

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

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

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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

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

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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](http://www.sec.gov), and you may obtain certain of these documents at Yuma’s website, [www.yumaenergyinc.com](http://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, 2016    2015 (As Restated) (unaudited)	Year Ended December 31, 2015      2014      2013      2012    2011 (As Restated) (As Restated) (As Restated) (As Restated)							
	(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	
Lease operating	3,893	6,449	11,401	12,817	9,316	5,099	4,792	
Re-engineering and workovers	-	554	556	3,085	2,522	434	1,340	
General and administrative – stock based compensation	720	1,872	2,289	3,388	452	-	-	
General and administrative – other	4,161	3,516	7,434	8,156	4,536	3,738	3,008	
Depreciation, depletion and amortization	4,467	7,897	13,651	19,665	12,077	5,074	2,866	
Asset retirement obligation accretion expense	210	330	605	605	668	265	240	
Impairments	11,016	4,927	4,927	-	-	-	-	
Other	(16 )	719	468	98	172	151	376	
Total expenses	24,451	26,464	41,864	48,859	30,979	15,652	16,775	
Other income (expense):								
Change in fair value of preferred stock derivative liability - Series A in 2011-2014, Series B in 2012-2014	-	-	-	(15,677)	(26,259)	(17,099)	(5,604 )	
Interest expense	(729 )	(206 )	(456 )	(326 )	(568 )	(210 )	(597 )	
	-	-	-	-	(175 )	-	-	

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Bank mandated derivative instruments novation cost							
Other, net	7	21	36	25	(65 )	8	180
Total other income (expense)	(722 )	(185 )	(420 )	(15,978)	(27,067)	(17,301)	(6,021 )
Net loss from continuing operations before taxes	(19,973)	(17,168)	(18,566)	(22,779)	(29,970)	(11,671)	(3,841 )
Income tax expense (benefit)	(1,225 )	(3,935 )	(3,726 )	(1,936 )	(1,381 )	3,098	854
Net loss	(18,748)	(13,233)	(14,840)	(20,843)	(28,589)	(14,769)	(4,695 )
Discontinued operations – pipeline segment	-	-	-	-	-	-	(18 )
Net income (loss)	(18,748)	(13,233)	(14,840)	(20,843)	(28,589)	(14,769)	(4,713 )
Less net income attributable to non-controlling interest	-	-	-	-	-	-	2
Net loss attributable to Yuma Energy, Inc.	(18,748)	(13,233)	(14,840)	(20,843)	(28,589)	(14,769)	(4,715 )
Dividends paid in cash, perpetual preferred Series A	-	619	1,047	224	-	-	-
Dividends in arrears, perpetual preferred Series A	641	-	214	-	-	-	-
Preferred stock accretion, Series A and Series B	-	-	-	787	1,102	964	-
Dividends paid in cash, Series A and Series B	-	-	-	445	146	1,363	438
Dividends paid in kind, Series A and Series B	-	-	-	4,133	5,412	-	-
Net loss attributable to common stockholders	\$ (19,389)	\$ (13,852)	\$ (16,101)	\$ (26,432)	\$ (35,249)	\$ (17,096)	\$ (5,153 )

	As of and for the six months ended June 30 , 2016		As of and for the Year Ended December 31,				
	2016	2015 (As Restated)	2015 (As Restated)	2014 (As Restated)	2013 (As Restated)	2012	2011
	(unaudited)		(In thousands, except outstanding shares and per share data)				
Earnings (loss) per common share:							
Basic	\$(0.27 )	\$(0.20 )	\$(0.23 )	\$(0.53 )	\$(0.86 )	\$(0.42 )	\$(0.25 )
Diluted	\$(0.27 )	\$(0.20 )	\$(0.23 )	\$(0.53 )	\$(0.86 )	\$(0.42 )	\$(0.25 )
Weighted average shares outstanding:							
Basic	72,048,490	70,384,326	71,013,717	49,678,444	41,074,953	40,896,222	20,932,643
Diluted	72,048,490	70,384,326	71,013,717	49,678,444	41,074,953	40,896,222	20,932,643

Statement of  
Cash Flow  
DataCash provided  
by (used in)

Operating activities	\$(985	) \$(3,401	) \$(1,370	) \$24,466	\$14,913	\$3,247	\$2,735
Investing activities	(1,872	) (8,100	) (12,311	) (18,088	) (27,253	) (28,762	) (10,677
Financing activities	(405	) 8,226	7,478	986	11,250	29,880	(43

Balance Sheet  
Data

Total assets	\$98,955	\$128,772	\$119,621	\$147,596	\$111,632	\$87,015	\$57,118
Current debt	29,800	432	30,064	283	178	184	236
Long-term debt	-	29,900	-	22,900	31,215	17,875	2,975
Stockholders' equity	51,531	70,905	69,605	80,271	(47,888	) (8,434	) 8,566



## Selected Consolidated Historical Financial Data of Davis

Set forth below are selected data derived from Davis' audited consolidated financial statements as of and for the years ended December 31, 2011 through 2015 and the unaudited consolidated financial statements as of and for the six months ended June 30, 2016 and 2015. This information should be read together with Davis' consolidated financial statements and related notes and management's discussion and analysis of financial condition and results of operations of Davis contained in this proxy statement/prospectus under "Historical Consolidated Financial Statements of Davis" and "Management's Discussion and Analysis of Financial Condition and Results of Operations of Davis," respectively.

