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

FORM S-1
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

HighPeak Energy, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1381
(Primary Standard Industrial
Classification Code Number)

84-3533602
(I.R.S. Employer
Identification No.)

**421 W. 3rd Street, Suite 1000
Fort Worth, Texas 76102
(817) 850-9200**

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

Jack Hightower
Chief Executive Officer
421 W. 3rd Street, Suite 1000
Fort Worth, Texas 76102
(817) 850-9200

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

Copies to:

Sarah K. Morgan
Vinson & Elkins L.L.P.
1001 Fannin Street, Suite 2500
Houston, Texas 77002
(713) 758-2222

Michael A. Hedge
Jason C. Dreibelbis
K&L Gates LLP
1 Park Plaza, Twelfth Floor
Irvine, California 92614
(949) 623-3519

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act") check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-258853

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Security Being Registered	Amount Being Registered(1)	Proposed Maximum Offering Price per Share(2)	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee(3)
Common stock, par value \$0.0001 per share	575,000	\$ 10.00	\$ 5,750,000	\$ 533.03
Total			<u>\$ 5,750,000</u>	<u>\$ 533.03</u>

(1) Represents only the additional number of shares of common stock being registered, and includes 75,000 additional shares of common stock issuable upon exercise of the underwriters' option to purchase additional shares. Does not include the securities that the registrant previously registered on the [Registration Statement on Form S-1 \(File No. 333-258853\)](#), originally filed with the U.S. Securities and Exchange Commission (the "SEC") on August 16, 2021, as further amended on [October 18, 2021](#) and [October 19, 2021](#), and declared effective by the SEC on October 20, 2021 (the "Prior Registration Statement").

(2) Based off the public offering price.

(3) The registrant previously paid \$6,737.48 for the registration of \$61,755,000.00 of proposed maximum aggregate offering price in the filing of Prior Registration Statement. The registrant certifies to the SEC that it has instructed its bank to pay the SEC the filing fee set forth above for the additional securities being registered hereby by wire transfer as soon as practicable (but in any event no later than the close of business on October 21, 2021), that it will not revoke such instructions and that it has sufficient funds in such account to cover the amount of such filing fee.

This Registration Statement shall become effective upon filing with the U.S. Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act.

EXPLANATORY NOTE

HighPeak Energy, Inc., a Delaware corporation (the “registrant”), is filing this registration statement on Form S-1 with the U.S. Securities and Exchange Commission (the “SEC”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This registration statement relates to the public offering of securities contemplated by the [registration statement on Form S-1](#) (File No. 333-258853) (the “Prior Registration Statement”), originally filed with the SEC on August 16, 2021, as further amended on [October 18, 2021](#) and [October 19, 2021](#), and which the SEC declared effective on October 20, 2021.

The registrant is filing this registration statement for the sole purpose of registering for sale an additional 500,000 shares of its common stock, par value \$0.0001 per share, 75,000 of which may be sold by the registrant upon exercise of the underwriters’ option to purchase additional shares solely to cover over-allotments, if any. The additional shares that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement and the power of attorney included therein, are hereby incorporated by reference into this registration statement.

The required opinions and consents are attached hereto and filed herewith.

PART II. INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) Exhibits. All exhibits filed with or incorporated by reference in the [Registration Statement on Form S-1](#) (File No. 333-258853), as amended, are incorporated by reference into, and shall be deemed a part of, this registration statement, and the following additional exhibits are filed herewith, as part of this registration statement:

Exhibit No.	Description
5.1	Opinion of Vinson & Elkins L.L.P. as to the validity of the securities being registered.
23.1	Consent of Weaver and Tidwell, L.L.P., independent registered public accounting firm for HighPeak Energy, Inc.
23.2	Consent of Cawley, Gillespie & Associates, Inc.
23.3	Consent of Vinson & Elkins L.L.P. (included as part of its opinion filed as Exhibit 5.1).
24.1*	Power of Attorney (included on the signature page II-5 of the Registration Statement on Form S-1 (File No. 333-258853) filed on August 16, 2021).

* Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Worth, State of Texas, on October 20, 2021.

HIGHPEAK ENERGY, INC.

By: /s/ Jack Hightower

Jack Hightower
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated below on October 20, 2021.

<u>Signatures</u>	<u>Title</u>
_____ /s/ * Jack Hightower	Chief Executive Officer and Chairman (Principal Executive Officer)
_____ /s/ Steven W. Tholen Steven W. Tholen	Chief Financial Officer (Principal Financial Officer)
_____ /s/ * Keith Forbes	Chief Accounting Officer (Principal Accounting Officer)
_____ /s/ * Jay M. Chernosky	Director
_____ /s/ * Keith A. Covington	Director
_____ /s/ * Sharon F. Fulgham	Director
_____ /s/ * Michael H. Gustin	Director
_____ /s/ * Michael L. Hollis	President and Director
_____ /s/ * Larry C. Oldham	Director

* The undersigned, by signing his name thereto, signs and executes this Registration Statement pursuant to the Powers of Attorney executed by the above named signatories and previously filed with the Securities and Exchange Commission on August 16, 2021.

