Stock*");

**SECOND:** That, pursuant to a resolution of its Board of Directors, and in accordance with Section 228 of the General Corporation Law of the State of Delaware, consents, in writing, executed by stockholders owning in excess of 50% of the issued outstanding shares of Common Stock of the Corporation, have been delivered to the Corporation, voting in favor of the amendment to the Corporation's Certificate of Incorporation to increase the authorized shares of Common Stock as set forth herein.

**THIRD:** That such amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**FOURTH:** That such amendment will become effective at 6:01 am, Eastern Time, on June 16, 2016.

**IN WITNESS WHEREOF**, the Corporation has caused this certificate to be signed this 15th day of June, 2016.

By: /s/ Scot Cohen  
Name: Scot Cohen  
Title: Executive Chairman