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PYRAMID OIL CO
Form 8-K
July 25, 2005

1

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

July 19, 2005
(Date of Report - date of earliest event reported)

Commission File Number 0-5525

PYRAMID OIL COMPANY
(Exact name of registrant as specified in its charter)

CALIFORNIA
(State or other jurisdiction of
incorporation or organization)

94-0787340
(IRS Employer
Identification No.)

2008 - 21ST. STREET
BAKERSFIELD, CALIFORNIA
(Address of principal executive offices)

93301
(Zip Code)

(661) 325-1000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.14e-4(c))

2

Section 5 - Corporate Governance and Management

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Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

Effective July 19, 2005, Mr. Michael D. Herman has been elected Chairman of the Board and a Director of Pyramid Oil Company (the Company). Mr. Herman purchased 1,338,485 shares of the common stock of the Company (approximately 56% of the Company's outstanding common stock) from J. Ben Hathaway, Jean Hathaway, Henry Hathaway and John Hathaway.

Mr. Herman was elected at a regular meeting of the Board of Directors held on July 19, 2005, to fill a vacancy on the Board of Directors created by the resignation of J. Ben Hathaway from the Board of Directors, effective June 15, 2005, concurrent with the sale of the common stock of Pyramid Oil Company by Mr. Hathaway and his family members. The Company had agreed to elect Mr. Herman to fill the vacancy created by Mr. Hathaway's resignation.

Mr. Herman is expected to be named to the Nominating and Governance, Compensation and Audit Committees of the Board of Directors.

3

SIGNATURES

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

PYRAMID OIL COMPANY
(Registrant)

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Dated: July 25, 2005

By: JOHN H. ALEXANDER

John H. Alexander
President