	Six Months Ended June 30,		Year Ended December 31,				
	2016	2015	2015	2014	2013	2012	2011
	(unaudited)						
	(In thousands, except per share data)						
Operating Results Data							
Revenues and other operating income:							
Sales of natural gas and crude	\$5,549	\$12,329	\$18,774	\$58,694	\$64,545	\$66,311	\$76,158
Total revenues	5,549	12,329	18,774	58,694	64,545	66,311	76,158
Expenses:							
Lease operating and production cost	1,647	3,493	6,510	12,611	11,606	13,613	15,318
Production and Ad Valorem Taxes	399	710	1,106	2,468	2,478	2,807	3,096
Depreciation, depletion and amortization	3,631	10,335	17,413	32,880	33,938	32,512	28,390
Impairment of oil and gas properties (ceiling test writedown) (1)	18,519	6,570	42,947	-	-	-	-
General and administrative – stock based compensation	1,285	559	933	1,712	1,275	628	912
General and administrative – other	6,557	4,511	6,874	8,226	9,049	7,806	8,500
(Gain) loss on derivative instruments	289	(267 )	(3,319 )	(9,290 )	3,063	(1,521 )	(5,710 )
Accretion expense	107	93	176	852	1,534	1,263	1,131
Other operating expenses	(56 )	244	174	1,006	217	68	1,116
Gain on sale of other fixed assets	-	-	-	-	-	-	(931 )
Total expenses	32,378	26,248	72,814	50,465	63,160	57,176	51,822
Income (Loss) From Operations	(26,829 )	(13,919 )	(54,040 )	8,229	1,385	9,135	24,336
Other income (expense):							
Interest and other income	(13 )	(15 )	(21 )	(159 )	(400 )	(47 )	(130 )
Interest expense	114	305	578	1,226	567	747	2,206
Net income (loss) before taxes	(26,930 )	(14,209 )	(54,597 )	7,162	1,218	8,435	22,260
Income tax expense (benefit) - current	-	-	6	(192 )	92	56	-
Income tax expense (benefit) - deferred	(27 )	(4,913 )	10,455	2,676	270	(14,563 )	-

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Net income (loss) available to common stockholders	\$ (26,903 )	\$ (9,296 )	\$ (65,058 )	\$ 4,678	\$ 856	\$ 22,942	\$ 22,260
Earnings (loss) per common share:							
Basic	\$ (0.18 )	\$ (0.06 )	\$ (0.44 )	\$ 0.03	\$ 0.01	\$ 0.22	\$ 0.21
Diluted	\$ (0.18 )	\$ (0.06 )	\$ (0.44 )	\$ 0.03	\$ 0.00	\$ 0.22	\$ 0.21
Weighted average shares outstanding:							
Basic	150,063	148,649	149,182	147,350	156,630	210,143	208,732
Diluted	150,063	148,649	149,182	177,178	179,573	210,143	208,732
Statement of Cash Flow Data							
Cash provided by (used in)							
Operating activities	\$ (2,425 )	\$ (1,323 )	\$ 11,076	\$ 32,646	\$ 49,742	\$ 42,007	\$ 35,698
Investing activities	(7,817 )	(14,296 )	(12,279 )	6,980	(56,431 )	(44,933 )	(12,850 )
Financing activities	8,610	9,790	(5,210 )	(35,699 )	8,374	(5,540 )	(15,376 )
Balance Sheet Data							
Total assets	\$ 40,711	\$ 128,152	\$ 57,443	\$ 144,451	\$ 188,102	\$ 171,303	\$ 145,032
Long-term debt	-	15,000	-	5,000	40,000	10,000	15,000
Asset Retirement Obligations	5,665	6,028	5,332	7,226	27,447	29,329	18,456
Stockholders' equity	22,093	101,773	46,386	110,720	104,366	123,285	99,195

(1)

As a result of substantially lower average commodity prices during 2015 and their negative impact on Davis' estimated proved reserves and estimated future net cash flows, Davis recognized a ceiling test write-down of approximately \$42.9 million in 2015 and \$18.5 million in the six months ended June 30, 2016. See "Management's Discussion and Analysis of Financial Condition and Results of Operations of Davis."



## Selected Unaudited Pro Forma Condensed Consolidated Combined Financial Information

The merger will be accounted for under the Financial Accounting Standards Board's Accounting Standards Codification Topic 805 which governs transactions that are considered to be reverse acquisitions for accounting purposes. In the merger, Yuma Delaware is the acquiror for legal purposes, but for accounting purposes, Davis will be deemed to be the acquiror and Yuma Delaware the acquiree.

The following table shows information about Davis' financial condition and results of operations, including per share data, on a pro forma basis after giving effect to the merger of Yuma and Davis. We refer to this information in this proxy statement/prospectus as "pro forma financial information." The table sets forth information relating to the merger as if it had become effective on June 30, 2016 with respect to balance sheet data (using currently available fair value information for Yuma) and January 1, 2015, with respect to statement of operations data for the six months ended June 30, 2016 and for the year ended December 31, 2015. This unaudited pro forma financial information assumes that the merger will be accounted for using the purchase method of accounting and represents a preliminary estimate based on available information of pro forma results of operations. The unaudited pro forma balance sheet data includes adjustments to record the assets and liabilities of Yuma at their estimated fair values as of the date the merger is effective, and is subject to further adjustment as additional information becomes available and as additional analyses are performed. As part of the merger, Yuma's outstanding preferred stock will be converted to common stock of the combined company, and the adjustment has been made to reflect the conversion of Yuma's preferred stock to common stock.

Assuming a 1-for-10 reverse stock split, the merger agreement provides that Yuma Delaware will issue approximately 0.0956 shares of Yuma Delaware common stock in exchange for each outstanding share of Davis common stock (or 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 approximately 0.0956 shares of Yuma Delaware preferred stock in exchange for each outstanding share of Davis preferred stock (or 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). 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.

The unaudited pro forma financial information, while helpful in illustrating the financial characteristics of the combined company using certain assumptions, does not reflect the impact of possible revenue enhancements, expense efficiencies and asset dispositions, among other factors that may result as a consequence of the merger and, accordingly, does not attempt to predict or suggest future results. It also does not necessarily reflect what the historical results of the combination would have been had they occurred as of the beginning of such periods.

