

AXIOM OIL & GAS CORP.
Form 8-K
February 04, 2014

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

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): January 29, 2014

AXIOM OIL AND GAS CORP.
(Exact name of registrant as specified in its charter)

Nevada
(State or other
jurisdiction of
incorporation)

000-53232
(Commission File
Number)

27-0686445
(IRS Employer
Identification No.)

1846 E. Innovation Park Dr.
Oro Valley, AZ 85755
(Address of principal executive offices) (Zip Code)

(303) 872-7814
Company's telephone number, including area code

AXIOM GOLD AND SILVER CORP.
(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:

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 3.02 Unregistered Sales of Equity Securities.

Please refer to the disclosure in Item 5.02 for details on the issuance of unregistered equity securities, which issuance was exempt from registration under the Securities Act of 1933 as it occurred in an offshore transaction relying on Regulation S and/or Section 4(2) of the Securities Act of 1933.

ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On January 29, 2013, Mr. Robert Knight resigned as President and Chief Executive Officer of the Company. There was no disagreement between Mr. Knight and the Officers and Directors of the Company and he remains Chairman of the Board of the Company.

On January 29, 2013, the Company appointed Mr. Michael H. Altman as Director, President and Chief Executive Officer. In connection with the appointment, Mr. Altman entered into the Company's standard form of Indemnification Agreement. Pursuant to this agreement, subject to the exceptions and limitations provided therein, the Company has agreed to hold harmless and indemnify Mr. Altman to the fullest extent permitted by law against any and all liabilities and expenses in connection with any proceeding to which such director or officer was, is or becomes a party, arising out of their services as an officer, director, employee, agent or fiduciary of the Company or its subsidiaries. The foregoing description is qualified in its entirety by the full text of the form of Indemnification Agreement, which is filed as Exhibit 10.1. In addition, pursuant to the Company's stock option plan, the Company has granted Mr. Altman a stock option to acquire 300,000 shares at a price of \$0.45 per share with 150,000 shares vesting immediately, 50,000 shares on August 1, 2014, 50,000 shares on February 1, 2015 and 50,000 shares August 1, 2015.

From May 2011 through the present, Mr. Altman has been an executive with Abexco Inc. which is a private oil and gas company. From 1990 to October 2011, he was employed as an executive by NaiKun Wind Energy Group Inc., a Canadian company whose shares are listed on the TSX Venture Exchange. Mr. Altman received his Bachelors of Law Degree from Queen's University, Kingston, Ontario in 1978.

In addition, Mr. Ryan Kerr has resigned as a director of the Company. There was no disagreement between Mr. Kerr and the Officers and Directors of the Company, and Mr. Kerr remains Vice President of Operations of the Company.

The foregoing description of the Indemnification Agreement does not purport to be complete and is qualified in its entirety by reference to that agreement.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

Exhibit	Description
10.1	Indemnification Agreement
10.2	Stock Option Agreement

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.

Axiom Oil and Gas Corp.

Dated: January 29, 2014

By: /s/Michael Altman
Name: Michael Altman
Title: CEO
