

Yuma Energy, Inc.
Form DEFM14A
September 23, 2016

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

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No.)
Filed by the Registrant
Filed by a party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under to § 240.14a-12

Yuma Energy, Inc.
(Name of Registrant as Specified in Its Charter)

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Yuma Delaware Merger Subsidiary, Inc.

MERGER PROPOSED — YOUR VOTE IS VERY IMPORTANT

Yuma Energy, Inc., which we refer to as “Yuma,” and Davis Petroleum Acquisition Corp., which we refer to as “Davis,” have entered into an agreement and plan of merger and reorganization dated as of February 10, 2016 and as amended on September 2, 2016, as it may be further amended from time to time, which we refer to as the “merger agreement,” and which is attached as Annex A to this proxy statement/prospectus and incorporated herein by reference. Under the merger agreement, the following will occur:

The Reincorporation. Upon the terms and subject to the conditions set forth in the merger agreement, Yuma will be merged with and into a wholly-owned subsidiary and newly formed corporation, Yuma Delaware Merger Subsidiary, Inc., referred to herein as “Delaware Merger Subsidiary,” the separate existence of Yuma shall cease, and Delaware Merger Subsidiary will continue, which we refer to herein as “Yuma Delaware,” as the surviving corporation in the reincorporation. Following the reincorporation, Yuma Delaware, as the surviving corporation, (i) shall possess all of Yuma's and Delaware Merger Subsidiary's assets, rights, powers and property as constituted immediately prior to the reincorporation; (ii) shall continue to be subject to all of Yuma's and Delaware Merger Subsidiary's debts, liabilities and obligations as constituted immediately prior to the reincorporation; (iii) shall be subject to all actions previously taken by the board of directors of Yuma and Delaware Merger Subsidiary prior to the reincorporation; (iv) each issued and outstanding share of Yuma common stock shall be deemed converted into and become not more than one-tenth and not less than one-twentieth of one share of a fully paid and nonassessable share of common stock, \$0.001 par value per share, of Yuma Delaware (the “Yuma Delaware common stock”) to account for a reverse stock split; and (v) each issued and outstanding share of 9.25% Series A Cumulative Redeemable Preferred Stock, no par value per share, of Yuma (the “Yuma preferred stock”), shall be deemed converted into and become not more than 3.5 and not less than 1.75 shares of Yuma Delaware common stock. The Yuma board of directors is asking the Yuma shareholders to approve a proposal to authorize the Yuma board, in its sole and absolute discretion, without further action of the Yuma shareholders, to affect a reverse stock split at a specific ratio to be determined by the Yuma board, ranging from 1-for-10 and 1-for-20, inclusive, as part of the reincorporation.

The Merger. Upon the terms and subject to the conditions of the merger agreement, and as promptly as practicable following the reincorporation, a newly formed corporation and wholly-owned subsidiary of Yuma Delaware, Yuma Merger Subsidiary, Inc., referred to herein as “Merger Subsidiary,” shall be merged with and into Davis in accordance with the Delaware General Corporation Law, which we refer to as the “DGCL.” Upon the merger, the separate corporate existence of Merger Subsidiary shall cease and Davis shall continue as the surviving corporation under Delaware law and as a wholly owned subsidiary of Yuma Delaware. Yuma Delaware's name will be changed to “Yuma Energy, Inc.” as part of the merger. The obligations of Yuma and Davis to effect the merger are subject to the satisfaction or waiver of several conditions set forth in the merger agreement. If the merger is completed pursuant to the merger agreement and assuming a 1-for-10 reverse stock split of the Yuma common stock as part of the reincorporation, Davis common stockholders will receive approximately 0.0956 shares of Yuma Delaware common stock for each share of Davis common stock held immediately prior to the effective time of the merger (or an aggregate of approximately 14.5 million shares of Yuma Delaware common stock which may change based upon the number of outstanding shares of Yuma Delaware common stock on the date of the merger), and Davis preferred stockholders will receive approximately 0.0956 shares of Series D Convertible Preferred Stock, \$0.001 par value per share, of Yuma Delaware (the “Yuma Delaware preferred stock”) for each share of Davis preferred stock held immediately prior to the effective time of the merger (or an aggregate of approximately 3.3 million shares of Yuma Delaware preferred stock which may change based upon the number of outstanding shares of Yuma Delaware common stock on the date of the merger), which we collectively refer to as the “merger consideration” and the “exchange ratio.” The merger consideration and the

exchange ratio will be adjusted based on the number of outstanding shares of Yuma Delaware common stock on the date of the merger; however, the merger consideration and the exchange ratio will not be adjusted to reflect changes in the market price of Yuma Delaware common stock. The dollar value of the Yuma Delaware common stock to be received as the merger consideration will change depending on fluctuations in the market price and will not be known at the time Davis stockholders vote on the merger. After the merger, it is expected that former holders of Davis common stock will own approximately 61.1% of Yuma Delaware common stock then outstanding and former holders of Yuma common stock and Yuma preferred stock will own approximately 38.9% of Yuma Delaware common stock then outstanding. These ownership percentages will not change based on the specific ratio of the reverse stock split determined by the Yuma board as part of the reincorporation.

In connection with the proposed transactions, Yuma and Davis will each hold a special meeting of their respective stockholders. At Yuma's special meeting, Yuma shareholders will be asked to vote on (i) a proposal to approve and adopt the merger agreement; (ii) a proposal to approve the reincorporation; (iii) the proposals related to the Yuma Delaware amended and restated certificate of incorporation; (iv) a proposal to approve and adopt the amendment to the certificate of determination of Yuma to provide for the conversion of the Yuma preferred stock into Yuma Delaware common stock upon the reincorporation; (v) a proposal to approve and adopt an amendment to the Yuma Energy, Inc. 2014 Long-Term Incentive Plan (the "2014 Plan"); and (vi) a proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposals listed above.

At Davis' special meeting, Davis stockholders will be asked to vote on (a) a proposal to approve and adopt the merger agreement; and (b) a proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve and adopt the merger agreement. Based on approximately 72.0 million shares of Yuma common stock outstanding, approximately 0.55 million shares of Yuma preferred stock outstanding and assuming a 1-for-10 reverse stock split, holders of Davis common stock would receive approximately 14.5 million shares of Yuma Delaware common stock and holders of Davis preferred stock would receive approximately 3.3 million shares of Yuma Delaware preferred stock.

Additionally, the pro rata portion of the merger consideration to be received is dependent upon the number of shares of Yuma Delaware common stock issued and outstanding immediately prior to the effective time of the merger and whether the downward adjustment to the merger consideration provided in the merger agreement occurs for dissenting shares. Consequently, although the exact number of shares of Yuma Delaware common stock and preferred stock to be received as a result of the merger by holders of Davis common stock and preferred stock will not be known at the time Davis stockholders vote on the merger agreement, it will not be materially different than shown above.

The board of directors of Yuma unanimously: (i) has determined that the merger agreement and the transactions contemplated thereby, including the merger, are fair to, and in the best interests of, Yuma and its shareholders; (ii) has approved the merger agreement and the other transactions contemplated thereby; (iii) has approved the reincorporation; (iv) has approved the amended and restated certificate of incorporation of Yuma Delaware; (v) has approved the amendments to the Yuma certificate of determination; (vi) has approved the amendment to the 2014 Plan; (vii) recommends that the shareholders of Yuma vote "FOR" the proposal to approve and adopt the merger agreement and the actions contemplated thereby; (viii) recommends that the shareholders of Yuma vote "FOR" the proposal to approve the reincorporation; (ix) recommends that the shareholders of Yuma vote "FOR" the proposals related to the amended and restated certificate of incorporation of Yuma Delaware; (x) recommends that the shareholders of Yuma vote "FOR" the proposal to approve the amendments to the Yuma certificate of determination; (xi) recommends that the common shareholders of Yuma vote "FOR" the proposal to approve and adopt the amendment to the 2014 Plan; and (xii) recommends that the shareholders of Yuma vote "FOR" any proposal to authorize the Yuma board of directors, in its discretion, to adjourn the special meeting. Approval and adoption of the merger agreement, approval of the reincorporation, approval of the proposals related to the amended and restated certificate of incorporation of Yuma Delaware, and approval and adoption of the proposal to amend to the Yuma certificate of determination each requires the affirmative vote of a majority of the issued and outstanding shares of Yuma common stock and the affirmative vote of 66 % of the issued and outstanding shares of Yuma preferred stock, voting as a separate class. Approval of the proposal to amend the 2014 Plan requires the affirmative vote of a majority of the shares Yuma common stock represented and voting in person or by proxy at the Yuma special meeting. Approval of the proposal to authorize Yuma's board of directors to adjourn the special meeting requires the affirmative vote of a majority of the shares Yuma common stock and preferred stock represented and voting in person or by proxy at the Yuma special meeting. Because of their mutual dependence, if the proposal to approve and adopt the merger agreement, the proposal to approve the reincorporation, the proposals related to the amended and restated certificate of incorporation of Yuma Delaware, or the proposal to amend the Yuma certificate of determination are not all approved, then none will be deemed to have been approved.

The board of directors of Davis unanimously: (a) has determined that the merger agreement, the merger, in accordance with the terms of the merger agreement, and the other transactions contemplated thereby are advisable, fair to, and in the best interests of Davis and its stockholders; (b) has approved and adopted the merger agreement and approved the merger and the other transactions contemplated thereby; (c) has directed that the merger agreement be submitted to a vote of the Davis stockholders at the Davis special meeting; (d) recommends that the stockholders of Davis vote "FOR" the proposal to approve and adopt the merger agreement, and (e) recommends that the stockholders of Davis vote "FOR" any proposal to authorize Davis' board of directors, in its discretion, to adjourn the special meeting. Approval of the merger agreement requires the affirmative vote of the holders of at least a majority of the outstanding shares of Davis common stock and the outstanding shares of Davis preferred stock on an as-converted basis voting with the Davis common stock as a single class, and at least a majority of all outstanding shares of Davis preferred stock voting as a separate class, which are entitled to vote at the Davis special meeting. The affirmative vote of a majority of the votes cast by holders of common stock and preferred stock at the Davis special meeting is required to approve any proposal to adjourn the Davis special meeting.

Your vote is important. The merger cannot be completed unless Davis stockholders approve and adopt the merger agreement and Yuma shareholders approve and adopt the merger agreement, approve the reincorporation, approve and adopt the amendments to the Yuma certificate of determination, and approve the proposals related to the amended and restated certificate of incorporation of Yuma Delaware at their respective stockholder meetings. The obligations of Yuma and Davis to complete the merger are also subject to the satisfaction or waiver of certain conditions. The places, dates and times of the respective stockholder meetings of Yuma and Davis are as follows:

For Yuma shareholders:	For Davis stockholders:
Hotel Granduca	1330 Post Oak Blvd., Suite 600
1080 Uptown Park Boulevard	Houston, Texas 77056
Houston, Texas 77056	9:00 a.m. local time
8:00 a.m. local time	October 26, 2016
October 26, 2016	

This proxy statement/prospectus gives you detailed information about the Yuma special meeting, the Davis special meeting and the matters proposed to be considered and acted upon at the meetings. We urge you to read this proxy statement/prospectus carefully, including “Risk Factors” beginning on page 43 for a discussion of the risks relating to the merger and other matters. Whether or not you plan to attend your meeting, to ensure your shares are represented at the meeting, please vote as soon as possible by either completing and submitting the enclosed proxy card or voting using the telephone or Internet voting procedures described on your proxy card.

Yuma’s common stock is listed on the NYSE MKT under the symbol “YUMA” and the closing price of Yuma’s common stock on September 21, 2016 was \$0.23 per share, and Yuma’s preferred stock is listed on the NYSE MKT under the symbol “YUMA-PA” and the closing price of Yuma’s preferred stock on September 21, 2016 was \$3.31 per share. Upon completion of the reincorporation and as a condition to the merger, the shares of Yuma Delaware common stock will be listed on the NYSE MKT, subject to official notice of issuance. Davis is a privately-held company and there is no public market for its securities.

Neither the Securities and Exchange Commission, which we refer to as the “SEC,” nor any state securities commission has approved or disapproved of the reincorporation, the merger or the securities to be issued under this proxy statement/prospectus or has passed upon the adequacy or accuracy of the disclosures in this proxy statement/prospectus. Any representation to the contrary is a criminal offense.

This proxy statement/prospectus is dated September 22, 2016 and is first being mailed to Yuma shareholders and Davis stockholders on or about September 23, 2016.