This table should be read together with, and is qualified in its entirety by, the historical financial statements, including the notes thereto, of Yuma and Davis appearing elsewhere in this proxy statement/prospectus and the more detailed unaudited pro forma condensed combined financial information, including the notes thereto, appearing under "Unaudited Pro Forma Condensed Consolidated Combined Financial Information" beginning on page 192.

As of	For the
and for	Twelve
the Six	Months
Months	Ended
Ended	December
June 30,	31, 2015



2016

(In thousands, except  
per share data)

## Pro Forma Statement of Operations Data

## Revenues:

Sales of gas and oil	\$ 11,605	\$ 37,455
Net gains (losses) from commodity derivatives	\$(1,145)	\$ 8,358
Total revenues	\$ 10,460	\$ 45,813

## Expenses:

Marketing cost of sales	-	\$ 533
Lease operating expenses	\$ 5,939	\$ 19,017
Re-engineering and workovers	-	\$ 556
General and administrative – stock-based compensation	\$ 2,005	\$ 3,222
General and administrative – other	\$ 9,171	\$ 10,131
Depreciation, depletion and amortization	\$ 7,420	\$ 21,165
Asset retirement obligation accretion expenses	\$ 317	\$ 781
Goodwill impairment	-	\$ 4,928
Impairment of oil and gas properties	\$ 29,535	\$ 42,947
(Gain) on derivative instruments	-	-
Other	\$(73)	\$ 642



Total expenses	\$54,314	\$103,922
Income (loss) from operations	\$(43,854)	\$(58,109)
Other income (expense):		
Other income, net	\$20	\$57
Interest expense	\$(897)	\$(1,184)
Net income (loss) before income taxes	\$(44,731)	\$(59,236)
Income tax (expense) benefit	\$27	\$(12,136)
Net income (loss)	\$(44,704)	\$(71,222)
Dividends paid in kind, cumulative preferred series D	\$665	\$1,285
Net income (loss) attributable to common stockholders (a)	\$(45,369)	\$(72,657)
Net income (loss) per common share: (a) (b)		
Basic	\$(1.91)	\$(3.06)
Diluted	\$(1.91)	\$(3.06)
Pro Forma Balance Sheet Data		
Cash and cash equivalents	\$2,525	
Total current assets	\$11,820	
Total assets	\$113,295	
Total current liabilities	-	
Long-term debt	\$41,667	
Total equity	\$44,578	

(a)

Includes a pre-tax ceiling test write-down of \$42.9 million attributable to Davis for the year ended December 31, 2015, and a pre-tax ceiling test write-down of \$18.5 million attributable to Davis for the six months ended June 30, 2016. Also, includes a pre-tax ceiling test write-down of \$11.0 million attributable to Yuma for the six months ended June 30, 2016.

(b)

Includes 23.7 million common shares basic and diluted (assuming a 1-for-10 reverse stock split).



## Summary Pro Forma Combined Oil, Natural Gas and Natural Gas Liquids Reserve and Production Data

The following table sets forth information with respect to the historical and pro forma combined estimated oil, natural gas and natural gas liquids, or NGLs, reserves as of December 31, 2015 of Yuma and Davis. This pro forma information gives effect to the merger as if it occurred on December 31, 2015. The Yuma and Davis reserve data presented below was derived from independent engineering reports of each company. Netherland, Sewell & Associates, Inc. (“NSAI”) prepared both the Yuma and Davis reserve estimates as of December 31, 2015. Future exploration, exploitation and development expenditures, as well as future commodity prices and service costs, will affect the reserve volumes attributable to the acquired properties. The reserve estimates shown below were determined using a 12-month average price for oil, natural gas and natural gas liquids for the year ended December 31, 2015.

	Estimated Quantities of Reserves as of December 31, 2015		
	Yuma Historical	Davis Historical	Merger Pro Forma Combined
Estimated Proved Reserves:			
Oil (MBbls)	6,916	1,168	8,084
Natural Gas Liquids (MBbls)	2,051	1,028	3,079
Natural Gas (MMcf)	25,770	15,518	41,288
Total (Mboe)(1)	13,261	4,782	18,043
Estimated Proved Developed Reserves:			
Oil (MBbls)	1,802	703	2,505
Natural Gas Liquids (MBbls)	316	605	921
Natural Gas (MMcf)	8,552	10,464	19,016
Total (Mboe)(1)	3,543	3,052	6,595
Estimated Proved Undeveloped Reserves:			
Oil (MBbls)	5,114	464	5,578
Natural Gas Liquids (MBbls)	1,735	424	2,159
Natural Gas (MMcf)	17,217	5,054	22,271
Total (Mboe)(1)	9,718	1,730	11,448

(1) Assumes a ratio of 6 Mcf of natural gas per barrel of oil.

The following table sets forth the estimated historical and combined PV-10 values for Yuma and Davis as of December 31, 2015 based on the reports prepared by NSAI.

	Estimated as of December 31, 2015		
	Yuma Historical	Davis Historical	Merger Pro Forma Combined
PV-10 value (\$ in thousands): (1) (2)			
Total estimated proved developed reserves	\$44,072	\$ 32,944	\$ 77,016
Total estimated proved undeveloped reserves	\$78,836	\$ 8,036	\$ 86,872
Total estimated proved reserves	\$122,908	\$ 40,980	\$ 163,888
Standardized measure of discounted future net cash flows (\$ in thousands)(1)	\$ 106,545(3)	\$ 40,980	\$ 147,525

(1)

Yuma's estimated proved reserves were calculated using prices equal to the twelve-month unweighted arithmetic average of the first-day-of-the-month prices for each of the preceding twelve months, which were \$50.28 per Bbl (WTI) and \$2.59 per MMBtu (HH), for the year ended December 31, 2015. Adjustments were made for location and grade. Davis' proved reserves were calculated using prices equal to the twelve-month unweighted arithmetic average of the first-day-of-the-month prices for each of the preceding twelve months, which were \$50.28 per Bbl, the average Henry Hub spot price of \$2.587 per MMBTU was used for the Louisiana and Gulf of Mexico properties and the average Houston Ship Channel spot price of \$2.548 per MMBTU was used for the Texas properties for the year ended December 31, 2015. Adjustments were made for location and grade.

