

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Form: 8-K

Date Filed: 2013-01-23

Corporate Issuer CIK: 319458

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:

January 23, 2013

ENSERVCO CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
State of
Incorporation

0-9494
Commission File
Number

84-0811316
IRS Employer
Identification No.

501 South Cherry St., Ste. 320
Denver, CO 80246
Address of principal executive offices

303-333-3678
Telephone number, including
Area code

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
 - £ Soliciting material pursuant to Rule 14a-12 under the Exchange Act
 - £ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
 - £ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
-

Item 2.02 Results of Operations & Financial Conditions

See Press Released attached hereto as Exhibit 10.1.

Item 7.01 Regulation F-D Disclosures

As described in Item 3.02 of the current report on Form 8-K dated November 2, 2012, Enservco completed an equity financing in which it issued 5,699,428 shares of its common stock and warrants to purchase 2,849,714 shares (exercisable at \$0.55 per share through November 30, 2017). Also as described in that current report on Form 8-K, Enservco issued additional warrants to acquire 449,456 shares (also exercisable at \$0.55 per share through November 30, 2017) and warrants to acquire 225,000 shares to Enservco's investor relations firm.

Also as described in that current report on Form 8-K, Enservco's chairman converted \$1,477,700 of debt owed to him by Enservco into 4,222,000 shares of common stock and 2,111,000 common stock purchase warrants on the same terms as the private placement.

Thereafter, Enservco issued an additional 125,000 shares of common stock to an unaffiliated consultant for anticipated investor relations services. In addition, Enservco granted the consultant warrants to purchase an additional 200,000 shares of common stock, which warrants are exercisable at \$0.40 per share, through June 1, 2016, but which warrants are not currently vested or exercisable. The warrants only vest and become exercisable if on June 2, 2013, the Investor Relations Consulting Agreement remains in full force and effect, no default by the consultant has occurred thereunder, and the volume-weighted average price ("VWAP") of Enservco's common stock as quoted on its principal market for the 30 day period ending May 31, 2013, is not less than \$0.55 per share as VWAP is commonly calculated and reported. If the warrants do not vest on June 2, 2013, they shall be terminated and expire on such date without notice. The shares issuable upon exercise of the warrants have certain piggy-back registration rights. The consultant is an accredited investor as that term is defined in the federal securities laws. The shares and the warrants were sold without the payment of any commissions or finders' fees, and without any form of advertising or general solicitation and were issued pursuant to Section 4(a)(2) of the Securities Act of 1933 and Rule 506 thereunder, as well as Section 4(a)(5) thereof.

As a result of the completion of the financing, as of December 31, 2012, Enservco has the following common stock capitalization:

	Common stock or common stock equivalent	Notes
Shares outstanding	31,825,294	
Warrants and options outstanding	9,235,601	Common stock equivalent; exercise prices range from \$0.40 to \$2.14 expiration dates range from 2/27/2013 to 11/30/2017
Convertible securities outstanding	None	

Item 9.01 Financial Statements and Exhibits

- (a) No financial statements of businesses acquired must be filed with this Form 8-K
- (b) No pro forma financial information must be filed with this Form 8-K
- (c) This Form 8-K does not report any shell company transactions
- (d) Exhibits:

10.1 Press Release dated January 15, 2013

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 23rd day of January 2013.

Enservco Corporation

By: /s/ Rick D. Kasch
Rick D. Kasch, President

ENSERVCO Reports Preliminary Unaudited Fourth Quarter Revenue of \$11.4 Million, a Quarterly Record and a 78% Improvement Versus Q4 2011

Preliminary Unaudited Full-Year Revenue Reported at Record \$32.1 Million

DENVER, CO -- (MARKETWIRE) -- 01/15/13 -- ENSERVCO Corporation (OTCQB: ENSV), a provider of well-site services to the domestic onshore conventional and unconventional oil and gas industries, today announced preliminary, unaudited fourth quarter revenue of \$11.4 million, the Company's strongest-ever quarterly top-line results and a 78% increase versus the \$6.4 million reported in the fourth quarter of 2011. The Company also reported preliminary, unaudited full-year revenue of a record \$32.1 million, up 30% from \$24.7 million in fiscal 2011.

The top-line growth during the fourth quarter was fueled by strong demand at the Company's flagship Heat Waves well-enhancement division, which expects to report record quarterly revenue of \$9.9 million, up 115% versus \$4.6 million in the comparable year-ago quarter. The results exceeded by 30% Heat Waves' prior quarterly revenue record of \$7.6 million.

Rick Kasch, president and CFO, said, "The strong growth at Heat Waves resulted from successful execution of a number of initiatives over the past year, including entry into new higher-margin service territories, the addition of several new customers, and an ongoing expansion of our equipment fleet. We also benefitted from more normal winter weather during the fourth quarter in our service regions as compared to the record warm temperatures experienced across the country during the 2011-2012 winter. The \$5.2 million quarter-over-quarter improvement at Heat Waves more than offset a comparatively small reduction in fourth quarter revenue at our fluid logistics division."

Kasch said the fourth quarter top-line results are expected to fuel a significant improvement in ENSERVCO's bottom-line performance for both the fourth quarter and full fiscal year. The Company expects to report audited full-year financial results during the second or third week of March.

"We are enjoying a strong start to 2013," Kasch added. "We recently commenced frac heating work with four of the five largest oil and gas companies operating in eastern Ohio's Utica Shale region, and also are seeing robust demand in our Rocky Mountain, Northeast and Central U.S. service territories. We are very encouraged by the current strength of our markets and believe we are well positioned to deliver continued operational and financial growth going forward."

About ENSERVCO

Through its various operating subsidiaries, ENSERVCO has emerged as one of the energy service industry's leading providers of hot oiling, acidizing, frac heating and fluid management services. The Company owns and operates a fleet of more than 245 specialized trucks, trailers, frac tanks and related well-site equipment. ENSERVCO operates in Colorado, Kansas, Montana, New Mexico, North Dakota, Oklahoma, Pennsylvania, Ohio, Texas, Wyoming and West Virginia. For more information, please visit the company's website at www.enservco.com.

Forward-Looking Statements

This news release contains information that is "forward-looking" in that it describes events and conditions ENSERVCO reasonably expects to occur in the future. This forward-looking information includes statements relating to our preliminary, unaudited results for the fourth quarter and full fiscal year ended December 31, 2012. Expectations for the future performance of ENSERVCO are dependent upon a number of factors, and there can be no assurance that ENSERVCO will achieve the results as contemplated herein. Certain statements contained in this release using the terms "may," "expects to," and other terms denoting future possibilities, are forward-looking statements. The accuracy of these statements cannot be guaranteed as they are subject to a variety of risks, which are beyond ENSERVCO's ability to predict, or control and which may cause actual results to differ materially from the projections or estimates contained herein. Among these risks are those set forth in a Form 10-K filed on March 30, 2012. It is important that each person reviewing this release understand the significant risks attendant to the operations of ENSERVCO. ENSERVCO disclaims any obligation to update any forward-looking statement made herein.

Contacts:

Pfeiffer High Investor Relations, Inc.

Geoff High

Phone 303-393-7044

Email: [Email Contact](#)

Web: www.pfeifferhigh.com

MZ Group

Derek Gradwell

SVP, Natural Resources

Phone: 949-259-4995

Email: [Email Contact](#)

Web: www.mzgroup.com