YUMA ENERGY, INC.
1177 West Loop South, Suite 1825
Houston, Texas 77027
(713) 968-7000

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON OCTOBER 26, 2016

To the Shareholders of Yuma Energy, Inc.:

We are pleased to invite you to attend a special meeting of the shareholders of Yuma Energy, Inc., a California corporation, which we refer to as Yuma, which will be held at Hotel Granduca, 1080 Uptown Park Boulevard, Houston, Texas 77056, on October 26, 2016 at 8:00 a.m., local time, for the following purposes:

1. To consider and vote upon a proposal to approve and adopt the Agreement and Plan of Merger and Reorganization dated as of February 10, 2016 and as amended on September 2, 2016, as it may be further amended from time to time, which we refer to as the merger agreement, by and among Yuma, two wholly owned subsidiaries of Yuma, and Davis Petroleum Acquisition Corp., a Delaware corporation, referred to as Davis.
2. To consider and vote upon a proposal to approve the reincorporation of Yuma from California to Delaware by means of a merger with and into a wholly-owned Delaware subsidiary, which will result in us being governed by the laws of the State of Delaware and implementing a reverse stock split at a ratio of not greater than 1-for-10 and not less than 1-for-20, with the exact ratio to be determined by the Yuma board of directors in its sole and absolute discretion, which we refer to as the reincorporation.
3. To consider and vote upon the proposals to approve six provisions in the amended and restated certificate of incorporation of Yuma Delaware that will be in effect after completion of the reincorporation and that are not in the current restated articles of incorporation of Yuma:

the provision in the restated articles of incorporation of Yuma Delaware that decreases the authorized shares of Yuma Delaware common stock from 300,000,000 shares to 100,000,000 shares and increases the authorized shares of Yuma Delaware preferred stock from 10,000,000 to 20,000,000 shares;

the provision in the amended and restated certificate of incorporation of Yuma Delaware that provides the Yuma Delaware board of directors with the authority to set the number of directors on the board pursuant to the bylaws of Yuma Delaware;

the provision in the amended and restated certificate of incorporation of Yuma Delaware that provides for the classification of the board of directors of Yuma Delaware into three classes with staggered terms;

the provision in the amended and restated certificate of incorporation of Yuma Delaware that restricts the ability of stockholders to remove directors without cause;

the provision in the amended and restated certificate of incorporation concerning classification of directors which provides that, if at any time the former stockholders of Davis beneficially own than 50% of the aggregate voting power of all outstanding shares of stock entitled to vote in the election of Yuma Delaware's directors, at each annual meeting of stockholders following such date, each of the successor directors elected at such annual meeting shall serve for a one-year term; and

the provision in the amended and restated certificate of incorporation of Yuma Delaware that requires certain actions and proceedings with respect to Yuma Delaware be brought in the federal or state courts located within the state of Delaware.

4. To approve and adopt the amendments to the Yuma certificate of determination to provide for the conversion of the Yuma preferred stock into 35 shares of Yuma common stock (or 3.5 shares of Yuma Delaware common stock as part of the reincorporation which assumes a 1-for-10 reverse stock split or 1.75 shares of Yuma Delaware common stock as part of the reincorporation which assumes a 1-for-20 reverse stock split).

5. To approve and adopt an amendment to the Yuma Energy, Inc. 2014 Long-Term Incentive Plan, which we refer to as the 2014 Plan, to increase the number of shares available by 4.1 million (which assumes a 1-for-10 reverse stock split as part of the reincorporation and will be proportionately reduced if the reverse stock split is less than 1-for-10) and increase the award limits (after accounting for the reverse stock split that is part of the reincorporation).

6. To consider and vote on any proposal to authorize Yuma's board of directors, in its discretion, to adjourn the special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in favor of the proposals listed above at the time of the special meeting.

We do not expect to transact any other business at the special meeting. Yuma's board of directors has fixed the close of business on September 1, 2016 as the record date for determining those Yuma shareholders entitled to vote at the special meeting and any adjournment or postponement thereof. Accordingly, only Yuma shareholders of record at the close of business on that date are entitled to notice of, and to vote at, the special meeting. A complete list of the Yuma shareholders will be available for examination at the offices of Yuma in Houston, Texas during ordinary business hours for a period of 10 days prior to the special meeting.

The board of directors of Yuma recommends that Yuma shareholders vote "FOR" each of the proposals to be voted on at the special meeting. Because of their mutual dependence, if the proposal to approve and adopt the merger agreement, the proposal to approve the reincorporation, the proposal to amend the Yuma certificate of determination, or the proposals related to the amended and restated certificate of incorporation of Yuma Delaware are not all approved, then none will be deemed to have been approved.

We cordially invite you to attend the special meeting in person. However, to ensure your representation at the special meeting, please complete and promptly mail your proxy card in the return envelope enclosed, or authorize the individuals named on your proxy card to vote your shares by calling the toll-free telephone number or by using the Internet as described in the instructions included with your proxy card or voting instruction card. This will not prevent you from voting in person, but will help to secure a quorum and avoid added solicitation costs. If your shares are held in "street name" by your broker or other nominee, only that holder can vote your shares and the vote cannot be cast unless you provide instructions to your broker. You should follow the directions provided by your broker regarding how to instruct your broker to vote your shares. Your proxy may be revoked at any time before it is voted. Please review the proxy statement/prospectus accompanying this notice for more complete information regarding the matters to be voted on at the meeting.

By Order of the Board of Directors,

/s/ Sam L. Banks
Sam L. Banks
Chairman, President and Chief Executive Officer

Houston, Texas
September 22, 2016

IMPORTANT: WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING, WE ASK YOU TO COMPLETE AND PROMPTLY RETURN THE ENCLOSED PROXY CARD IN THE ENVELOPE PROVIDED OR TO VOTE BY TELEPHONE OR ON THE INTERNET USING THE INSTRUCTIONS ON THE PROXY CARD.

DAVIS PETROLEUM ACQUISITION CORP.
1330 Post Oak Blvd., Suite 600
Houston, Texas 77056
(713) 439-6757

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON OCTOBER 26, 2016

To the Stockholders of Davis Petroleum Acquisition Corp.:

We are pleased to invite you to attend a special meeting of the stockholders of Davis Petroleum Acquisition Corp., a Delaware corporation, which we refer to as Davis, which will be held at 1330 Post Oak Blvd., Suite 600, Houston, Texas 77056, on October 26, 2016 at 9:00 a.m., local time, for the following purposes:

1. To consider and vote upon a proposal to approve and adopt the Agreement and Plan of Merger and Reorganization dated as of February 10, 2016 and as amended on September 2, 2016, as it may be further amended from time to time, which we refer to as the merger agreement, by and among Yuma Energy, Inc., two wholly owned subsidiaries of Yuma, and Davis.
2. To consider and vote on any proposal to authorize Davis' board of directors, in its discretion, to adjourn the special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve and adopt the merger agreement.

We do not expect to transact any other business at the special meeting. Davis' board of directors has fixed the close of business on September 22, 2016 as the record date for determining those Davis stockholders entitled to vote at the special meeting and any adjournment or postponement thereof. Accordingly, only Davis stockholders of record at the close of business on that date are entitled to notice of, and to vote at, the special meeting. A complete list of the Davis stockholders will be available for examination at the offices of Davis in Houston, Texas during ordinary business hours for a period of 10 days prior to the special meeting.

The board of directors of Davis recommends that Davis stockholders vote "FOR" each of the proposals to be considered at the special meeting.

Under the Delaware General Corporation Law (the "DGCL"), if the merger is completed, holders of Davis common stock or preferred stock who do not vote in favor of approval and adoption of the merger agreement will have the right to seek appraisal of the fair value of their shares, but only if they submit a written demand for such an appraisal prior to the vote on the merger agreement and they comply with the other DGCL procedures and requirements explained in the accompanying proxy statement/prospectus. A copy of Section 262 of the DGCL is attached to the proxy statement/prospectus as Annex G.

We cordially invite you to attend the special meeting in person. However, to ensure your representation at the special meeting, please complete and promptly mail your proxy card in the return envelope enclosed. This will not prevent you from voting in person, but will help to secure a quorum and avoid added solicitation costs. Your proxy may be revoked at any time before it is voted. Please review the proxy statement/prospectus accompanying this notice for more complete information regarding the matters to be voted on at the meeting.

By Order of the Board of Directors,

/s/ Gregory P. Schneider
Gregory P. Schneider
President
Houston, Texas
September 22, 2016

IMPORTANT: WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING, WE ASK YOU TO COMPLETE AND PROMPTLY RETURN THE ENCLOSED PROXY CARD IN THE ENVELOPE PROVIDED.

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ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates important business and financial information about Yuma, Yuma Delaware and Davis that is not included in or delivered with this proxy statement/prospectus. See “Where You Can Find More Information” on page 232. This information is available to you without charge upon your written or oral request to:

	Yuma Energy, Inc. 1177 West Loop South Suite 1825 Houston, Texas 77027	
Yuma Delaware Merger Subsidiary, Inc. c/o Yuma Energy, Inc. 1177 West Loop South, Suite 1825 Houston, Texas 77027 (713) 968-7000 Attention: Corporate Secretary	(713) 968-7000 Attention: Corporate Secretary or Advantage Proxy, Inc. P.O. Box 13581 Des Moines, WA 98198 Toll Free: (877) 870-8565 Collect: (206) 870-8565	Davis Petroleum Acquisition Corp. 1330 Post Oak Blvd. Suite 600 Houston, Texas 77056 (713) 439-6757 Attention: Corporate Secretary

You also may obtain certain documents relating to Yuma at the Securities and Exchange Commission’s website, www.sec.gov, and you may obtain certain of these documents at Yuma’s website, www.yumaenergyinc.com, by selecting “Investors,” then selecting “SEC Filings.” Information contained on the Yuma website is expressly not incorporated by reference into this proxy statement/prospectus. To receive timely delivery of the documents in advance of the Yuma special meeting of shareholders or the Davis special meeting of stockholders, your request should be received no later than October 19, 2016.

Yuma’s board of directors is using this proxy statement/prospectus to solicit proxies from Yuma’s shareholders in connection with the merger agreement, the merger, the reincorporation, the provisions of the amended and restated certificate of incorporation of Yuma Delaware, the amendment to the Yuma certificate of determination and the amendment to the 2014 Plan. In addition, Yuma Delaware is using this proxy statement/prospectus as a prospectus for shareholders of both companies because Yuma Delaware is offering shares of its common stock to be issued in exchange for shares of Yuma common stock and Yuma preferred stock in the reincorporation and because Yuma Delaware is offering shares of Yuma Delaware common stock to be issued upon conversion of shares of Davis common stock in the merger. Yuma Delaware is also using this proxy statement/prospectus in offering shares of its common stock to be issued upon conversion of Yuma Delaware preferred stock at the election of the holder, which shares of Yuma Delaware preferred stock will have been issued upon conversion of Davis preferred stock in connection with the merger. Davis’ board of directors is using this proxy statement/prospectus to solicit proxies from Davis’ stockholders in connection with the merger agreement and the merger.

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Annex A Agreement and Plan of Merger and Reorganization dated as of February 10, 2016, by and among Yuma Energy, Inc., Yuma Delaware Merger Subsidiary, Inc., Yuma Merger Subsidiary, Inc., and Davis Petroleum Acquisition Corp. and the First Amendment to the Agreement and Plan of Merger and Reorganization dated September 2, 2016

Annex B Voting Agreement – Sam L. Banks

Annex C Voting Agreement – Davis Stockholders

Annex D Form of Lock-up Agreement

Annex E Form of Registration Rights Agreement

Annex F Opinion of ROTH Capital Partners, LLC

Annex G Section 262 of the Delaware General Corporation Law

Annex H Form of Amended and Restated Certificate of Incorporation of Yuma Delaware Merger Subsidiary, Inc.

Annex I Form of Amended and Restated Bylaws of Yuma Delaware Merger Subsidiary, Inc.

Annex J Form of Certificate of Amendment to the Certificate of Incorporation of Yuma Delaware Merger Subsidiary, Inc. to change its name to “Yuma Energy, Inc.”

Annex K Certificate of Designation of the Series D Convertible Preferred Stock of Yuma Delaware Merger Subsidiary, Inc.

Annex L Form of Amendment to the Certificate of Determination of Yuma Energy, Inc.

Annex M Amendment to the Yuma Energy, Inc. 2014 Long-Term Incentive Plan

QUESTIONS AND ANSWERS ABOUT THE REINCORPORATION AND THE MERGER

Q:

What is the reincorporation and who votes on it?

A:

For the reasons set forth below in detail under “The Reincorporation” beginning on page 76, Yuma’s board of directors believes that it is in the best interests of Yuma and its shareholders to change the state of incorporation of Yuma from California to Delaware, which we refer to in this proxy statement/prospectus as the “reincorporation.” Shareholders are urged to read carefully that section of this proxy statement/prospectus, including the related annexes attached hereto, before voting. Throughout this proxy statement/prospectus, we refer to Yuma, the existing California corporation, as “Yuma” and the term “Yuma Delaware” refers to Yuma but as redomesticated in Delaware.

As discussed below, the principal reasons for the reincorporation are the greater flexibility of Delaware corporate law and the substantial body of case law interpreting that law. Yuma believes that its shareholders will benefit from the well-established principles of corporate governance that Delaware law affords. Also, Davis is a Delaware corporation and strongly supports the reincorporation for these reasons and based on its favorable experience with Delaware corporate law. The amended and restated certificate of incorporation and the amended and restated bylaws of Yuma Delaware are attached hereto as Annexes H and I, respectively.

Please read the section “The Reincorporation—Significant Differences Between the Corporation Laws of California and Delaware,” for a description of the material differences between Yuma’s articles of incorporation and bylaws and Yuma Delaware’s amended and restated certificate of incorporation and amended and restated bylaws, and differences as between California and Delaware corporate law. Also, please read the section “Amended and Restated Certificate of Incorporation of Yuma Delaware Proposals” beginning on page 220, for a description of the material differences between Yuma’s articles of incorporation and Yuma Delaware’s amended and restated certificate of incorporation.

To effect the reincorporation, Yuma will merge into and its business will be continued by Yuma Delaware and its name will continue to be “Yuma Energy, Inc.”