(2)

PV-10 is a non-GAAP measure that differs from the GAAP measure "standardized measure of discounted future net cash flows" in that PV-10 is calculated without regard to future income taxes. See "Information About Yuma—Oil and Natural Gas Reserves" and "Information About Davis—Oil, Gas and Natural Gas Liquids Reserve Information" for further explanation of PV-10 and a reconciliation of PV-10 to the standardized measure of discounted future net cash flows for each of Yuma and Davis. Yuma and Davis management believe that the presentation of the PV-10 value is relevant and useful to investors because it presents the estimated discounted future net cash flows attributable to Yuma's and Davis' estimated proved reserves independent of its income tax attributes, thereby isolating the intrinsic value of the estimated future cash flows attributable to each company's reserves. Because many factors that are unique to each individual company impact the amount of future income taxes to be paid, Yuma and Davis believe the use of a pre-tax measure provides greater comparability of assets when evaluating companies. For these reasons, Yuma and Davis management use, and believe the industry generally uses, the PV-10 measure in evaluating and comparing acquisition candidates and assessing the potential return on investment related to investments in oil and natural gas properties. PV-10 includes estimated abandonment costs less salvage. PV-10 does not necessarily represent the fair market value of oil and natural gas properties.



PV-10 is not a measure of financial or operational performance under GAAP, nor should it be considered in isolation or as a substitute for the standardized measure of discounted future net cash flows as defined under GAAP. For Yuma's presentation of the standardized measure of discounted future net cash flows, see Note 25 – Supplementary Information on Oil and Natural Gas Exploration, Development and Production Activities (Unaudited) in the Notes to the Consolidated Financial Statements of Yuma included in this proxy statement/prospectus. For Davis' presentation of the standardized measure of discounted future net cash flows, see Supplemental Oil and Gas Disclosures (Unaudited) in the Notes to the Consolidated Financial Statements of Davis included in this proxy statement/prospectus. The table below titled "Non-GAAP Reconciliation" provides a reconciliation of PV-10 to the standardized measure of discounted future net cash flows.

Non-GAAP Reconciliation (\$ in thousands)

The following table reconciles Yuma's and Davis' direct interest in oil, natural gas and natural gas liquids reserves as of December 31, 2015. For Davis at year-end 2015, PV-10 and the standardized measure result is the same value for Davis' oil and natural gas properties primarily because Davis has accumulated substantial net operating losses for federal income tax purposes and it does not expect to have federal income tax payment obligations during the applicable future periods.

	Estimated as of December 31, 2015		
	Yuma Historical	Davis Historical	Merger Pro Forma Combined
Present value of estimated future net revenues (PV-10)	\$ 122,908	\$ 40,980	\$ 163,888
Future income taxes discounted at 10%	(16,363 )	-	(16,363 )
Standardized measure of discounted future net cash flows	\$ 106,545*	\$ 40,980	\$ 147,525

\* Reflects the standardized measure of discounted future net cash flows of Yuma as restated in Yuma's Annual Report on Form 10-K/A. See Note 25 – Supplementary Information on Oil and Natural Gas Exploration, Development and Production Activities (Unaudited) (As Restated) in the Notes to the Consolidated Financial Statements of Yuma included in this proxy statement/prospectus.

(3)

Reflects the standardized measure of discounted future net cash flows of Yuma as restated in Yuma's Annual Report on Form 10-K/A. See Note 25 – Supplementary Information on Oil and Natural Gas Exploration, Development and Production Activities (Unaudited) (As Restated) in the Notes to the Consolidated Financial Statements of Yuma included in this proxy statement/prospectus.

The following table sets forth summary historical and pro forma combined oil, natural gas and natural gas liquids production information for the six months ended June 30, 2016 and the twelve months ended December 31, 2015. This pro forma information gives effect to the merger as if it occurred on January 1, 2016 and January 1, 2015 for the three and twelve month periods, respectively. The historical Yuma and Davis oil, natural gas and natural gas liquids production data presented below is derived from the records of each company.

Six Months Ended June 30, 2016	Twelve Months Ended December 31, 2015
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	Yuma Historical	Davis Historical	Merger Pro Forma Combined	Yuma Historical	Davis Historical	Merger Pro Forma Combined
Oil (Bbls)	108,907	74,015	182,922	247,177	209,500	456,677
Natural Gas Liquids (Bbls)	29,158	50,379	79,537	74,551	129,700	204,251
Natural Gas (Mcf)	808,398	1,046,385	1,854,783	1,993,842	2,547,300	4,541,142
Total (Boe)(1)	272,798	298,792	571,590	653,995	763,800	1,417,795

(1) Assumes a ratio of 6 Mcf of natural gas per barrel of oil.



## Pro Forma Adjusted EBITDA of the Combined Company

The following table sets forth information with respect to the pro forma adjusted EBITDA for the year ended December 31, 2015 of Yuma and Davis. This table should be read together with, and is qualified in its entirety by, the historical financial statements, including the notes thereto, of Yuma and Davis appearing elsewhere in this proxy statement/prospectus and the more detailed unaudited pro forma condensed combined financial information, including the notes thereto, appearing under “Unaudited Pro Forma Condensed Consolidated Combined Financial Information” beginning on page 192.

Yuma and Davis define “EBITDA” as earnings before interest, taxes, depreciation, depletion and amortization, and is a non-GAAP financial measure. Because Yuma and Davis have made other adjustments to the EBITDA formula by considering the changes in goodwill, impairment of oil and gas properties, stock-based compensation, changes in commodity derivatives, and accretion of asset retirement obligations, Yuma and Davis management refer to this metric as “Adjusted EBITDA” and is provided as an additional metric that is used by the Yuma and Davis boards and management to measure operating performance and trends. Adjusted EBITDA, which is also a non-GAAP measure, is derived from the historical financial statements of Yuma and Davis included in this proxy statement/prospectus.

