

NDB Energy, Inc.
Form 8-K
September 28, 2011

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

September 16, 2011

Date of Report (Date of earliest event reported)

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

Nevada
(State or other jurisdiction of incorporation)

333-52040
(Commission File Number)

98-0195748
(I.R.S. Employer Identification No.)

1200 G Street
NW Suite 800
Washington, DC 20005
(Address of principal executive offices)

(800) 676-1006
(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 (see General Instruction A.2. below):

- 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 240.13e-4(c))
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SECTION 1. Registrant's Business and Operations

Item 1.01 Entry into a Material Definitive Agreement.

Effective as of September 16, 2011, NDB Energy, Inc. (the "Company") entered into an Acquisition Agreement with Baron Energy, Inc. ("Baron"), pursuant to which the Company acquired two leases to approximately 140 acres of land and twelve wells in Archer County, Texas for \$125,000 (the "AC AA"). Pursuant to the terms of the AC AA, the Company received an 80% non-operated working interest and a 60.8% net royalty interest in the leases; Baron received a 20% operated working interest and a 15.2% royalty interest in the leases. Additionally, Baron was given a six month option to purchase from the Company a 20% non-operated working interest and a 15.2% net royalty interest under the same pro rata terms and conditions as the original price. The wells are currently, and will remain, operated by Baron. A copy of the AC AA is attached hereto as Exhibit 10.1.

SECTION 2. Financial Information

Item 2.01 Completion of Acquisition or Disposition of Assets

Effective as of September 16, 2011, the Company completed the acquisition of two leases for approximately 140 acres of land and twelve wells in Archer County, Texas pursuant to the AC AA. For additional information see Item 1.01 above.

SECTION 3. Securities and Trading Markets

SECTION 4. Matters Related to Accountants and Financial Statements

None

SECTION 5. Corporate Governance and Management

SECTION 6. [Reserved]

N/A.

SECTION 7. Regulation FD

Item 7.01 Regulation FD Disclosure

Except for the historical information presented in this document, the matters discussed in this Form 8-K, or otherwise incorporated by reference into this document, contain "forward-looking statements" (as such term is defined in the Private Securities Litigation Reform Act of 1995). These statements are identified by the use of forward-looking terminology such as "believes," "plans," "intend," "scheduled," "potential," "continue," "estimates," "hopes," "goal," "objectives," "may," "will," "should" or "anticipates" or the negative thereof or other variations thereon or comparable terminology, or by discussions of strategy that involve risks and uncertainties. The safe harbor provisions of Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended, apply to forward-looking statements made by the Registrant. The reader is cautioned that no statements contained in this Form 8-K should be construed as a guarantee or assurance of future performance or results. These forward-looking statements involve risks and uncertainties, including those identified within this Form 8-K. The actual results that the Registrant achieves may differ materially from any forward-looking statements due to such risks and uncertainties. These forward-looking statements are based on current expectations, and the Registrant assumes no obligation to

update this information. Readers are urged to carefully review and consider the various disclosures made by the Registrant in this Form 8-K and in the Registrant's other reports filed with the Securities and Exchange Commission that attempt to advise interested parties of the risks and factors that may affect the Registrant's business.

Note: Information in this report furnished pursuant to Item 7 shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information in this current report shall not be incorporated by reference into any registration statement pursuant to the Securities Act of 1933, as amended. The furnishing of the information in this current report is not intended to, and does not, constitute a representation that such furnishing is required by Regulation FD or that the information this current report contains is material investor information that is not otherwise publicly available.

SECTION 8. Other Events

None

SECTION 9. Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

The following exhibits are furnished as part of this report:

| Number | Description |
|--------|--|
| 10.1 | Acquisition Agreement between Baron Energy, Inc. and NDB Energy, Inc., dated September 16, 2011. |

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 hereunto duly authorized on September 27, 2011.

NDB Energy, Inc.

By: /s/ James J. Cerna, Jr.

Name: James J. Cerna, Jr.

Title: Chief Executive Officer and Director

- 4 -