If the merger, the reincorporation, the proposals related to the amended and restated certificate of incorporation of Yuma Delaware, and the amendments to the Yuma certificate of determination are approved by the Yuma shareholders, it is anticipated that the reincorporation will become effective as soon as practicable following the Yuma special meeting and immediately prior to the effectiveness of the merger. However, under the merger agreement, the reincorporation may be abandoned or the merger agreement may be amended by the board of directors of Yuma (except that the principal terms may not be amended without shareholder approval), either before or after shareholder approvals have been obtained and prior to the effective date of the reincorporation if, in the opinion of the board of directors of Yuma, circumstances arise which make it inadvisable to proceed with the reincorporation or the merger. Shareholders of Yuma will have no appraisal rights with respect to the reincorporation.

Davis stockholders are not entitled or required to vote on the reincorporation.

Q:

How will holders of Yuma common stock be impacted by the reincorporation?

A:

Pursuant to the merger agreement, Yuma agreed to effect a reverse stock split at a specific ratio to be determined by the Yuma board, in its sole and absolute discretion, immediately prior to the reincorporation, ranging from 1-for-10 and 1-for-20, inclusive, as part of the reincorporation. Unless otherwise provided herein, this proxy statement/prospectus assumes a 1-for-10 reverse stock split throughout as part of the reincorporation. Therefore, assuming a 1-for-10 reverse stock split, each share of Yuma common stock will be converted into one-tenth of one share of Yuma Delaware common stock as part of the reincorporation.

Q:

How will holders of Yuma preferred stock be impacted by the reincorporation?

A:

Pursuant to the merger agreement, Yuma agreed to convert its preferred stock into shares of Yuma Delaware common stock as part of the reincorporation. Assuming a 1-for-10 reverse stock split as part of the reincorporation, each share of Yuma preferred stock will be converted into 3.5 shares of Yuma Delaware common stock, which includes accrued and unpaid dividends on the shares of Yuma preferred stock. For example, assuming a 1-for-20 reverse stock split, each share of Yuma preferred stock will be converted into 1.75 shares of Yuma Delaware common stock, which includes accrued and unpaid dividends on the shares of Yuma preferred stock. Also, please read the section “Amendment to the Yuma Certificate of Determination Proposal” beginning on page 223.

Q:

What is the proposed merger transaction?

A:

Yuma and Davis have entered into a merger agreement pursuant to which Yuma Merger Subsidiary, Inc., a wholly owned subsidiary of Yuma Delaware, which we refer to as “Merger Subsidiary,” will merge with and into Davis with Davis surviving the merger as a wholly owned subsidiary of Yuma Delaware, which is Yuma as redomesticated in Delaware, which we refer to this as the “merger.” As part of the merger, Yuma Delaware’s name will be changed to “Yuma Energy, Inc.” At the effective time of the merger and assuming a 1-for-10 reverse stock split as part of the reincorporation, each issued and outstanding share of Davis’ common stock (other than dissenting shares) will be converted automatically into the right to receive approximately 0.0956 shares of Yuma Delaware common stock and each outstanding share of Davis’ preferred stock (other than dissenting shares) will be converted automatically into the right to receive approximately 0.0956 shares of Yuma Delaware preferred stock, subject to adjustment pursuant to the terms of the merger agreement and as described under “The Merger Agreement—The Merger” beginning on page 113. After the merger, it is expected that former holders of Davis common stock will own approximately 61.1% of Yuma Delaware’s common stock then outstanding and former holders of Yuma’s common stock and preferred stock will own approximately 38.9% of Yuma Delaware’s common stock then outstanding. These ownership percentages will not be impacted by the specific ratio of the reverse stock split.

Current holders of Davis' preferred stock will be issued and will own approximately 3.3 million shares of Yuma Delaware preferred stock after the merger.

Q:
Why are Yuma and Davis proposing the merger?

A:
The boards of directors of Yuma and Davis have each concluded that the merger is in the best interests of their stockholders.

As set forth in greater detail elsewhere in this proxy statement/prospectus, Yuma's board of directors considered many factors in making its recommendations to Yuma's shareholders. Among the factors considered by Yuma's board of directors were:

the combination will greatly improve production and cash flows, and reduce general and administrative expenses on a per barrel basis;

the combination will greatly diversify and increase estimated proved reserves;

the combination will significantly improve Yuma's liquidity and financial strength and is anticipated to put Yuma in compliance with the covenants under its credit facility;

the combined entity's market capitalization and its expected enhanced access to debt and equity capital markets, which the Yuma board of directors believes will enhance the ability to finance development and production of the combined entity's increased scale of operations;

the combination will provide Yuma with a larger portfolio of exploitation and exploration opportunities in resource plays within areas already targeted by Yuma; and

the presentation and opinion of ROTH Capital Partners, LLC, referred to herein as "ROTH," Yuma's financial advisor, to the effect that, as of the date of the opinion and based upon the assumptions, limitations, qualifications and conditions stated in the opinion letter, the exchange ratio of the merger as between Yuma and Davis stockholders is fair to Yuma and its shareholders, from a financial point of view, as more fully described below under the caption "The Merger – Opinions of ROTH Capital Partners, LLC to the Yuma Board of Directors."

For more detailed information regarding the factors considered by Yuma's board of directors, see "The Merger—Recommendation of Yuma's Board of Directors and Reasons for the Merger" beginning on page 91.

As set forth in greater detail elsewhere in this proxy statement/prospectus, Davis' board of directors considered many factors in making its recommendations to Davis' stockholders. Among the factors considered by Davis' board of directors were:

the combination will provide a long-term strategic benefit to Davis stockholders by creating an oil and natural gas company with more diversified reserves and increased scope and scale;

given Yuma's current significantly constrained liquidity and the fact that liquidity will be essential to the combined company's business, the requirement as a condition to closing the merger that Yuma or Yuma Delaware enter into a reserve-based revolving credit facility effective immediately following the merger which provides an initial borrowing base and minimum aggregate loan commitments of not less than \$44.0 million and other terms acceptable to each of Davis and Yuma in their reasonable discretion;

the potential synergies resulting from elimination of duplicative general and administrative costs, operational synergies resulting from combining operations in the same geographical area and other potential benefits to the cash flow of the combined company;

the fact that there is no public trading market for Davis common stock or preferred stock and that shares of the combined company's common stock will be registered with the SEC and listed for trading on the NYSE MKT;

the public nature of the combined company's common stock may facilitate future capital raising, and acquisitions of assets or companies for shares of common stock;

the combined entity's market capitalization should enhance access to debt and equity capital markets and enhance the ability to finance development and production of the combined company's properties and increased scale of operations;

current industry, economic and market conditions, and the present and anticipated environment in the independent exploration and production sector of the energy industry suggest that potential acquisition and development opportunities will develop within the sector for companies that achieve superior operating efficiencies and are sufficiently capitalized to survive the current commodity price environment;

through their receipt of Yuma Delaware common stock or Yuma Delaware preferred stock as part of the merger consideration, Davis stockholders have the opportunity to participate in the combined company's growth and share appreciation in the future (including share appreciation resulting from further exploitation and development of Davis' and Yuma's assets) should they determine to retain their Yuma Delaware common stock or Yuma Delaware preferred stock after the merger; and

the form of the merger consideration would be desirable to Davis stockholders in that the Yuma Delaware common stock or preferred stock issuable in the merger (other than the shares issued with respect to accrued and unpaid dividends) would not result in a taxable transaction for Davis stockholders.

For more detailed information regarding the factors considered by Davis' board of directors, see "The Merger—Recommendation of Davis' Board of Directors and Reasons for the Merger" beginning on page 93.

Q:
Why am I receiving this proxy statement/prospectus?

A:
Yuma's and Davis' boards of directors are using this proxy statement/prospectus to solicit proxies of Yuma and Davis stockholders in connection with the merger agreement and the merger. In addition, Yuma Delaware is using this proxy statement/prospectus as a prospectus for Yuma shareholders because Yuma Delaware is offering shares of its common stock to be issued in exchange for shares of Yuma common stock and Yuma preferred stock in the reincorporation and for Davis stockholders because Yuma Delaware is offering shares of its common stock to be issued upon conversion of shares of Davis common stock in the merger. Also, Yuma Delaware is using this proxy statement/prospectus as a prospectus for holders of Yuma Delaware preferred stock upon conversion to Yuma Delaware common stock.

In order to complete the merger, Yuma shareholders must vote to (i) approve and adopt the merger agreement; (ii) approve the reincorporation; (iii) approve the amendments to the Yuma certificate of determination; and (iv) approve all of the proposals related to the amended and restated certificate of incorporation of Yuma Delaware; and Davis stockholders must vote to approve and adopt the merger agreement.

Yuma and Davis will hold separate special meetings of their respective stockholders to obtain these approvals. This proxy statement/prospectus contains important information about the reincorporation, the merger, the proposals related to the amended and restated certificate of incorporation of Yuma Delaware, the amendments to the Yuma certificate of determination and the special meetings of the stockholders of Yuma and Davis, and you should read it carefully. The enclosed voting materials allow you to vote your shares of Yuma common stock preferred stock and/or Davis common stock and preferred stock without attending the applicable special meetings.

We encourage you to submit your proxy as promptly as possible.

Q:
Why is Yuma seeking shareholder approval for the amendment to the Yuma certificate of determination?

A:
Because Yuma's common stock is listed on the NYSE MKT, it is subject to NYSE MKT rules and regulations. Section 713 of the NYSE MKT Company Guide requires common shareholder approval prior to the issuance of common stock, or securities convertible into or exercisable for common stock, equal to 20% or more of the common stock or 20% or more of the voting power outstanding before the issuance for less than the greater of book value or market value of the stock. The proposed amendment to the Yuma certificate of determination providing for the conversion of Yuma preferred stock into Yuma common stock falls under this rule because the Yuma common stock issuable upon conversion of the Yuma preferred stock will exceed 20% of both the voting power and number of shares of Yuma common stock outstanding before the issuance.

In addition, because Yuma is incorporated in California, it is subject to the corporate laws of California. Under the California Corporation Code, when a series of preferred stock provides for conversion into common stock, unless other steps are taken not applicable to the amendment to the Yuma certificate of determination, the conversion of the preferred stock must be approved by the affirmative vote of at least a majority of the outstanding shares of the class or series of preferred stock affected, unless when the certificate of determination requires a greater vote, as is required in Yuma's present certificate of determination which requires the affirmative vote of 66 % of the outstanding shares of Yuma preferred stock. The proposed conversion of the involved Yuma preferred stock into shares of Yuma common stock falls under these requirements.

Q: When and where is the special meeting of Yuma shareholders?

A: Yuma's special meeting will be held at Hotel Granduca, 1080 Uptown Park Boulevard, Houston, Texas 77056 on October 26, 2016 at 8:00 a.m., local time.

Q: When and where is the special meeting of Davis stockholders?

A: Davis' special meeting will be held at 1330 Post Oak Blvd., Suite 600, Houston, Texas 77056 on October 26, 2016 at 9:00 a.m., local time.

Q: Who can vote at the special meeting?

A: All Yuma shareholders of record as of the close of business on September 1, 2016, the record date for determining shareholders entitled to notice of and to vote at Yuma's special meeting, are entitled to receive notice of and to vote at Yuma's special meeting. As of the record date, there were 72,579,820 shares of Yuma common stock outstanding and entitled to vote at the Yuma special meeting, held by approximately 192 holders of record, and there were 554,596 shares of Yuma preferred stock outstanding and entitled to vote at the Yuma special meeting, held by approximately 550 holders. Each share of Yuma common stock is entitled to one vote on each proposal presented at Yuma's special meeting. Each share of Yuma preferred stock is entitled to one vote on each proposal presented at Yuma's special meeting (except for the proposal related to the amendment to the 2014 Plan which is only voted on by holders of Yuma common stock), voting as a separate class.

All Davis stockholders of record as of the close of business on September 22, 2016, the record date for determining stockholders entitled to notice of and to vote at Davis' special meeting, are entitled to receive notice of and to vote at Davis' special meeting. As of the record date, there were 150,178,227 shares of Davis' common stock outstanding and 34,542,001 shares of its preferred stock outstanding and entitled to vote at the Davis special meeting, held by 39 and four, respectively, holders of record. Each share of Davis common stock is entitled to one vote on each proposal presented at Davis' special meeting. When voted with the Davis common stock, the Davis preferred stock will vote on an as-converted basis. The Davis common stock and Davis preferred stock, voting on an as-converted basis with the Davis common stock will vote on the proposals (including the proposed merger), and the Davis preferred stock will also vote as a separate class on the proposals (including the proposed merger).

Q: What constitutes a quorum?

A:

The Yuma bylaws provide that a majority of the outstanding shares of Yuma common stock and preferred stock entitled to vote at the meeting, represented in person or by proxy, constitutes a quorum at a meeting of its shareholders.

The Davis bylaws provide that a majority of the outstanding shares of Davis common stock and preferred stock entitled to vote, represented in person or by proxy, constitutes a quorum at a meeting of its stockholders.

Shares that are voted and shares abstaining from voting are treated as being present at each of the Yuma special meeting and the Davis special meeting, as applicable, for purposes of determining whether a quorum is present.

Q:

What vote is required to approve the proposals at Yuma's special meeting and Davis' special meeting?