Adjusted EBITDA is used as a supplemental financial measure by Yuma’s and Davis’ management and by external users of their financial statements, such as investors, commercial banks and others, to assess each company’s operating performance compared to that of other companies in its industry, without regard to financing methods, capital structure or historical cost basis. It is also used to assess the ability of each company to incur and service debt and fund capital expenditures.

The pro forma Adjusted EBITDA should not be considered an alternative to net income (loss), operating income (loss), cash flow provided by (used in) operating activities or any other measure of financial performance or liquidity presented in accordance with GAAP. The pro forma Adjusted EBITDA may not be comparable to similarly titled measures of another company because all companies may not calculate Adjusted EBITDA in the same manner.

	2015 Pro Forma Adjusted EBITDA
(\$ in thousands)	
Net income (loss)	\$ (71,372 )
Depreciation, depletion & amortization of property and equipment	21,165
Interest expense, net of interest income and amounts capitalized (a)	994
Income tax expense	12,137
Goodwill impairment	4,928
Impairment of oil and gas properties	42,947
Stock-based compensation net of capitalized cost (b)	3,222
Unrealized (gains) losses on commodity derivatives (c)	7,975

	Accretion of asset retirement obligation	781	
	Pro forma interest expense adjustment	150	
	Adjusted EBITDA	\$	22,926
(a)	Yuma interest expense, net of interest income and amounts capitalized	437	
	Davis interest expense, net of interest income and amounts capitalized	557	
	Pro forma combined interest expense	\$	994
(b)	Yuma stock-based compensation net of capitalized cost	2,289	
	Davis stock-based compensation net of capitalized cost	933	
	Pro forma combined stock-based compensation net of capitalized cost	\$	3,222
(c)	Yuma unrealized (gains) losses on commodity derivatives	950	
	Davis unrealized (gains) losses on commodity derivatives	7,025	
	Pro forma combined unrealized (gains) losses on commodity derivatives	\$	7,975



## Comparative Per Share Information

The following table sets forth certain historical net income (loss) per share of Yuma and Davis and per share book value information on an unaudited pro forma condensed consolidated combined basis after giving effect to the merger under the reverse acquisition purchase method of accounting and on a pro forma basis.

The unaudited pro forma condensed consolidated combined per share information does not purport to represent what the results of operations or financial position of Yuma would actually have been had the merger occurred at the beginning of the periods shown or to project Yuma's results of operations or financial position for any future period or date. Such pro forma information is derived from, and should be read in conjunction with, the unaudited pro forma condensed consolidated combined financial information and accompanying notes included in this proxy statement/prospectus as described under "Unaudited Pro Forma Condensed Consolidated Combined Financial Information" beginning on page 192.

The historical per share information is derived from, and should be read in conjunction with, the financial statements for Yuma, and the financial statements for Davis, both included elsewhere herein. Neither Yuma nor Davis declared any cash dividends related to their respective common stock during the periods presented.

	As of and for the Six Months Ended June 30 , 2016	As of and for the Year Ended December 31, 2015
Yuma – Historical		
Net loss per common share from continuing operations (a):		
Basic	\$ (0.27 )	\$ (0.23 )
Diluted	\$ (0.27 )	\$ (0.23 )
Book value per common share (b)	\$ 0.69	\$ 0.95
Davis – Historical		
Net loss per common share from continuing operations: (c)		
Basic	\$ (0.18 )	\$ (0.44 )
Diluted	\$ (0.18 )	\$ (0.44 )
Book value per common share (b)	\$ 0.15	\$ 0.25
Unaudited Pro Forma Condensed Consolidated Combined Amounts		
Net loss per common share from continuing operations: (e)		
Basic (d)	\$ (1.91 )	\$ (3.07 )
Diluted (d)	\$ (1.91 )	\$ (3.07 )
Book value per common share (b)(d)(f)	\$ 1.87	

(a)

For Yuma, includes a pre-tax ceiling test write-down of \$11.0 million attributable to Yuma for the six months ended June 30, 2016.

(b)

Computed by dividing stockholders' equity by the weighted average number of shares of common stock at the end of such period plus the dilutive effect of interests in securities (such as outstanding equity awards).

(c)

For Davis, the year ended December 31, 2015, includes a pre-tax ceiling test write-down of \$42.9 million, and the six months ended June 30, 2016 includes a pre-tax ceiling test write-down of \$ 18.5 million.

(d)

Based on the pro forma net income which gives effect to the merger under the reverse acquisition method of accounting.

(e)

Computed by dividing stockholders' equity by the number of weighted average outstanding shares of Yuma common stock at the end of such period, adjusted to include the estimated number of shares of Yuma Delaware common stock and preferred stock to be issued in the merger plus the dilutive effect of interests in securities (such as outstanding equity awards) at the end of such period.

(f)

Gives effect to the reincorporation and the merger, an assumed 1-for-10 reverse split of Yuma common stock into shares of Yuma Delaware common stock, conversion of each share of Yuma preferred stock into 3.5 shares of Yuma Delaware common stock effective upon closing of the reincorporation and conversion of Davis common stock into Yuma Delaware common stock as a result of the merger.

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## Comparative Per Share Market Price and Dividend Information

Yuma common stock has been listed for trading on the NYSE MKT under the symbol “YUMA” since September 11, 2014. Prior to that date, the Yuma common stock was traded on the NYSE MKT under the symbol “PDO.” The following table sets forth, for the periods indicated, the high and low sales prices per share of Yuma common stock on the NYSE MKT.

For current price information, you should consult publicly available sources. Yuma has neither declared nor paid any cash dividends on its common stock in the past three years. Davis has neither declared nor paid any cash dividends on its common stock during the past three years. Yuma does not anticipate declaring any dividends on its common stock in the foreseeable future. Yuma Delaware does not anticipate declaring any dividends on its common stock in the foreseeable future.