/s/ Steve W. Tholen
Steve W. Tholen
Attorney-in-Fact



October 20, 2021

HighPeak Energy, Inc.
421 W. 3rd St., Suite 1000
Fort Worth, TX 76102

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as counsel for HighPeak Energy, Inc., a Delaware corporation (the “**Company**”), in connection with the proposed offer and sale (the “**Offering**”) by the Company, pursuant to a prospectus forming a part of a Registration Statement on Form S-1 (File No. 333-258853), originally filed by the Company with the U.S. Securities and Exchange Commission on August 16, 2021, (such Registration Statement, as amended on the effective date thereof, being referred to herein as the “**Initial Registration Statement**”). On the date hereof, the Company has filed a registration statement supplement to the Initial Registration Statement pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the “**Rule 462(b) Registration Statement**”) and, together with the Initial Registration Statement, the “**Registration Statements**”) that incorporates by reference the Initial Registration Statement, which was declared effective on October 20, 2021. The Rule 462(b) Registration Statement relates to the registration of the offer and sale by the Company of an additional 575,000 shares of common stock, par value \$0.0001 per share (the “**Additional Shares**”) (which includes up to 75,000 shares issuable upon exercise of an over-allotment option granted by the Company to the underwriters).

In connection with this opinion, we have assumed that (i) the Registration Statements, and any amendments thereto (including post-effective amendments), will have become effective, (ii) the Additional Shares will be issued and sold in the manner described in the Initial Registration Statement and the prospectus relating thereto and (iii) a definitive underwriting agreement, in substantially the form filed as an exhibit to the Initial Registration Statement, with respect to the sale of the Additional Shares will have been duly authorized and validly executed and delivered by the Company and the other parties thereto.

In connection with the opinion expressed herein, we have examined, among other things, (i) the Amended and Restated Certificate of Incorporation of the Company and the Amended and Restated Bylaws of the Company, (ii) the records of corporate proceedings that have occurred prior to the date hereof with respect to the Offering, (iii) the Registration Statements and (iv) the form of underwriting agreement filed as an exhibit to the Initial Registration Statement. We have also reviewed such questions of law as we have deemed necessary or appropriate. As to matters of fact relevant to the opinion expressed herein, and as to factual matters arising in connection with our examination of corporate documents, records and other documents and writings, we relied upon certificates and other communications of corporate officers of the Company, without further investigation as to the facts set forth therein. In making such examination and rendering the opinion set forth below, we have assumed without verification the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, and the legal capacity of all individuals executing any of the foregoing documents.

Vinson & Elkins LLP Attorneys at Law
Austin Dallas Dubai Houston London Los Angeles New York
Richmond Riyadh San Francisco Tokyo Washington

1001 Fannin Street, Suite 2500
Houston, TX 77002-6760
Tel +1.713.758.2222 **Fax** +1.713.758.2346 velaw.com

Based upon the foregoing, and subject to the qualifications and limitations stated herein, we are of the opinion that the Additional Shares, when issued and sold in the manner described in the Initial Registration Statement and the prospectus relating thereto and upon payment of the consideration therefor provided for therein (not less than the par value thereof), will be duly authorized, validly issued, fully paid and nonassessable.

The foregoing opinions are limited in all respects to the General Corporation Law of the State of Delaware (including the applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting these laws) and the federal laws of the United States of America, and we do not express any opinions as to the laws of any other jurisdiction.

The foregoing opinions are limited to the matters expressly stated herein, and no opinion is to be inferred or implied beyond the opinions expressly set forth herein. We undertake no, and hereby disclaim any, obligation to make any inquiry after the date hereof or to advise you of any changes in any matter set forth herein, whether based on a change in the law, a change in any fact relating to the Company or any other person or any other circumstance.

We hereby consent to the filing of this opinion as an exhibit to the 462(b) Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended.

Very truly yours,

/s/ Vinson & Elkins L.L.P.

Consent of Independent Registered Public Accounting Firm

We hereby consent to the inclusion in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) the Securities Act of 1933, as amended, of our report dated March 15, 2021, relating to the consolidated and combined financial statements of HighPeak Energy, Inc. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ WEAVER AND TIDWELL, L.L.P.

Fort Worth, Texas
October 20, 2021

CAWLEY, GILLESPIE & ASSOCIATES, INC.
PETROLEUM CONSULTANTS

13640 BRIARWICK DRIVE, SUITE 100
AUSTIN, TEXAS 78729-1106
512-249-7000

306 WEST SEVENTH STREET, SUITE 302
FORT WORTH, TEXAS 76102-4987
817- 336-2461
www.cgaus.com

1000 LOUISIANA STREET, SUITE 1900
HOUSTON, TEXAS 77002-5008
713-651-9944

As independent petroleum engineers, we hereby consent to the inclusion of our reserves report and audit letter relating to HighPeak Energy, Inc.'s proved oil and natural gas reserves estimates and associated estimates of future net revenues and their present value as of December 31, 2020, included in or made a part of HighPeak Energy, Inc.'s Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended. We also consent to the references to our firm contained in the Registration Statement, including in the related prospectus under the caption "Experts."

CAWLEY, GILLESPIE & ASSOCIATES, INC.
Texas Registered Engineering Firm

/s/ W. Todd Brooker, P.E.

W. Todd Brooker, P.E.

President

Austin, Texas
October 20, 2021