A:

Approval of the proposal to approve and adopt the merger agreement, the proposal to approve the reincorporation, the proposals related to the Yuma Delaware amended and restated certificate of incorporation, and the proposal to approve and adopt the amendments to the Yuma certificate of determination each requires the affirmative vote of the holders of at least a majority of the issued and outstanding shares of Yuma common stock and the holders of at least 66 % of the issued and outstanding shares of Yuma preferred stock. Approval of the proposal to approve and adopt the amendment to the 2014 Plan requires the affirmative vote of the holders of at least a majority of the shares of Yuma common stock represented in person or by proxy at the special meeting and voting on such proposal, provided that such shares voting affirmatively must also constitute a majority of the required quorum for the meeting. Approval of the proposal to authorize Yuma's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposals listed above requires the affirmative vote of the holders of at least a majority of the shares of Yuma common stock and preferred stock represented in person or by proxy at the special meeting and voting on such proposal, provided that such shares voting affirmatively must also constitute a majority of the required quorum for the meeting.

Approval of the proposal by Davis to approve and adopt the merger agreement requires the affirmative vote of the holders of at least a majority of the outstanding shares of Davis common stock and Davis preferred stock voting on an as-converted basis with the Davis common stock, and a majority of the Davis preferred stock voting as a separate class. The proposal to authorize Davis' board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve and adopt the merger agreement at the time of the special meeting each requires the affirmative vote of at least a majority of the votes cast by the holders of the shares of Davis common stock and preferred stock voting on an as-converted basis with the Davis common stock represented in person or by proxy at the special meeting and entitled to vote on such proposal.

Your vote is important. We encourage you to submit your proxy as promptly as possible.

Q. How will Yuma's significant shareholder vote the shares owned by him?

A.

Davis has entered into a voting agreement with Sam L. Banks, Chairman, President and Chief Executive Officer of Yuma, who currently owns 41,722,667 shares of Yuma common stock or approximately 57.0% of the outstanding Yuma common stock. The voting agreement provides that Mr. Banks will vote his shares of Yuma common stock in favor of the proposal to approve and adopt the merger agreement, the proposal to approve the reincorporation, the proposals related to the Yuma Delaware amended and restated certificate of incorporation, and the proposal to approve and adopt the amendments to the Yuma certificate of determination.

Q.

How will Davis' current and former officers and directors and certain significant stockholders vote their shares owned by them?

A.

Yuma has entered into a voting agreement with certain current and former directors and officers and certain significant stockholders of Davis who currently own an aggregate of 144,670,488 shares of Davis common stock, or approximately 96.3% of the outstanding Davis common stock, and an aggregate of 34,328,023 shares of Davis preferred stock, or approximately 99.4% of the outstanding Davis preferred stock. The voting agreement provides that these current and former directors and officers and certain significant stockholders of Davis will vote their shares of Davis preferred stock and common stock in favor of the proposal to approve and adopt the merger agreement.

Q:

If my shares of Yuma common stock and/or preferred stock are held in "street name" by my broker or other nominee, will my broker or other nominee vote my shares of Yuma common stock and/or preferred stock for me? What happens if I do not vote for a proposal?

A:

Unless you instruct your broker or other nominee how to vote your shares of Yuma common stock and/or preferred stock held in street name, your shares will NOT be voted. This is referred to as a "broker non-vote." If you hold your shares in a stock brokerage account or if your shares are held by a bank or other nominee (that is, in street name), you must provide your broker or other nominee with instructions on how to vote your shares. Please follow the voting instructions provided by your broker or other nominee on the enclosed voting instruction card. You should also be aware that you may not vote shares of Yuma common stock and/or preferred stock held in street name by returning a proxy card directly to Yuma or Davis or by voting in person at the Yuma or Davis special meetings unless you provide a "legal proxy," which you must obtain from your broker or other nominee.

If you are a Yuma shareholder, abstentions will be counted in determining the presence of a quorum and broker non-votes will be counted in determining the presence of a quorum. Broker non-votes will not be counted as votes cast with regard to the proposal to approve and adopt the merger agreement, the proposal to approve the reincorporation, the proposals related to the Yuma Delaware amended and restated certificate of incorporation, and the proposal to approve and adopt the amendments to the Yuma certificate of determination, and as such, broker non-votes could result in there not being sufficient votes cast for such proposals. With respect to the proposal to approve and adopt the amendment to the 2014 Plan, broker non-votes could result in there not being sufficient votes cast for such proposal. With respect to the proposal to approve and adopt the proposal to authorize Yuma's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposals listed above, broker non-votes and abstentions could prevent the proposals from receiving the required affirmative vote of (i) a majority of the shares represented in person or by proxy and voting on the proposals and (ii) a majority of the shares required to constitute the quorum.

If you are a Davis stockholder, abstentions will be counted in determining the presence of a quorum. Abstentions will have the same effect as votes cast AGAINST (i) the proposal to approve and adopt the merger agreement, and (ii) the proposal to authorize Davis' board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve and adopt the merger agreement at the time of the special meeting.

Q:

If I am a Davis stockholder, should I send in my stock certificates with my proxy card?

A:

NO. Please DO NOT send your Davis stock certificates with your proxy card. If the merger is approved and adopted, you will be sent written instructions for exchanging your stock certificates.

Q:

If I am a Yuma shareholder, should I send in my stock certificates with my proxy card?

A:

NO. Please DO NOT send your Yuma stock certificates with your proxy card. If the reincorporation is approved and adopted, holders of Yuma preferred stock will be sent written instructions for exchanging their stock certificates. Holders of Yuma common stock will not need to exchange their certificates if the reincorporation is approved and adopted.

Q:

What are the tax consequences of the reincorporation for holders of Yuma common stock and preferred stock?

A:

The reincorporation is intended to qualify as a reorganization pursuant to Section 368(a) of the Internal Revenue Code of 1986, as amended, which we refer to as the "Code." Subject to the discussion set forth in "Material U.S. Federal Income Tax Consequences" beginning on page 126, a U.S. holder of Yuma common stock or preferred stock will not recognize (i.e., take into account for tax purposes) gain or loss as a result of the reincorporation. Generally, the Yuma Delaware common stock received in exchange for the Yuma common stock or preferred stock pursuant to the reincorporation will have the same basis in and holding period as the U.S. holder has in the shares of Yuma common stock or preferred stock held by him or her immediately prior to the time the reincorporation is consummated. For a more complete discussion of the material U.S. federal income tax consequences of the reincorporation, see "Material U.S. Federal Income Tax Consequences" beginning on page 126.

Tax matters are very complicated, and the tax consequences of the reincorporation to a particular shareholder will depend on such shareholder's circumstances. Accordingly, Yuma and Davis urge you to consult your tax advisor for a full understanding of the tax consequences of the reincorporation to you, including the applicability and effect of U.S. federal, state, local and foreign income and other tax laws. For a more complete discussion of the material U.S. federal income tax consequences of the reincorporation, see "Material U.S. Federal Income Tax Consequences" beginning on page 126.

Q:

Are there special tax consequences of the reincorporation for holders of Yuma preferred stock?

A:

Any Yuma Delaware common stock received by a U.S. holder in exchange for accrued but unpaid dividends on the Yuma preferred stock could be treated as the receipt of a dividend distribution to such U.S. holder. This will be the case where the fair market value of the Yuma Delaware common stock received (determined immediately following the reincorporation) exceeds the issue price of the Yuma preferred stock surrendered. The amount of the dividend distribution would be the lesser of (i) the amount by which the fair market value of the Yuma Delaware common stock exceeds the issue price of the Yuma preferred stock or (ii) the amount of the dividends in arrears. The portion of the Yuma Delaware common stock treated as a dividend distribution may be subject to U.S. federal income tax, and will have a tax basis equal to its fair market value with a holding period commencing upon its receipt.

Q:

What are the tax consequences of the merger?

A:

The merger is intended to qualify as a reorganization pursuant to Section 368(a) of the Code. Subject to the discussion set forth in “Material U.S. Federal Income Tax Consequences” beginning on page 126, a U.S. holder of Davis common stock and/or preferred stock will not recognize (i.e., take into account for tax purposes) gain or loss as a result of the merger. Generally, the Yuma Delaware common stock and/or preferred stock received in exchange for the Davis common stock or preferred stock pursuant to the merger will have the same basis in and holding period as the U.S. holder has in the shares of Davis common stock or preferred stock held by him or her immediately prior to the time the merger is consummated.

Tax matters are very complicated, and the tax consequences of the merger to a particular shareholder will depend on such shareholder's circumstances. Accordingly, Yuma and Davis urge you to consult your tax advisor for a full understanding of the tax consequences of the merger to you, including the applicability and effect of U.S. federal, state, local and foreign income and other tax laws. For a more complete discussion of the material U.S. federal income tax consequences of the merger, see "Material U.S. Federal Income Tax Consequences" beginning on page 126.

It is a condition to Yuma's and Davis' obligations to complete the merger that the Yuma board of directors and the Davis board of directors receive a tax opinion from Jones & Keller, P.C. and Porter Hedges LLP, respectively, that the merger will qualify as a "reorganization" within the meaning of Section 368(a) of the Code.

Neither Yuma nor Davis currently intends to waive this opinion condition to its obligation to consummate the merger. If either Yuma or Davis waives this opinion condition after this registration statement is declared effective by the SEC, and if the tax consequences of the merger to Yuma shareholders would be material, Yuma and Davis will recirculate appropriate soliciting materials to resolicit the votes of Yuma shareholders.

Q:

Are there special tax consequences of the reincorporation and merger for non-U.S. holders of Yuma common stock or preferred stock and Davis common stock or preferred stock?

A:

If you are a non-U.S. holder of Yuma common stock or preferred stock or Davis common stock or preferred stock, your tax treatment under the Code and whether you are taxable as a result of the reincorporation and the merger may differ from what is described above. Please see "Material U.S. Federal Income Tax Consequences – Non-U.S. Holders" beginning on page 129.

Q:

Are Davis stockholders entitled to appraisal rights?

A:

Yes. Common and preferred stockholders of Davis who do not vote in favor of the proposal of Davis to approve and adopt the merger agreement will be entitled to dissent to the merger pursuant to Section 262 of the Delaware General Corporation Law, which we refer to as the "DGCL," and obtain the fair value of their shares if such rights are properly demanded and perfected and not withdrawn or lost and the merger is completed. Please see "Dissenters' Rights of Appraisal" beginning on page 132. See Annex G to this proxy statement/prospectus for a copy of Section 262 of the DGCL.

Q:

Are Yuma shareholders entitled to appraisal rights?

A:

No.

Q:

How does Yuma's board of directors recommend that Yuma shareholders vote?

A:

Yuma's board of directors has unanimously (i) determined that the reincorporation, the merger agreement, the merger, the other transactions contemplated thereby, the amended and restated certificate of incorporation of Yuma Delaware,

and the amendments to the Yuma certificate of determination are advisable, fair to, and in the best interests of Yuma and its shareholders, (ii) approved the reincorporation, merger agreement, the merger, the other transactions contemplated thereby, the amended and restated certificate of incorporation of Yuma Delaware, and the amendments to the Yuma certificate of determination, (iii) approved the proposal to amend the 2014 Plan, and (iii) approved the proposal to authorize Yuma's board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies.

Yuma's board of directors unanimously recommends that Yuma shareholders vote "FOR" the proposal to approve and adopt the merger agreement, "FOR" the proposal to approve the reincorporation, "FOR" all of the proposals related to the amended and restated certificate of incorporation of Yuma Delaware, "FOR" the proposal to approve and adopt the amendments to the Yuma certificate of determination, "FOR" the proposal to amend the 2014 Plan, and "FOR" any proposal to authorize Yuma's board of directors to adjourn the special meeting. For a more complete description of the recommendation of Yuma's board of directors, see "The Merger — Recommendation of Yuma's Board of Directors and Reasons for the Merger" beginning on page 91.

Q:

How does Davis' board of directors recommend that Davis' stockholders vote?

A:

Davis' board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated thereby are advisable, fair to, and in the best interests of Davis and its stockholders, (ii) approved the merger agreement, the merger and the other transactions contemplated by the merger agreement, and (iii) approved the proposal to authorize Davis' board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies.

Davis' board of directors unanimously recommends that Davis stockholders vote "FOR" the proposal to approve and adopt the merger agreement, and "FOR" any proposal to authorize Davis' board of directors, in its discretion, to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve and adopt the merger agreement at the time of the special meeting. For a more complete description of the recommendation of Davis' board of directors, see "The Merger — Recommendation of Davis' Board of Directors and Reasons for the Merger" beginning on page 93.

Q: How will Yuma shareholders be affected by the reincorporation?

A:

After the reincorporation and assuming a 1-for-10 reverse stock split, each holder of Yuma common stock will own one-tenth of the number of shares of Yuma Delaware common stock that the holder of Yuma common stock held immediately prior to the reincorporation and each holder of Yuma preferred stock will own 3.5 shares of Yuma Delaware common stock for each share of Yuma preferred stock that such holder of Yuma preferred stock held immediately prior to the reincorporation. However, if the reverse stock split is affected at 1-for-20, then each holder of Yuma common stock will own one-twentieth of the number of shares of Yuma Delaware common stock that the holder of Yuma common stock held immediately prior to the reincorporation and each holder of Yuma preferred stock will own 1.75 shares of Yuma Delaware common stock for each share of Yuma preferred stock that such holder of Yuma preferred stock held immediately prior to the reincorporation.