## Yuma

Quarter Ended	Common Stock Price	
	High	Low
2014		
March 31	\$7.15	\$4.86
June 30	\$6.30	\$5.03
September 30	\$5.92	\$3.81
December 31	\$4.28	\$1.71
2015		
March 31	\$2.11	\$1.01
June 30	\$1.17	\$0.49
September 30	\$0.83	\$0.30
December 31	\$0.60	\$0.13
2016		
March 31	\$0.33	\$0.15
June 30	\$0.37	\$0.19
September 30 (through September 21, 2016)	\$0.31	\$0.20

The closing price per share of Yuma common stock was \$0.23 on September 21, 2016.

The following table sets forth the closing prices per share of Yuma common stock, as well as the implied value of the proposed merger consideration for each share of Davis common stock, on February 11, 2016, the last full trading day prior to the public announcement of the merger, and September 19, 2016 the last full trading day that this information could practicably be calculated prior to the date of this proxy statement/prospectus, which was calculated by assuming that (A) all issued and outstanding shares of Yuma common stock are exchanged for an aggregate of approximately 7.2 million shares of Yuma Delaware common stock at the closing of the reincorporation (which assumes a 1-for-10 reverse stock split), (B) all issued and outstanding shares of Yuma preferred stock convert into an aggregate of approximately 1.9 million shares of Yuma Delaware common stock at the closing of the reincorporation (which assumes a 1-for-10 reverse stock split), (C) Davis has approximately 150.6 million shares of common stock issued and outstanding on the effective date of the merger; (D) Davis does not issue any restricted stock awards to its employees between the date of the merger agreement and the effective time of the merger, and (E) Yuma Delaware issues

approximately 14.5 million shares of its common stock in the merger.

	Yuma Common Stock	Implied Value Per Share of Davis Common Stock
February 11, 2016	\$0.19	\$0.183
September 21, 2016	\$ 0.23	\$ 0.221



## RISK FACTORS

In addition to the other information contained in this proxy statement/prospectus, including the matters addressed in “Cautionary Statement Concerning Forward-Looking Statements,” you should carefully consider the following risk factors before deciding how to vote. You should also read and consider the risk factors associated with each of the businesses of Yuma and Davis because these risk factors may affect the operations and financial results of the combined company.

### Risks Relating to the Reincorporation

As a stockholder of a Delaware corporation, your rights after the reincorporation will be different from, and may be less favorable than, your current rights as a stockholder of a California corporation.

Upon completion of the reincorporation, the rights of Yuma shareholders will be governed by the Yuma Delaware certificate of incorporation, as amended and restated, the Yuma Delaware bylaws, as amended and restated, and applicable Delaware law. While there will be substantial similarities between their rights after the reincorporation and their rights as Yuma shareholders prior to the reincorporation, various differences are noted in “The Reincorporation – Significant Differences Between the Corporation Laws of California and Delaware,” beginning on page 79. Some of these differences may be less favorable to shareholders of Yuma.

These include a new forum selection provision in the amended and restated certificate of incorporation of Yuma Delaware, which provides that the state and federal courts in the State of Delaware shall be the sole and exclusive forum for stockholder derivative actions or proceedings, claims asserting breaches of fiduciary duties by Yuma Delaware’s directors and officers, claims against Yuma Delaware or its directors or officers under the Yuma Delaware amended and restated certificate of incorporation, the Yuma Delaware amended and restated bylaws and applicable Delaware law, or actions against Yuma Delaware or its directors or officers under the internal affairs doctrine. While Yuma believes that adoption of a Delaware forum selection provision is in the best interests of Yuma Delaware and its stockholders, currently, several legal challenges to companies’ forum selection provisions are pending. Further, state or federal courts in other jurisdictions may not be willing to adhere to Yuma Delaware’s forum selection provision.

The reincorporation is subject to conditions, including certain conditions that may not be satisfied, or completed on a timely basis, if at all. If Yuma fails to complete the reincorporation, Yuma cannot obtain the expected benefits of the reincorporation and Yuma may suffer administrative losses and expenses based on its efforts to seek the reincorporation.

The reincorporation is subject to a number of conditions to completion. These include shareholder approval of the reincorporation, the merger agreement, the amendment to the Yuma certificate of determination and the proposals related to the amended and restated certificate of incorporation, and acceptance of Yuma Delaware common stock on the NYSE MKT. Yuma cannot predict whether and when these other conditions will be satisfied. Any failure to complete or delay in completing the reincorporation could cost Yuma additional time, expense, effort and attention, as well as cause Yuma not to realize some or all of the expected benefits expected as a result of completing the reincorporation successfully within its expected time frame. See “The Merger Agreement – Conditions to Completion of the Merger” beginning on page 115.

### Risks Relating to the Merger

Because all of the merger consideration to be received by Davis stockholders is a fixed percentage of Yuma Delaware common stock and the market price of shares of Yuma common stock will fluctuate, Davis stockholders cannot be sure of the market value of the merger consideration they will receive.

Upon the effective time of the merger and assuming a 1-for-10 reverse stock is affected as part of the reincorporation, Yuma Delaware will 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 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). Because the aggregate number of shares of Yuma Delaware common stock will not be adjusted as a result of changes in the market price of Yuma common stock, the dollar value of the merger consideration Davis stockholders will receive will fluctuate with the market price of Yuma common stock. The merger agreement does not include a price-based termination right or provisions that would limit the impact of increases or decreases in the market price of Yuma common stock or adjust the merger consideration or the exchange ratio as a result of any change in the market price of shares of Yuma common stock between the date of this proxy statement/prospectus and the date that Davis stockholders receive shares of Yuma Delaware common stock and Yuma Delaware preferred stock upon conversion of their shares of Davis common stock or preferred stock. The market price of Yuma Delaware common stock will likely be different, and may be lower, on the date Davis stockholders receive their shares of Yuma Delaware common stock and Yuma Delaware preferred stock than the market price of shares of Yuma common stock as of the date of this proxy statement/prospectus.



