

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

**Laredo Oil, Inc.**

**Form: S-8**

**Date Filed: 2014-12-19**

Corporate Issuer CIK: 1442492

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

**FORM S-8**  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

**Laredo Oil, Inc.**

(Exact name of Registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation or organization)

**1311**

(Primary Standard Industrial  
Classification Code Number)

**26-2435874**

(I.R.S. Employer  
Number)

**111 Congress Avenue, Suite 400  
Austin, Texas 78701  
(512) 279-7870**

(Address, including zip code, telephone number, including area code, of Registrant's principal executive offices)

**Laredo Oil, Inc.  
2011 Equity Incentive Plan**

(Full title of the plan)

**Bradley E. Sparks  
Chief Financial Officer and Treasurer**

**Laredo Oil, Inc.  
111 Congress Avenue, Suite 400  
Austin, Texas 78701  
(512) 279-7870**

(Name and address, including zip code, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, par value \$0.0001 per share	5,000,000	\$ 0.4504	\$ 2,252,000	\$ 261.68

(1) This Registration Statement shall also cover any additional shares of Common Stock that become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction of or by the registrant that results in an increase in the number of the registrant's outstanding shares of common stock or shares issuable pursuant to awards granted under the Plan.

(2) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act of 1933, as amended. The above calculation is based on the average of the bid and ask price of the Common Stock reported on the Over the Counter Bulletin Board on December 18, 2014.

## STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 is being filed to register an aggregate of an additional Five Million (5,000,000) shares of Common Stock of the Registrant for offer and sale under the Registrant's 2011 Equity Incentive Plan, or the Plan. The earlier registration statement on Form S-8 filed by the Registrant with the Securities and Exchange Commission on November 8, 2011 (File No. 333-177820) relating to the Plan is hereby incorporated by reference in this Registration Statement. This incorporation by reference is made under the General Instruction E to Form S-8 in respect of the registration of additional securities of the same class as other securities for which there has been filed a Registration Statement on Form S-8 relating to the same employee benefit plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 Austin, State of Texas on December 19, 2014.

**LAREDO OIL, INC.**

By: /s/ Bradley E. Sparks

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Bradley E. Sparks

Chief Financial Officer and Treasurer

## POWER OF ATTORNEY

The undersigned directors and officers of Laredo Oil, Inc. do hereby constitute and appoint Mark See and Bradley E. Sparks and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution, for him, and in his name, place and stead, in any and all capacities, to sign the Registration Statement filed herewith and any and all amendments (including post-effective amendments) to the Registration Statement, with all exhibits thereto and all documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, 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 any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the listed capacities on December 19, 2014:

<b>Name</b>	<b>Title</b>
<u>/s/ Mark See *</u> Mark See	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)
<u>/s/ Bradley E. Sparks</u> Bradley E. Sparks	Chief Financial Officer and Treasurer and Director (Principal Financial and Principal Accounting Officer)
<u>/s/ Donald Beckham *</u> Donald Beckham	Director
<u>/s/ Michael H. Price *</u> Michael H. Price	Director

\* By: /s/ Bradley E. Sparks  
Bradley E. Sparks  
Attorney-in-fact

## INDEX TO EXHIBITS

Exhibit Number	Description of Exhibits
4.1	Laredo Oil, Inc. 2011 Equity Incentive Plan (included as Exhibit 4.1 to our Form S-8 filed November 8, 2011 and incorporated herein by reference)
4.2	Form of Laredo Oil, Inc. 2011 Equity Incentive Plan Stock Option Award Certificate (included as Exhibit 4.2 to our Form S-8 filed November 8, 2011 and incorporated herein by reference)
4.3	Form of Laredo Oil, Inc. 2011 Equity Incentive Plan Restricted Stock Award Certificate (included as Exhibit 4.3 to our Form S-8 filed November 8, 2011 and incorporated herein by reference)
4.4	Amendment to Laredo Oil, Inc. Equity Incentive Plan (included as Exhibit 4.4 to our Form 8-K filed December 8, 2014 and incorporated herein by reference)
<a href="#">*5.1</a>	<a href="#">Opinion of DuBois, Bryant &amp; Campbell LLP</a>
*23.1	Consent of DuBois, Bryant & Campbell LLP (included in Exhibit 5.1 filed herewith)
<a href="#">*23.2</a>	<a href="#">Consent of Weaver and Tidwell, L.L.P.</a>
*24.1	Powers of Attorney (included on signature page)

\*Filed herewith.



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**December 19, 2014**

Laredo Oil, Inc.  
111 Congress Avenue, Suite 400  
Austin, Texas 78701

**Re: Laredo Oil, Inc. Registration Statement on Form S-8**

Ladies and Gentlemen:

We are providing this opinion letter to you in connection with Laredo Oil, Inc.'s (the "**Company**") registration statement on Form S-8 filed on or about the date hereof (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") under the Securities Act of 1933, as amended (the "**Act**"), for the registration of 5,000,000 shares of the Company's common stock, par value \$0.0001 per share (the "**Shares**"). The Shares are issuable under the Company's 2011 Equity Incentive Plan (the "**Plan**").

In reaching the opinion set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations, and other instruments as we deemed necessary or advisable for purposes of this opinion, including (i) the Registration Statement, (ii) the Company's Certificate of Incorporation and Certificate of Amendment of Certificate of Incorporation, each as filed with the Secretary of State of the State of Delaware, (iii) the Company's Bylaws, (iv) an Officer's Certificate executed by the Company's Chief Financial Officer and Treasurer and dated as of December 19, 2014, and (v) certain resolutions adopted by the board of directors and stockholders of the Company.

We have assumed that (i) all information contained in all documents we reviewed is true, correct, and complete, (ii) all signatures on all documents we reviewed are genuine, (iii) all documents submitted to us as originals are true and complete, (iv) all documents submitted to us as copies are true and complete copies of the originals thereof, and (v) all persons executing and delivering the documents we examined were competent to execute and deliver such documents. In addition, we have assumed that (i) the Shares will be issued in accordance with the terms of the Plan, (ii) the full consideration for each Share shall be paid to the Company and in no event will be less than the par value for each Share, and (iii) certificates evidencing the Shares will be properly executed and delivered by the Company in accordance with the Delaware General Corporation Law.

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Based on the foregoing, and having due regard for the legal considerations we deem relevant, we are of the opinion that the Shares have been duly authorized and, when issued by the Company in accordance with the terms of the Plan, will be legally issued, fully paid and non-assessable.

This opinion is limited in all respects to the General Corporation Law of the State of Delaware and the federal laws of the United States of America, and we do not express any opinion as to the laws of any other jurisdiction.

We consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ DuBois, Bryant & Campbell LLP

DuBois, Bryant & Campbell LLP

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## CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Laredo Oil, Inc.  
111 Congress Avenue, Suite 400  
Austin, Texas 78701

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the Laredo Oil, Inc. 2011 Equity Incentive Plan of our report, dated August 29, 2014, relating to our audit of the balance sheets of Laredo Oil, Inc.(the Company), as of May 31, 2014 and 2013, and the related statements of operations, stockholders' deficit, and cash flows for the years then ended, which appear in the Annual Report on Form 10-K of Laredo Oil, Inc. for the year ended May 31, 2014.

*/s/ Weaver and Tidwell, L.L.P*

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WEAVER AND TIDWELL, L.L.P.  
Austin, Texas  
December 18, 2014

AN INDEPENDENT MEMBER OF **WEAVER AND TIDWELL, L.L.P.**  
BAKER TILLY INTERNATIONAL CERTIFIED PUBLIC ACCOUNTANTS AND ADVISORS

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