Q: How will Yuma shareholders be affected by the merger and share issuance?

A:

After the merger, each Yuma Delaware stockholder will continue to own the same number of shares of Yuma Delaware common stock that such stockholder held immediately after the reincorporation and prior to the merger. However, because Yuma Delaware will be issuing new shares of common stock to Davis stockholders in the merger, each outstanding share of Yuma Delaware common stock immediately prior to the merger will represent a smaller percentage of the aggregate number of shares of Yuma Delaware common stock outstanding after the merger. As a result of the merger, each Yuma shareholder will own a smaller percentage of shares in a larger company with more assets.

Q: What do I need to do now?

A:

After you have carefully read this proxy statement/prospectus, please respond by completing, signing and dating your proxy card or voting instruction card and returning it in the enclosed preaddressed postage-paid envelope or, if available, by submitting your proxy by one of the other methods specified in your proxy card or voting instruction card as promptly as possible so that your shares of Yuma common stock and/or preferred stock or Davis common stock and/or preferred stock will be represented and voted at Yuma's special meeting or Davis' special meeting, as applicable.

Please refer to your proxy card or voting instruction card forwarded by your broker or other nominee to see which voting options are available to you.

The method by which you submit a proxy will in no way limit your right to vote at Yuma's special meeting or Davis' special meeting if you later decide to attend the meeting in person. However, if your shares of Yuma common stock and/or preferred stock are held in the name of a broker or other nominee, you must obtain a legal proxy, executed in your favor, from your broker or other nominee, to be able to vote in person at Yuma's special meeting.

Q: How will my proxy be voted?

A:

All shares of Yuma common stock and preferred stock entitled to vote and represented by properly completed proxies received prior to Yuma's special meeting, and not revoked, will be voted at Yuma's special meeting as instructed on the

proxies. If you properly sign, date and return a proxy card, but do not indicate how your shares of Yuma common stock and preferred stock should be voted on a matter, the shares of Yuma common stock and preferred stock represented by your proxy will be voted as Yuma's board of directors recommends and therefore "FOR" the proposal to approve and adopt the merger agreement, "FOR" the proposal to approve the reincorporation, "FOR" all of the proposals related to the amended and restated certificate of incorporation of Yuma Delaware, "FOR" the proposal to approve and adopt the amendments to the certificate of determination of Yuma, "FOR" the proposal to amend the 2014 Plan, and "FOR" any proposal to authorize Yuma's board of directors to adjourn the special meeting. If you do not provide voting instructions to your broker or other nominee, your shares of Yuma common stock will NOT be voted at the meeting and will be considered broker non-votes.

All shares of Davis common stock and preferred stock entitled to vote and represented by properly completed proxies received prior to Davis' special meeting, and not revoked, will be voted at Davis' special meeting as instructed on the proxies. If you properly sign, date and return a proxy card to Davis, but do not indicate how your shares of Davis common stock and/or preferred stock should be voted on a matter, the shares of Davis common stock and/or preferred stock represented by your proxy will be voted as Davis' board of directors recommends and therefore "FOR" the proposal to approve and adopt the merger agreement and "FOR" any proposal to authorize Davis' board of directors to adjourn the special meeting. If you do not provide voting instructions to Davis, your shares of Davis common stock and preferred stock will be voted "FOR" both proposals described above.

Q: Can I revoke my proxy or change my vote after I have delivered my proxy?

A:

Yes. You may revoke your proxy or change your vote at any time before your proxy is voted at Yuma's special meeting or Davis' special meeting, as applicable. If you are a holder of record, you can do this in any of the three following ways:

by sending a written notice to the Corporate Secretary of Yuma or the Corporate Secretary of Davis, as applicable, at the address set forth below, in time to be received before Yuma's special meeting or Davis' special meeting, as applicable, stating that you would like to revoke your proxy;

by completing, signing and dating another proxy card and returning it by mail in time to be received before Yuma's special meeting or Davis' special meeting, as applicable, or by submitting a later dated proxy by the Internet or telephone (in the case of Yuma shareholders) in which case your later-submitted proxy will be recorded and your earlier proxy revoked; or

by attending the Yuma special meeting or the Davis special meeting, as applicable, and voting in person. However, simply attending Yuma's special meeting or Davis' special meeting without voting will not revoke your proxy or change your vote.

If your shares of Yuma common stock and/or preferred stock are held in an account at a broker or other nominee and you desire to change your vote or vote in person, you should contact your broker or other nominee for instructions on how to do so.

Q:

What should I do if I receive more than one set of voting materials for Yuma's special meeting?

A:

You may receive more than one set of voting materials for Yuma's special meeting, including multiple copies of this proxy statement/prospectus and multiple proxy cards or voting instruction cards. For example, if you hold your shares of Yuma common stock and/or preferred stock in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold shares of Yuma common stock and/or preferred stock. If you are a holder of record and your shares of Yuma common stock and/or preferred stock are registered in more than one name, you may receive more than one proxy card. Please complete, sign, date and return each proxy card and voting instruction card that you receive or if available, please submit your proxy by telephone or over the Internet.

Q:

What happens if I am a stockholder of both Yuma and Davis?

A:

You will receive separate proxy cards for each company and must complete, sign and date each proxy card and return each proxy card in the appropriate preaddressed postage-paid envelope or, if available, by submitting a proxy by one of the other methods specified in your proxy card or voting instruction card for each company.

Q:

Who can I call with questions about the Yuma special meeting, the Davis special meeting, the reincorporation, the merger and the other matters to be voted upon?

A:

If you have any questions about these matters or how to submit your proxy or voting instruction card, or if you need additional copies of this proxy statement/prospectus or the enclosed proxy card or voting instruction card, you should contact:

If you are a Yuma shareholder:

Yuma Energy, Inc.
1177 West Loop South, Suite 1825
Houston, Texas 77027
(713) 968-7000
Attention: Corporate Secretary

or

Advantage Proxy, Inc.
P.O. Box 13581
Des Moines, WA 98198
Toll Free: (877) 870-8565
Collect: (206) 870-8565

If you are a Davis stockholder:

Davis Petroleum Acquisition Corp.
1330 Post Oak Blvd., Suite 600
Houston, Texas 77056
(713) 439-6757
Attention: Corporate Secretary

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

This proxy statement/prospectus contains certain forward-looking statements with respect to the financial condition, results of operations, plans, objectives, intentions, future performance and business of each of Yuma and Davis that are not historical facts and are subject to risks and uncertainties. These statements are based on the beliefs and assumptions of the management of the companies and on the information currently available to such management. Forward-looking statements include information concerning possible or assumed future results of Yuma, Davis and the combined company and may be preceded by, followed by, or otherwise include the words “probable,” “may,” “expect,” “estimate,” “project,” “plan,” “believe,” “intend,” “achievable,” “anticipate,” “will,” “continue,” “potential,” “should,” “could” expressions. These statements occur in, among other places:

“Questions and Answers About the Reincorporation and the Merger;”

“Summary—Selected Historical Financial Data of Yuma;” “—Selected Historical Financial Data of Davis;” “—Selected Unaudited Pro Forma Condensed Consolidated Combined Financial Information;” “—Summary Pro Forma Combined Oil, Natural Gas and Natural Gas Liquids Reserve and Production Data;” “—Pro Forma Adjusted EBITDA of the Combined Company;” “—Comparative Per Share Information;” and “—Comparative Per Share Market Price and Dividend Information;”

“Risk Factors;”

“The Merger—Background of the Merger;” “—Recommendation of Yuma’s Board of Directors and Reasons for the Merger;” and “—Recommendation of Davis’ Board of Directors and Reasons for the Merger;”

“The Merger—Opinions of ROTH Capital Partners, LLC to the Yuma Board of Directors;”

“Unaudited Pro Forma Condensed Consolidated Combined Financial Information;” and

Statements contained elsewhere in this proxy statement/prospectus concerning Yuma’s and Davis’ plans for the combined company’s growth and future operations or financial position.

These forward-looking statements involve certain risks and uncertainties. Actual results may differ materially from those contemplated in the forward-looking statements due to, among others, the factors discussed under “Risk Factors” beginning on page 43 of this proxy statement/prospectus, as well as the following factors:

the possibility that the companies may be unable to obtain stockholder approvals required for the merger;

the possibility that problems may arise in successfully integrating the businesses of the two companies;

the possibility that the merger may involve unexpected costs;

the possibility that the businesses may suffer as a result of uncertainty surrounding the merger;

the possibility that the industry may be subject to future regulatory or legislative actions (including any additional taxes);

the volatility in commodity prices for oil, natural gas and natural gas liquids, and in the supply of and demand for oil and natural gas;

the presence or recoverability of estimated oil, natural gas and natural gas liquids reserves and the actual future production rates and associated costs;

the ability of the combined company to replace oil, natural gas and natural gas liquids reserves;

environmental risks;

drilling and operating risks;

exploration and development risks;

competition;

the ability of the combined company's management to execute its plans to meet its goals;

the ability of the combined company to retain key members of its senior management and key employees;

the combined company's ability to generate sufficient cash flow from operations, borrowings or other sources to fully execute its business plan;

general economic conditions, whether internationally, nationally or in the regional and local market areas in which Yuma and Davis conduct their businesses, may be less favorable than expected, including the possibility that economic conditions in the United States will worsen and that capital markets are disrupted, which could adversely affect demand for oil and natural gas and make it difficult to access financial markets;

social unrest, political instability, armed conflict, or acts of terrorism or sabotage in oil and natural gas producing regions, such as northern Africa, the Middle East or our markets; and

other economic, competitive, governmental, legislative, regulatory, geopolitical and technological factors that may negatively impact our business, operations or pricing.

Additional factors that could cause actual results to differ materially from those expressed in the forward-looking statements are discussed in reports filed with the SEC by Yuma. See "Where You Can Find More Information" beginning on page 232 of this proxy statement/prospectus.

Forward-looking statements speak only as of the date of this proxy statement/prospectus. All subsequent written and oral forward-looking statements concerning the merger or other matters addressed in this proxy statement/prospectus and attributable to Yuma or Davis or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Except to the extent required by applicable law or regulation, neither Yuma nor Davis undertakes any obligation to update forward-looking statements to reflect events or circumstances after the date of this proxy statement/prospectus or to reflect the occurrence of unanticipated events.

SUMMARY

The following summary highlights some of the information contained in this proxy statement/prospectus. This summary may not contain all of the information that is important to you. For a more complete description of the merger agreement, the merger and the other transactions contemplated thereby, Yuma and Davis encourage you to read carefully this entire proxy statement/prospectus, including the attached Annexes. We have defined certain oil and gas industry terms used in this proxy statement/prospectus in the “Glossary of Certain Oil and Natural Gas Terms” beginning on page 233.

The Companies (Page 67)

Yuma Energy, Inc.
1177 West Loop South, Suite 1825
Houston, Texas 77027
(713) 968-7000

Yuma Energy, Inc. is an independent Houston-based exploration and production company. It is focused on the acquisition, development, and exploration for conventional and unconventional oil and natural gas resources, primarily in the U.S. Gulf Coast and California. Yuma has employed a 3-D seismic-based strategy to build a multi-year inventory of development and exploration prospects. Its current operations are focused on onshore assets located in central and southern Louisiana, where it is targeting the Austin Chalk, Tuscaloosa, Wilcox, Frio, Marg Tex and Hackberry formations. In addition, Yuma has a non-operated position in the Bakken Shale in North Dakota and operated positions in Kern and Santa Barbara Counties in California.

Yuma Delaware Merger Subsidiary, Inc.
Yuma Merger Subsidiary, Inc.
1177 West Loop South, Suite 1825
Houston, Texas 77027
(713) 968-7000

Yuma Delaware Merger Subsidiary, Inc., which we refer to as Delaware Merger Subsidiary, is a Delaware corporation and a direct wholly owned subsidiary of Yuma and was formed solely for the purpose of consummating the reincorporation. Yuma Merger Subsidiary, Inc., which we refer to as Merger Subsidiary, is a Delaware corporation and a direct wholly owned subsidiary of Delaware Merger Subsidiary and was formed solely for the purpose of consummating the merger. Neither Yuma Delaware Merger Subsidiary, Inc., nor Yuma Merger Subsidiary, Inc. has carried on any activities to date, except for activities incidental to formation and activities undertaken in connection with the reincorporation and the merger.

Davis Petroleum Acquisition Corp.
1330 Post Oak Blvd., Suite 600
Houston, Texas 77056
(713) 439-6757

Davis Petroleum Acquisition Corp. is an independent Houston-based oil and gas company focused on acquisition, exploration and development of domestic oil and gas properties with approximately 4.7 million Boe of proved reserves as of December 31, 2015. Davis’ company-operated properties are conventional fields located onshore in

south Louisiana and the upper Texas Gulf Coast, and its non-operated properties include Eagle Ford and Eaglebine properties in east Texas. Over 90% of the common stock of Davis is owned by entities controlled by or co-investing with Evercore Capital Partners, Red Mountain Capital Partners and Sankaty Advisors.