During the 12-month period ended on March 31, 2016, shares of Yuma common stock traded in a range from a low of \$0.15 to a high of \$1.17 and ended that period at \$0.21 per share. See “Summary – Comparative Per Share Market Price and Dividend Information” beginning on page 42 for more detailed share price information. Stock price changes may result from a variety of factors, including general market and economic conditions, changes in oil and natural gas prices, changes in Yuma’s business, operations and prospects, and regulatory considerations. Many of these factors are beyond Yuma’s control. If the market price of Yuma common stock declines after Davis stockholders vote, they may receive less dollar value than they expected when they voted. Neither Yuma nor Davis is permitted to terminate the merger agreement, adjust the merger consideration or resolicit the vote of Davis stockholders because of changes in the market price of Yuma common stock.

The merger agreement limits Yuma’s ability to pursue alternatives to the merger.

The merger agreement contains provisions that could adversely impact competing proposals to acquire Yuma. These provisions include the prohibition on Yuma generally from soliciting any acquisition proposal or offer for a competing transaction and the requirement that Yuma pay a termination fee of approximately \$1.5 million in cash if the merger agreement is terminated in specified circumstances in connection with an alternative transaction. In addition, even if the board of directors of Yuma determines that a competing proposal to acquire Yuma is superior, Yuma may not exercise its right to terminate the merger agreement unless it notifies Davis of its intention to do so and gives Davis at least four business days to propose revisions to the terms of the merger agreement or to make another proposal in response to the competing proposal. See “The Merger Agreement—No Solicitation” beginning on page 119.

Davis required Yuma to agree to these provisions as a condition to Davis’ willingness to enter into the merger agreement. These provisions, however, might discourage a third party that might have an interest in acquiring all or a significant part of Yuma from considering or proposing that acquisition, even if that party were prepared to pay consideration with a higher value than the current proposed merger consideration. Furthermore, the termination fee may result in a potential competing acquiror proposing to pay a lower per share price to acquire Yuma than it might otherwise have proposed to pay.

The opinions obtained by the board of directors of Yuma from its financial advisor will not reflect changes in circumstances between signing the merger agreement and the completion of the merger.

The Yuma board of directors has not requested an updated opinion as of the date of this proxy statement/prospectus from ROTH, Yuma’s financial advisor, nor has it obtained such an update since the board is not aware of any material changes to Yuma, Davis or their respective businesses, results of operations or financial positions. The opinions were necessarily based on financial, economic, monetary, market and other conditions and circumstances as in effect on, and the information made available to the financial advisor as of February 8, 2016, two days prior to the date of the February 10, 2016 opinion and as of February 8, 2016 for the May 25, 2016 opinion. Developments subsequent to the date of such opinions, including changes in the operations and prospects of Davis or Yuma, general market and economic conditions and other factors that may be beyond the control of Davis and Yuma, may affect such opinions. The opinions are included as Annex F to this proxy statement/prospectus. For a description of the opinions that the Yuma board of directors received from its financial advisor and a summary of the material financial analyses ROTH provided to the Yuma board of directors in connection with rendering such opinions, please refer to the section entitled “The Merger—Opinions of ROTH Capital Partners, LLC to the Yuma Board of Directors” beginning on page 95.

Yuma shareholders will have a significantly reduced ownership and voting interest after the merger and will exercise less influence over management.

Immediately after the completion of the merger, it is expected that former holders of Yuma common stock and Yuma preferred stock, who now collectively own 100% of Yuma, will own approximately 38.9% of Yuma Delaware

common stock (excluding the Yuma Delaware preferred stock that is convertible into Yuma Delaware common stock), based on the number of shares of Yuma common stock outstanding as of September 1, 2016. In addition, such former holders of Yuma common stock and Yuma preferred stock will hold approximately 34.1% of the voting power of the issued and outstanding shares of Yuma Delaware after the closing of the merger.

The merger and related transactions are subject to approval by the stockholders of both Yuma and Davis.

In order for the merger to be completed, both Yuma shareholders and Davis stockholders must approve and adopt the merger agreement, which requires the affirmative vote of the holders of at least a majority of the issued and outstanding shares of Yuma common stock, at least 66 % of the issued and outstanding shares of Yuma preferred stock, a majority of the issued and outstanding shares of Davis common stock voting together with the Davis preferred stock on an as-converted basis and a majority of the issued and outstanding shares of Davis preferred stock voting as a separate class.





Any delay in completing the merger may substantially reduce the benefits expected to be obtained from the merger.

The closing of the merger is conditioned on obtaining various approvals by Yuma's and Davis' respective stockholders and a number of other conditions beyond the control of Yuma and Davis. These conditions may prevent or delay the merger from being completed. Yuma and Davis cannot predict whether or when the conditions required to complete the merger will be satisfied. Any delay in completing the merger may materially adversely affect the ability of the combined company to attain the benefits that Yuma and Davis expect to achieve from the merger. If the merger is not 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. See "The Merger Agreement — Conditions to the Completion of the Merger" beginning on page 115.

Merger-related charges will be incurred.

Yuma and Davis estimate that, as a result of the merger, the combined company expects to incur merger-related cash expenses of approximately \$4.0 million (excluding Davis' severance related expenses of \$5.0 million and the termination of Davis' management fee estimated at \$1.0 million), consisting of investment banking, legal and accounting fees and financial printing and other related charges. The foregoing amount is a preliminary estimate and the actual amount may be higher or lower. Moreover, the combined company is likely to incur additional expenses in future periods in connection with the integration of Yuma's and Davis' businesses.

Failure to complete the merger could negatively impact the stock price and the future business and financial results of Yuma.