The Reincorporation
(Page 76)

For the reasons set forth below under “The Reincorporation—Principal Reasons for the Reincorporation,” Yuma will be merged with and into a newly formed corporation called Delaware Merger Subsidiary, the separate existence of Yuma shall cease, and Delaware Merger Subsidiary will continue and be referred to herein as “Yuma Delaware,” the surviving corporation in the reincorporation. Following the reincorporation, Yuma Delaware (i) shall possess all of Yuma’s and Delaware Merger Subsidiary’s assets, rights, powers and property as constituted immediately prior to the reincorporation and the merger; (ii) shall continue to be subject to all of Yuma’s and Yuma Delaware’s debts, liabilities and obligations as constituted immediately prior to the reincorporation; (iii) shall be subject to all actions previously taken by the board of directors of Yuma and Yuma Delaware prior to the reincorporation; (iv) each issued and outstanding share of Yuma common stock shall be deemed converted into not more than one-tenth and not less than one-twentieth of one fully paid and nonassessable share of common stock, \$0.001 par value per share, of Yuma Delaware; (v) each issued and outstanding share of Yuma preferred stock shall be deemed converted into not more than 3.5 and not less than 1.75 shares of fully paid and nonassessable shares of common stock, \$0.001 par value per share, of Yuma Delaware; (vi) the certificate of incorporation of Yuma Delaware, as may be amended and restated, prior to the reincorporation, shall continue to be the certificate of incorporation of Yuma Delaware, unless and until amended in accordance with applicable law and the terms of the merger agreement; (vii) the bylaws of Yuma Delaware, as may be amended and restated, prior to the reincorporation, shall continue to be the bylaws of Yuma Delaware, unless and until amended in accordance with applicable law; (viii) the current directors of Yuma Delaware immediately prior to the reincorporation shall be the directors of Yuma Delaware, and shall hold office in accordance with the DGCL, and the amended and restated certificate of incorporation and the amended and restated bylaws of Yuma Delaware; and (ix) the persons who are officers of Yuma Delaware immediately prior to the reincorporation shall be the officers of Yuma Delaware in their same positions, and shall hold office in accordance with the DGCL, and the amended and restated certificate of incorporation and the amended and restated bylaws of Yuma Delaware.

The Merger
(Page 85)

The Structure of the Merger

Yuma has agreed that its subsidiary will merge with Davis under the terms and conditions set forth in the merger agreement, which we describe in this proxy statement/prospectus. Pursuant to the merger agreement, a newly formed subsidiary of Yuma Delaware, which we refer to as “Merger Subsidiary,” will merge with and into Davis, with Davis continuing as the surviving corporation and a wholly owned subsidiary of Yuma Delaware. We refer to this as the “merger.” We have attached the merger agreement as Annex A to this proxy statement/prospectus. We encourage you to carefully read the merger agreement in its entirety. We currently expect that the reincorporation and the merger will be completed in the fourth quarter of 2016. However, we cannot predict the actual timing of the completion of these transactions or if they will ultimately occur.

Merger Consideration and Exchange Ratio

The merger agreement provides that at the effective time of the merger each share of Davis common stock issued and outstanding immediately prior to the effective time will be converted into the right to receive shares of Yuma Delaware common stock and each share of Davis preferred stock issued and outstanding immediately prior to the effective time will be converted into the right to receive shares of Yuma Delaware preferred stock. In the merger and assuming a 1-for-10 reverse stock split, Yuma Delaware agreed to issue and Davis common stockholders will receive approximately 0.0956 shares of Yuma Delaware common stock for each share of Davis common stock held immediately prior to the effective time of the merger (or an aggregate of approximately 14.5 million shares of Yuma Delaware common stock which may change based upon the number of outstanding shares of Yuma Delaware common stock on the date of the merger), and Davis preferred stockholders will receive approximately 0.0956 shares of Series D Convertible Preferred Stock, \$0.001 par value per share, of Yuma Delaware (the “Yuma Delaware preferred stock”) for each share of Davis preferred stock held immediately prior to the effective time of the merger (or an aggregate of approximately 3.3 million shares of Yuma Delaware preferred stock which may change based upon the number of outstanding shares of Yuma Delaware common stock on the date of the merger). The merger consideration and exchange ratio will be adjusted based on the number of outstanding shares of Yuma Delaware common stock on the date of the merger; however, the merger consideration and exchange ratio will not be adjusted to reflect changes in the market price of Yuma Delaware common stock. After the merger, it is expected that former holders of Davis common stock will own approximately 61.1% of Yuma Delaware’s common stock then outstanding and former holders of Yuma common stock and preferred stock will own approximately 38.9% of Yuma Delaware common stock then outstanding. No assurance can be given that the current fair market value of Yuma Delaware common stock to be received as the merger consideration will be equivalent to the fair market value of Yuma Delaware common stock on the date that the merger consideration is received by a Davis common stockholder or at any other time. The actual fair market value of the Yuma Delaware common stock received by Davis common stockholders depends upon the fair market value of Yuma Delaware common stock upon receipt by the Davis stockholders, which may be higher or lower than the market price of Yuma Delaware common stock on the date the merger was announced, on the date that this proxy statement/prospectus is mailed to Davis’ stockholders, or on the date of the special meeting of Davis stockholders.

Treatment of Yuma Equity Awards

Each option to acquire Yuma common stock granted pursuant to Yuma’s stock plans and outstanding immediately prior to the consummation of the reincorporation, whether vested or unvested, exercisable or unexercisable, will be automatically converted into the right to receive not more than one-tenth and not less than one-twentieth of one share of Yuma Delaware common stock for each share of Yuma common stock subject to such option, on the same terms

and conditions applicable to the option to purchase Yuma common stock, except that the exercise price of such option shall be multiplied by not less than ten and not more than twenty; provided that any such conversion will be in accordance with Section 409A of the Code.

Each outstanding share of restricted stock of Yuma granted pursuant to Yuma's stock plans and outstanding immediately prior to the consummation of the reincorporation, whether vested or unvested, will be automatically converted into the right to receive not more than one-tenth and not less than one-twentieth of one share of Yuma Delaware restricted common stock, on the same terms applicable to such Yuma restricted stock award.

Each stock appreciation right granted pursuant to Yuma's stock plans and outstanding immediately prior to the consummation of the reincorporation, whether vested or unvested, exercisable or unexercisable, will be automatically converted into the right to receive not more than one-tenth and not less than one-twentieth of one share of Yuma Delaware common stock for each share of Yuma common stock subject to such stock appreciation right, on the same terms and conditions applicable to the Yuma stock appreciation right, except that the exercise price shall be multiplied by not less than ten and not more than twenty; provided that any such conversion will be in accordance with Section 409A of the Code.

See "The Merger—Treatment of Yuma Equity Awards" beginning on page 104.

Treatment of Davis Equity Awards

All stock option awards granted by Davis will be exercised prior to the effective time of the merger or cancelled as of the effective time of the merger. All restricted stock awards not already vested will be 100% vested as of the effective time of the merger and converted into Yuma Delaware common stock as a result of the merger.

Ownership of Yuma Delaware After the Merger

Under the terms of the merger agreement, Davis' stockholders are entitled to receive, in the aggregate, approximately 61.1% of the common stock of Yuma Delaware and 100% of the preferred stock of Yuma Delaware as a result of the merger. Assuming a 1-for-10 reverse stock split, Yuma Delaware anticipates that it will issue approximately 14.5 million shares of Yuma Delaware common stock to former holders of Davis common stock pursuant to the merger and approximately 3.3 million shares of Yuma Delaware preferred stock to former holders of Davis preferred stock. The Yuma Delaware preferred stock will initially have the same voting rights as an equal number of shares of Yuma Delaware common stock on most matters voted on by stockholders. Assuming a 1-for-10 reverse stock split, immediately following the completion of the merger, Yuma Delaware expects to have approximately 23.8 million shares of its common stock outstanding and 3.3 million shares of its preferred stock outstanding. Davis stockholders are therefore expected to hold approximately 61.1% of the combined company's common stock outstanding, and approximately 65.8% of the voting power, immediately after the merger. Consequently, Yuma shareholders, as a general matter, will have less influence over the management and policies of Yuma Delaware than they currently exercise over the management and policies of Yuma. The ownership percentages will not change based on the specific ratio of the reverse stock split as part of the reincorporation.

Directors and Executive Officers of Yuma Delaware After the Merger

Upon closing of the merger, the Yuma Delaware board of directors will consist of seven directors, three of which will be nominated by Yuma and four of which will be nominated by Davis. Four of the five directors of Yuma Delaware prior to the merger, including one such director nominated by Davis, will continue to serve as directors, and three additional directors will be appointed by Davis as part of the closing of the merger. All of the executive officers of Yuma Delaware prior to the merger will continue to serve as executive officers in the same capacity following the merger. Information concerning the three director nominees expected to be appointed to serve on the Yuma Delaware board of directors upon closing of the merger is set forth in detail under "Management of the Combined Company Following the Merger" beginning on page 180.

Effective Time and Completion of the Merger

Yuma and Davis hope to complete the merger as soon as reasonably practicable and expect the closing of the reincorporation and the merger to occur in the fourth quarter of 2016. However, the merger is subject to the satisfaction or waiver of other conditions, and it is possible that factors outside the control of Yuma and Davis could

result in the merger being completed at an earlier time, a later time or not at all. If the merger has not been completed on or before October 31, 2016, either Yuma or Davis may terminate the merger agreement unless the failure to complete the merger by that date is due to the failure of the party seeking to terminate the merger agreement to fulfill any material obligations under the merger agreement or a material breach of the merger agreement by such party.

Completion of the Merger is Subject to Certain Conditions

A number of conditions must be satisfied or waived in the discretion of one or both parties, as required by the merger agreement and where legally permissible, before the merger can be consummated. These include, among others:

the reincorporation shall have occurred;

the approval by the Yuma shareholders of the amended and restated certificate of incorporation of Yuma Delaware proposals;

the approval and adoption by Yuma Delaware of the Certificate of Designation of the Series D Preferred Stock;

the approval and adoption by Yuma shareholders of the merger agreement;

the approval and adoption by the Yuma shareholders of the amendments to the Yuma certificate of determination;

the approval and adoption of the merger agreement by Davis stockholders holding at least a majority of all votes entitled to be cast, with the holders of Davis common stock and Davis preferred stock voting together as a single class, and holding at least a majority of all outstanding Davis preferred stock, voting as a separate class;

the effectiveness of the Form S-4 registration statement, of which this proxy statement/prospectus is a part, and the absence of a stop order suspending the effectiveness of the Form S-4 registration statement or proceedings for such purpose pending before or threatened by the SEC;

the issuance of shares of Yuma Delaware common stock and preferred stock shall be exempt from registration, or shall have been registered or qualified, under state securities laws;

the approval for listing on the NYSE MKT of the shares of Yuma Delaware common stock (including the Yuma Delaware common stock to be issued upon conversion of the Yuma Delaware preferred stock) to be issued pursuant to the merger agreement, subject to official notice of issuance;

Yuma or Yuma Delaware must enter into a reserve based revolving credit facility to be effective immediately upon the merger that provides for an initial borrowing base and minimum aggregate loan commitments of not less than \$44.0 million and that is on terms and conditions acceptable to each of Yuma and Davis in their reasonable discretion;

the boards of directors of Yuma and Davis shall have received an opinion from Jones & Keller, P.C. and Porter Hedges LLP, respectively, dated as of the effective date of the merger, to the effect that the merger will qualify as a reorganization within the meaning of Section 368(a) of the Code;

no governmental entity having jurisdiction over any party shall have enacted, issued, promulgated, enforced or entered any order, whether temporary, preliminary or permanent, that makes illegal, enjoins or otherwise prohibits consummation of the merger or the other transactions contemplated by the merger agreement;

the board of directors of Yuma shall have received an opinion from ROTH to the effect that, as of the date of the merger agreement and based upon and subject to the qualifications and assumptions set forth therein, the exchange ratio of the merger is fair, from a financial point of view, to Yuma and its shareholders;

the accuracy of the representations and warranties of Yuma and Davis in the merger agreement, subject to certain materiality thresholds;

the performance in all material respects by each of Yuma and Davis of its respective covenants required to be performed by it under the merger agreement at or prior to the closing date;

receipt of certificates by executive officers of each of Yuma and Davis to the effect that the conditions described in the preceding two bullet points have been satisfied;

Yuma and Davis shall each have obtained any consents, approvals and waivers to the merger required of any third party;

there not having occurred a material adverse effect on Yuma or Davis since the date of the merger agreement, the effects of which are continuing; and

dissenting shares, if any, shall constitute less than 5% of the issued and outstanding common stock of Davis and less than 5% of the issued and outstanding shares of its preferred stock.

Neither Yuma nor Davis can give any assurance as to when or if all of the conditions to the consummation of the merger will be satisfied or waived or that the merger will occur. Neither Yuma nor Davis currently intends to waive the condition relating to obtaining an opinion of Jones & Keller, P.C. and Porter Hedges LLP to its obligation to consummate the merger. If either Yuma or Davis waives this opinion condition after this registration statement is declared effective by the SEC, and if the tax consequences of the merger to Yuma shareholders would be material, Yuma and Davis will recirculate appropriate soliciting materials to resolicit the votes of Yuma shareholders.

Termination of the Merger Agreement; Fees Payable

In general, the merger agreement may be terminated at any time prior to the effective time of the merger in the following ways, subject to certain exceptions discussed in “The Merger Agreement – Termination of the Merger Agreement”:

by mutual written agreement of Yuma and Davis;

by either Yuma or Davis:

if the merger is not completed on or before October 31, 2016, unless the failure of the closing to occur by such date is due to the failure of the party seeking to terminate the merger agreement to fulfill any material obligation under the merger agreement or a material breach of the merger agreement by such party or if the failure of the reincorporation to occur on or before such date is due solely to the failure of Yuma to obtain effectiveness of the registration statement;

if any court or other governmental entity shall have issued a statute, rule, order, decree or regulation or taken any other action permanently restraining, enjoining or otherwise prohibiting the consummation of the merger or making the merger illegal;

if the Yuma shareholders fail to approve and adopt the merger agreement by the requisite vote;

if there has been a material breach of any of the representations, warranties or covenants set forth in the merger agreement on the part of any of the other parties, which breach has not been cured within 30 days following receipt by the breaching party of written notice of such breach from the terminating party or October 31, 2016 (provided that the terminating party is not then in material breach of any representation, warranty, covenant or other agreement contained in the merger agreement); or

if the Davis stockholders fail to approve and adopt the merger agreement.

if the board of directors of Yuma shall have failed to recommend, or shall have withdrawn, modified or amended in a manner adverse to Davis in any material respect its previous board recommendation, or shall have resolved to do any of the foregoing, or shall have recommended another acquisition proposal (as defined below) or if the board of directors of Yuma shall have resolved to accept a superior offer (as defined below);

if the board of directors of Davis shall have failed to recommend, or shall have withdrawn, modified or amended in a manner adverse to Yuma in any material respect its previous Davis board recommendation, or shall have resolved to do any of the foregoing, or shall have recommended another acquisition proposal or if the board of directors of Davis shall have resolved to accept a superior offer;

by Davis if, notwithstanding the existence of the voting agreement with the members of the board of directors of Davis, prior to receipt of the Davis stockholders' approval, Davis receives a superior offer, resolves to accept such superior offer, complies with the termination fee payment obligations and gives Yuma at least four business days' prior written notice of its intention to terminate;

by Yuma, if, notwithstanding the existence of the voting agreement with Sam L. Banks, Chairman, President and Chief Executive Officer of Yuma, prior to receipt of the Yuma shareholders' approval, Yuma receives a superior offer, resolves to accept such superior offer, complies with the termination fee payment obligations and gives Davis at least four business days' prior written notice of its intention to terminate;

by Yuma, if the shareholders of Yuma fail to approve the merger; or

by Davis, if the shareholders of Yuma fail to approve and adopt the merger agreement or the reincorporation at the Yuma shareholder's meeting (including any adjournment or postponement thereof).

For purposes of these termination provisions, the term "acquisition proposal" means, with respect to a party thereto, any offer or proposal, whether written or oral, from any person or group (as defined in Section 13(d)(3) of the Exchange Act) other than Yuma, Delaware Merger Subsidiary, Davis or any affiliates thereof (each, a "third party") to acquire beneficial ownership (as defined in Rule 13d-3 under the Exchange Act) of (i) 15% or more of any class of the equity securities of such party or (ii) 15% or more of the fair market value of the assets of such party, in each case pursuant to any merger, consolidation, amalgamation, share exchange, business combination, issuance of securities, acquisition of securities, reorganization, recapitalization, tender offer, exchange offer or other similar transaction or series of related transactions, which is structured to permit a third party to acquire beneficial ownership of (A) 15% or more of any class of equity securities of the party or (B) 15% or more of the fair market value of the assets of the party.

For purposes of these termination provisions, the term “superior offer” means an unsolicited bona fide written offer by a third party to enter into (i) a merger, consolidation, amalgamation, share exchange, business combination, issuance of securities, acquisition of securities, reorganization, recapitalization, tender offer, exchange offer or other similar transaction as a result of which either (A) the stockholders of a party to the merger agreement prior to such transaction in the aggregate cease to own at least 50% of the voting securities of the entity surviving or resulting from such transaction (or the ultimate company entity thereof) or (B) in which a person or “group” (as defined in Section 13(d)(3) of the Exchange Act) directly or indirectly acquires beneficial ownership of securities representing 50% or more of the voting power of the party’s capital stock then outstanding or (ii) a sale, lease, exchange transfer, license, acquisition or disposition of any business or other disposition of at least 50% of the assets of the party, taken as a whole, in a single transaction or a series of related transactions which, in any case under clause (i) or (ii) above: which (1) was not obtained or made as a direct or indirect result of a breach of (or in violation of) the merger agreement; and (2) is on terms and conditions that the board of directors of Yuma or Davis, as applicable, determines, in its reasonable, good faith judgment, after obtaining and taking into account such matters that its board of directors deems relevant following consultation with its outside legal counsel and financial advisor: (x) is reasonably likely to be more favorable, from a financial point of view, to Yuma shareholders or Davis stockholders, as applicable, than the merger and the other transactions contemplated hereby; and (y) is reasonably capable of being consummated.

For more information regarding the rights of Yuma and Davis to terminate the merger agreement, see “The Merger Agreement—Termination of the Merger Agreement” beginning on page 120.

Except for the termination fee set forth in the merger agreement and as described below, all costs and expenses incurred in connection with the merger agreement and the transactions contemplated therein shall be paid by the party incurring such costs or expenses.

Under the merger agreement, Yuma may be required to pay to Davis or Davis may be required to pay Yuma a termination fee of \$1.5 million if the merger agreement is terminated under certain circumstances. For more information regarding termination fees, see “The Merger Agreement—Termination of the Merger Agreement” beginning on page 120.

Payment of Termination Fees by Davis. Davis must pay to Yuma a termination fee in an amount in cash equal to \$1.5 million in the event that (i) Davis terminates the merger agreement because it accepts a superior offer; (ii) Yuma terminates the merger agreement as a result of a Davis material adverse effect provided that Davis and its subsidiaries incur resultant losses of \$3.0 million or more with at least \$1.5 million of such losses resulting from Davis’ breach of one or more representations, warranties or covenants under the merger agreement; (iii) Davis or Yuma terminate the merger agreement as a result of the Davis board failing to make its recommendation of the merger to its stockholders; or (iv) Yuma terminates the merger agreement prior to the date Davis solicits the approval of Davis stockholders at a meeting or by written consent, an acquisition proposal with respect to Davis has been publicly announced and not withdrawn or abandoned at the time of termination, and within one year after such termination, Davis enters into a definitive agreement with respect to or consummates such acquisition proposal.

Payment of Termination Fees by Yuma. Yuma shall pay to Davis a termination fee in an amount in cash equal to \$1.5 million in the event that (i) Yuma terminates the merger agreement because it accepts a superior offer; (ii) Davis terminates the merger agreement as a result of a Yuma material adverse effect provided that Yuma and its subsidiaries incur resultant losses of \$3.0 million or more with at least \$1.5 million of such losses resulting from Yuma’s breach of one or more representations, warranties or covenants under the merger agreement; (iii) Davis or Yuma terminate the merger agreement as a result of the Yuma board failing to make its recommendation of the merger to its shareholders; or (iv) Davis terminates the merger agreement prior to the date Yuma solicits the approval of Yuma shareholders at a meeting or by written consent, an acquisition proposal with respect to Yuma has been publicly announced and not withdrawn or abandoned at the time of termination, and within one year after such termination, Yuma enters into a

definitive agreement with respect to or consummates such acquisition proposal.

We May Amend the Terms of the Merger Agreement and Waive Rights Under the Merger Agreement

Subject to compliance with applicable law, Yuma and Davis may amend the merger agreement at any time before or after approval and adoption of the merger agreement by Yuma and Davis stockholders. However, after such approval and adoption there may not be, without further approval of Yuma and Davis stockholders, any amendment of the merger agreement that alters or changes, in a way that adversely affects the holders of any shares of Yuma or Davis capital stock or alters or changes the merger consideration to be received by the Davis stockholders in the merger.

At any time prior to the effective time of the merger, Yuma and Davis may, to the extent legally allowed:

extend the time for the performance of any of the obligations or other acts of the other parties under the merger agreement;

waive any inaccuracies in the other parties' representations and warranties; and

waive the other parties' compliance with any of its agreements or conditions contained in the merger agreement.

Any such waiver or extension is subject to certain conditions. See "The Merger Agreement—Amendment of the Merger Agreement."

Regulatory Filings and Approvals Required to Complete the Merger

Neither Yuma nor Davis is aware of any material governmental or regulatory approvals required for the completion of the reincorporation, the merger and compliance with the applicable corporate law of the States of California and Delaware.

The Special Meetings and Voting
(Pages 69 and 73)

Yuma Special Meeting of Shareholders

The special meeting of the shareholders of Yuma will be for the following purposes:

1.
To consider and vote upon a proposal to approve and adopt the merger agreement, as it may be amended from time to time.
2.
To consider and vote upon a proposal to approve the reincorporation.
3.
To consider and vote upon the proposals related to the amended and restated certificate of incorporation of Yuma Delaware.
4.
To consider and vote upon a proposal to approve the amendment to the Yuma certificate of determination.
5.
To consider and vote upon a proposal to adopt and approve an amendment to the Yuma 2014 Long-Term Incentive Plan.
6.
To consider and vote on any proposal to authorize Yuma's board of directors, in its discretion, to adjourn the special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in favor of the proposals listed above.

Yuma does not expect to transact any other business at the special meeting. Yuma's board of directors has fixed the close of business on September 1, 2016 as the record date for determining those Yuma shareholders entitled to vote at the special meeting and any adjournment or postponement thereof. Accordingly, only shareholders of record at the close of business on that date are entitled to notice of, and to vote at, the special meeting. A complete list of the Yuma shareholders will be available for examination at the offices of Yuma in Houston, Texas during ordinary business hours for a period of 10 days prior to the special meeting.

The approval and adoption of the merger agreement, the approval of the reincorporation, the approval of the proposals related to the Yuma Delaware amended and restated certificate of incorporation, and the approval of the proposal to approve and adopt the amendments to the Yuma certificate of determination, each require the affirmative vote of the holders of at least a majority of the shares of Yuma common stock issued and outstanding and entitled to vote at the Yuma special meeting, and the approval of at least 66 % of the shares of Yuma preferred stock issued and outstanding and entitled to vote at the Yuma special meeting. The affirmative vote of the holders of at least a majority of the shares of Yuma common stock represented in person or by proxy at the special meeting and voting on each such proposal, provided that such shares voting affirmatively must also constitute a majority of the required quorum for the meeting, is required to approve the proposal to approve and adopt the amendment to the 2014 Plan and the proposal to adjourn the Yuma special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposals listed above.

The board of directors of Yuma recommends that Yuma shareholders vote “FOR” each of the proposals to be voted on at the special meeting.

Davis Special Meeting of Stockholders

The special meeting of the stockholders of Davis will be for the following purposes:

1. To consider and vote on the proposal to approve and adopt the merger agreement, as it may be amended from time to time, and the transactions contemplated by the merger agreement; and
2. To consider and vote on the proposal to adjourn the Davis special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the foregoing proposal regarding the merger.

Davis’ board of directors has fixed the close of business on September 22, 2016 as the record date for determining the holders of shares of Davis common stock and preferred stock entitled to receive notice of and to vote at the Davis special meeting and any adjournments or postponements thereof. Each holder of record of shares of Davis common stock outstanding on the record date and each holder of record of shares of Davis preferred stock outstanding on the record date will be entitled to one vote for each share held of record with respect to each matter properly submitted to the stockholders for a vote at the Davis special meeting and at any adjournment or postponement thereof. Holders of Davis common stock and holders of Davis preferred stock will vote as a single class with respect to Proposal 1 and Proposal 2 described above and as to all other matters that come before the special meeting except to the extent otherwise expressly provided by Davis’ certificate of incorporation (as amended by the Designation of Series A Convertible Preferred Stock) or by the DGCL. In addition, holders of record of shares of Davis preferred stock are entitled to vote as a separate class on all matters specifically affecting the Davis preferred stock, including Proposal 1. In order for Davis to satisfy its quorum requirements, holders of record of at least a majority of all of the outstanding voting stock of Davis entitled to vote at the meeting must be present at the meeting either in person or by duly authorized proxy.

The approval of the merger agreement and the transactions contemplated by the merger agreement requires the affirmative vote of the holders of at least a majority of all votes entitled to be cast by Davis stockholders, whether or not present at the special meeting, with respect to all outstanding shares of Davis common stock and all outstanding shares of Davis preferred stock voting together on an as-converted basis with the Davis common stock as a single class. Each outstanding share of Davis preferred stock is currently convertible into one share of Davis common stock and, accordingly, will be entitled to one vote at the time of the special meeting. Approval of the merger agreement and related transaction also requires the affirmative vote of the holders of at least a majority of all votes entitled to be cast by the holders of all outstanding Davis preferred stock, whether or not present at the special meeting, voting as a separate class.

The affirmative vote of a majority of the votes cast by Davis stockholders at the special meeting, with holders of Davis common stock and Davis Series A Convertible Preferred Stock voting together as a single class, is required to approve the proposal to adjourn the Davis special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the Davis special meeting to approve and adopt the merger agreement.

Voting Agreements

Davis has entered into a voting agreement with Sam L. Banks, Chairman, President and Chief Executive Officer of Yuma, who owns approximately 57.0% of the outstanding shares of Yuma common stock as of the record date of the Yuma special meeting of shareholders. The voting agreement provides, among other things, that Sam L. Banks will vote in favor of the proposal to approve and adopt the merger agreement, the proposal to approve the reincorporation, and the proposals related to the Yuma Delaware amended and restated certificate of incorporation. Mr. Banks also agreed not to sell, transfer or otherwise dispose of his shares of Yuma common stock, subject to certain exceptions provided in the voting agreement. Therefore, subject to the terms of the voting agreement, approval of the reincorporation and the merger by the holders of Yuma common stock is assured. However, the reincorporation and the merger must be approved by the holders of 66 % of the outstanding shares of Yuma preferred stock and that vote is not assured as Davis has not entered into a voting agreement with any holder of Yuma preferred stock.

Certain of Davis' current and former officers and directors (and certain of their affiliates), together with certain of Davis' largest stockholders, who collectively own approximately 96.3% of the outstanding shares of Davis common stock and approximately 99.6% of the outstanding shares of Davis preferred stock as of the record date of the Davis special meeting of stockholders, have entered into a voting agreement with Yuma in which each stockholder agreed to vote in favor of the merger. Pursuant to the voting agreement, each such stockholder also agreed not to sell, transfer or otherwise dispose of that stockholder's shares of Yuma common stock and preferred stock, subject to certain exceptions provided in the voting agreement. Therefore, subject to the terms of the voting agreements, approval of the merger by the holders of Davis common stock and Davis preferred stock is assured.

For more information regarding these voting agreements, see "Voting Agreements" on page 123.

Matters to be Considered in Deciding How to Vote (Page 91)

Recommendation of the Yuma Board of Directors and Its Reasons for the Reincorporation and the Merger

After careful consideration, the Yuma board of directors approved the merger agreement on February 10, 2016. The Yuma board of directors recommends that Yuma shareholders vote "FOR" the proposal to approve and adopt the merger agreement; "FOR" the proposal to approve the reincorporation; "FOR" the proposals related to the amended and restated certificate of incorporation of Yuma Delaware; "FOR" the proposal to approve and adopt the amendments to the Yuma

certificate of determination; “FOR” the amendment to the Yuma 2014 Long-Term Incentive Plan; and “FOR” any proposal to authorize Yuma’s board of directors to adjourn the special meeting. Because of their mutual dependence, if the proposal to approve and adopt the merger agreement, the proposal to approve the reincorporation, the proposals related to the amended and restated certificate of incorporation of Yuma Delaware, or the proposal related to the amendments to the Yuma certificate of determination are not all approved, then none will be deemed to have been approved.

For the factors considered by Yuma’s board of directors in reaching its decision to approve these matters as well as the Yuma board of directors’ reasons for, and certain risks related to, the merger, see “The Merger—Recommendation of Yuma’s Board of Directors and Reasons for the Merger” beginning on page 91.

Recommendation of the Davis Board of Directors and Its Reasons for the Merger

After careful consideration, the Davis board of directors unanimously approved and adopted the merger agreement, the merger and the other transactions contemplated by the merger agreement and determined that the merger agreement, the merger and the other transactions contemplated by the merger, taken as a whole, are advisable, fair to and in the best interests of Davis and its stockholders. The members of the Davis board of directors were appointed by Davis Petroleum Investments, LLC (“Evercore”), RMCP PIV DPC, LP and RMCP PIV DPC II, LP (collectively, “Red Mountain”), Sankaty Davis, LLC (“Sankaty” and together with Evercore and Red Mountain, the “Significant Stockholders”), which Significant Stockholders collectively own 82.6% of the outstanding common stock of Davis and 99.4% of the outstanding preferred stock of Davis as of August 1, 2016. Each such director is a sophisticated professional investor and has a deep knowledge of the oil and natural gas industry. The Davis board of directors unanimously recommends that Davis stockholders vote “FOR” the proposal to approve and adopt the merger agreement and the transactions contemplated by the merger agreement and “FOR” any adjournment proposal.

For the factors considered by the Davis board of directors in reaching its decision to approve the merger agreement and approve the consummation of the transactions contemplated by the merger agreement, including the merger, as well as the Davis board of directors' reasons for, and certain risks related to, the merger, see "The Merger—Recommendation of Davis' Board of Directors and Reasons for the Merger" beginning on page 93.

Fairness Opinions of ROTH Capital Partners, LLC to the Yuma Board of Directors

Roth Capital Partners, LLC, or ROTH, rendered two opinions to Yuma's board of directors that, as of the date specified in each opinion, and based upon and subject to the qualifications, limitations and assumptions stated in each opinion, the total consideration and the exchange ratio setting forth the number of shares of Yuma Delaware common stock to be issued for each share of Davis common stock in the merger, is fair to Yuma and its shareholders, from a financial point of view.

The full text of the written opinion of ROTH, dated as of February 10, 2016, and the Adjustment Letter thereto, dated as of March 4, 2016, with respect to the fairness, from a financial point of view, of the total consideration, or the total consideration opinion, and the subsequent written opinion of ROTH, dated as of May 25, 2016, with respect to the fairness, from a financial point of view, of the exchange ratio, or the exchange ratio opinion, each set forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinions, and are each attached as Annex F to this proxy statement/prospectus. ROTH provided the total consideration opinion and the exchange ratio opinion for the information and assistance of Yuma's board of directors in connection with its consideration of the merger. ROTH's opinions are not recommendations as to how any shareholder of Yuma should vote with respect to the merger or any other matter.

Pursuant to a letter agreement dated January 22, 2016 and a subsequent letter agreement dated May 2, 2016, Yuma engaged ROTH to act as its financial advisor in connection with the merger transaction. As compensation for its services in connection with the merger, Yuma paid ROTH an aggregate of \$200,000 for the delivery of its fairness opinions. In addition, Yuma has agreed to reimburse ROTH for its expenses, including attorneys' fees and disbursements, and to indemnify ROTH and related persons against various liabilities.

Material U.S. Federal Income Tax Consequences of the Reincorporation

Subject to the qualifications, limitations and assumptions described in "Material U.S. Federal Income Tax Consequences" beginning on page 126, the following seven paragraphs are the opinion of Jones & Keller, P.C. regarding the material U.S. federal income tax consequences of the reincorporation:

the reincorporation, that is, the merger of Yuma into Yuma Delaware, will qualify as a reorganization within the meaning of Section 368(a) of the Code;

no gain or loss should be recognized by a U.S. holder of Yuma common stock or preferred stock on receipt of Yuma Delaware common stock pursuant to the reincorporation;

the aggregate tax basis of the Yuma Delaware common stock received by each U.S. holder of Yuma common stock and preferred stock should equal the aggregate tax basis of the Yuma common stock and preferred stock surrendered by such holder in exchange for Yuma Delaware common stock;

the holding period of the Yuma Delaware common stock received by each U.S. holder should include the period during which such holder held the Yuma common stock and preferred stock surrendered in exchange for Yuma Delaware common stock;

U.S. holders of Yuma common stock and/or preferred stock with differing bases or holding periods are urged to consult their tax advisors with respect to identifying the bases or holding periods of the particular shares of Yuma Delaware common stock received in the reincorporation;

no gain or loss will be recognized by Yuma or Yuma Delaware by reason of the reincorporation; and

any Yuma Delaware common stock received in exchange for accrued but unpaid dividends on the Yuma preferred stock could be treated as the receipt of a dividend distribution to such U.S. holder. This will be the case where the fair market value of the Yuma Delaware common stock received (determined immediately following the reincorporation) exceeds the issue price of the Yuma preferred stock surrendered. The amount of the dividend distribution would be the lesser of (i) the amount by which the fair market value of the Yuma Delaware common stock exceeds the issue price of the Yuma preferred stock or (ii) the amount of the dividends in arrears. The portion of the Yuma Delaware common stock treated as a dividend distribution may be subject to U.S. federal income tax and should have a tax basis equal to its fair market value with a holding period commencing upon its receipt.

Material U.S. Federal Income Tax Consequences of the Merger

Subject to the qualifications, limitations and assumptions described in “Material U.S. Federal Income Tax Consequences” beginning on page 126, the following seven paragraphs are the opinion of Jones & Keller, P.C. and Porter Hedges LLP regarding the material U.S. federal income tax consequences of the merger:

the merger of Merger Subsidiary with and into Davis, will qualify as a reorganization within the meaning of Section 368(a) of the Code;

no gain or loss should be recognized by a U.S. holder of Yuma Delaware common stock or Davis common stock and/or preferred stock on receipt of Yuma Delaware common stock or preferred stock pursuant to the merger;

the aggregate tax basis of the Yuma Delaware common stock and preferred stock received by each U.S. holder of Davis common stock and/or preferred stock should equal the aggregate tax basis of the Davis common stock and/or preferred stock surrendered by such holder in exchange for Yuma Delaware common stock and preferred stock;

the holding period of the Yuma Delaware common stock and preferred stock received by each U.S. holder should include the period during which such holder held the Davis common stock and/or preferred stock surrendered in exchange for Yuma Delaware common stock and preferred stock;

U.S. holders of Davis common stock and/or preferred stock with differing bases or holding periods are urged to consult their tax advisors with respect to identifying the bases or holding periods of the particular shares of Yuma Delaware common stock and/or preferred stock received in the merger;

any Yuma Delaware preferred stock received in exchange for accrued but unpaid declared dividends on Davis preferred stock could be treated as the receipt of a dividend distribution to such U.S. holder for U.S. federal income tax purposes. The portion of the Yuma Delaware preferred stock treated as a dividend distribution, if any, should have a tax basis equal to its fair market value with a holding period commencing upon its receipt; and

no gain or loss should be recognized by Yuma Delaware or Davis by reason of the merger.

Interests of Yuma and Davis Directors and Executive Officers in the Merger

In considering the recommendation of the boards of directors of Yuma and Davis with respect to the merger, stockholders should be aware that the executive officers and directors of Yuma and Davis have certain interests in the merger that may be different from, or in addition to, the interests of Yuma and Davis stockholders. Yuma's and Davis' boards of directors were aware of these interests and considered them, among other matters, when adopting resolutions to approve and adopt the merger agreement and recommending that their respective stockholders vote to approve and adopt the merger agreement. For a discussion of the possibly conflicting interests, see "The Merger—Interests of Yuma's Directors and Executive Officers in the Merger" beginning on page 104 and "The Merger—Interests of Davis' Directors and Executive Officers in the Merger" beginning on page 104.

Appraisal Rights

Holders of Davis common stock and preferred stock have the right to dissent from the merger and, subject to certain conditions provided for in Section 262 of the DGCL, are entitled to receive payment of the fair value of their Davis common stock or preferred stock. Davis stockholders will be bound by the terms of the merger unless they dissent by complying with all of the requirements of the Delaware dissenters' rights statute. See "Dissenters' Rights of Appraisal" beginning on page 132 for a summary of dissenters' rights available to Davis stockholders, which summary is not intended to be a complete statement of applicable Delaware law and is qualified in its entirety by reference to Section 262 of the DGCL which is set forth in its entirety as Annex G to this proxy statement/prospectus.

Yuma shareholders do not have dissenter's or appraisal rights in connection with the reincorporation or the merger.

Comparison of the Rights of Yuma Shareholders

As a result of the reincorporation, the holders of Yuma common stock will have different rights as shareholders of Yuma as a Delaware corporation than as shareholders of Yuma as a California corporation due to the different laws governing the company's new jurisdiction of incorporation. These differences are described in more detail under "The Reincorporation – Significant Differences Between the Corporation Laws of California and Delaware" beginning on page 79.

Comparison of Rights of Davis Stockholders

As a result of the merger, the holders of Davis common stock and Davis preferred stock will have different rights as stockholders of Davis than as stockholders of Yuma Delaware. The differences in stockholder rights are due to the different provisions of the corporate governance documents, primarily differences with respect to the certificate of incorporation and the bylaws of the two companies. These differences are described in more detail under "The Merger – Significant Differences in the Rights of Davis Stockholders and the Rights of Yuma Delaware Stockholders" beginning on page 105.

Selected Consolidated Historical Financial Data of Yuma

Set forth below are selected data as of and for the periods indicated. The selected historical consolidated financial data as of December 31, 2015 and 2014 and for each of the fiscal years ended December 31, 2015, 2014 and 2013 have been derived from Yuma's audited financial statements which are included herein and the consolidated financial statements for the six months ended June 30, 2016 and 2015 derived from Yuma's unaudited consolidated financial statements. The selected historical consolidated financial data as of December 2012 and 2011 and for each of the fiscal years ended December 31, 2012 and 2011 were derived from Yuma's historical audited consolidated financial statements, which are not included in this proxy statement/prospectus or incorporated by reference herein.

This information should be read together with Yuma's financial statements and related notes and management's discussion and analysis of financial condition and results of operations of Yuma contained in this proxy statement/prospectus under the captions "Historical Financial Statements of Yuma" and "Management's Discussion and Analysis of Financial Condition and Results of Operations of Yuma," respectively.

Six Months Ended June 30,	Year Ended December 31,						
2016 2015	2015	2014	2013	2012	2011		
(As Restated)	(As Restated)	(As Restated)	(As Restated)				
(unaudited)							
	(In thousands, except outstanding shares and per share data)						
Revenues and other operating income:							
Sales of natural gas and crude	\$6,056	\$10,107	\$18,681	\$38,659	\$28,235	\$19,684	\$18,083
Net gains (losses) from commodity derivatives	(856)	(626)	5,039	3,399	(159)	1,598	871
Total revenues	5,200	9,481	23,719	42,058	28,076	21,282	18,954
Expenses:							
Marketing cost of sales	-	200	533	1,045	1,234	891	4,153