If the merger is not completed, the ongoing business of Yuma may be adversely affected and Yuma would be subject to a number of risks, including the following:

Yuma will not realize the benefits expected from the merger, including a potentially enhanced competitive and financial position, and instead will be subject to all the risks it currently faces as an independent company;

Yuma may experience negative reactions from the financial markets and Yuma's customers and employees;

under the merger agreement, Yuma may be required to pay to Davis a termination fee of approximately \$1.5 million if the merger agreement is terminated under certain circumstances. If such termination fee is payable, the payment of this fee could have material and adverse consequences to the financial condition and operations of Yuma. See "The Merger Agreement — Termination of the Merger Agreement" beginning on page 120;

the merger agreement places certain restrictions on the conduct of Yuma's business prior to the completion of the merger or the termination of the merger agreement. Such restrictions, the waiver of which is subject to the consent of Davis, may prevent Yuma from making certain acquisitions, taking certain other specified actions or otherwise pursuing business opportunities during the pendency of the merger. See "The Merger Agreement — Conduct of Business of Yuma and Yuma Delaware Pending the Merger" for a description of the restrictive covenants applicable to Yuma beginning on page 119;

matters relating to the merger (including integration planning) may require substantial commitments of time and resources by Yuma management, which would otherwise have been devoted to other opportunities that may have been beneficial to Yuma as an independent company; and

Yuma will continue to be out of compliance with its senior credit facility and will be subject to the terms and provisions under its senior credit facility including the possible acceleration of the outstanding principal and interest.

#### Risks Relating to Yuma's Business

Yuma has restated its prior consolidated financial statements, which may lead to additional risks and uncertainties, including loss of investor confidence and negative impacts on its stock price.

As discussed under Management's Discussion and Analysis of Financial Condition and Results of Operations of Yuma – Discussion of Restatement of Non-Cash Errors in the Computation of Income Tax Provision and Recording of Deferred Taxes and in Note 26 – Restatement of Previously Issued Financial Statements in the Notes to the Consolidated Financial Statements of Yuma included in this proxy statement/prospectus, Yuma has restated its audited consolidated financial statements as of December 31, 2015 and 2014, and for the years ended December 31, 2015, 2014 and 2013 and its unaudited consolidated financial statements for all interim periods commencing with the quarter ended March 31, 2014 through the quarter ended December 31, 2015 (the "Restated Periods"). The determination to restate the financial statements for the Restated Periods was made by the Yuma audit committee upon management's recommendation following the identification of non-cash errors in the computation of its income tax provision and the recording of its deferred taxes related to its asset retirement obligations, its stock based compensation, its allocation of the purchase price in the Pyramid merger and resultant amount of goodwill, the tax amortization of that goodwill, the tax treatment of expenses related to the Pyramid merger, the incorrect roll forward of the historic net operating losses and the difference in the book and tax basis in its properties. As a result, Yuma's income tax provision and the net amount of its deferred tax liability were restated for the years ended December 31, 2015, 2014 and 2013 and the applicable quarterly periods in 2015 and 2014. Due to the errors, the Yuma audit committee concluded that Yuma's previously issued financial statements for the Restated Periods should no longer be relied upon. Yuma's Annual Report on Form 10-K for the year ended December 31, 2015 was amended to, among other things, reflect the restatement of its financial statements for the Restated Periods (the "Restatement").



As a result of these events, Yuma has become subject to a number of additional costs and risks, including unanticipated costs for accounting and legal fees in connection with or related to the Restatement and the remediation of its ineffective disclosure controls and procedures and material weakness in internal control over financial reporting. In addition, the attention of Yuma's management team has been diverted by these efforts. Yuma could be subject to additional shareholder, governmental, or other actions in connection with the Restatement or other matters. Any such proceedings will, regardless of the outcome, consume a significant amount of management's time and attention and may result in additional legal, accounting, insurance and other costs. If Yuma does not prevail in any such proceedings, it could be required to pay substantial damages or settlement costs. In addition, the Restatement and related matters could impair its reputation or could cause its counterparties to lose confidence in it. Each of these occurrences could have a material adverse effect on Yuma's business, results of operations, financial condition and stock price which could, among other items, result in a default under Yuma's financing agreements.

Yuma has identified a material weakness in its internal control over financial reporting. Yuma's failure to establish and maintain effective internal control over financial reporting could result in material misstatements in its financial statements and cause investors to lose confidence in its reported financial information, which in turn could cause the trading price of Yuma's securities to decline.

Yuma has identified a material weakness in its internal control over financial reporting related to the appropriate policies and procedures in place to properly evaluate the accuracy and presentation of its accounting for income taxes, including the income tax provisions and related deferred tax assets and liabilities and, as a result of such weakness, Yuma's management concluded that its disclosure controls and procedures and internal control over financial reporting were not effective as of December 31, 2015. This resulted in the restatement of Yuma's (i) consolidated balance sheets as of December 31, 2015 and 2014, (ii) consolidated statements of operations, consolidated statements of comprehensive income (loss), consolidated statements of changes in equity and consolidated statements of cash flows for the years ended December 31, 2015, 2014 and 2013 and (iii) unaudited quarterly financial information for the quarters ended March 31, 2014 through December 31, 2015.

In addition, Yuma may experience delay or be unable to meet its reporting obligations or to comply with SEC rules and regulations, which could result in investigations and sanctions by regulatory authorities. Yuma management's ongoing assessment of disclosure controls and procedures as well as internal control over financial reporting may in the future identify additional weaknesses and conditions that need to be addressed. Any failure to improve its disclosure controls and procedures or internal control over financial reporting to address identified weaknesses in the future, if they were to occur, could prevent Yuma from maintaining accurate accounting records and discovering material accounting errors, which in turn, could adversely affect its business and the value of Yuma common stock and Yuma preferred stock.

Due to low current commodity prices, Yuma anticipates that it may be required to take write-downs of the carrying values of its properties in 2016.

Accounting rules require that Yuma periodically review the financial statement carrying value of its properties for possible impairment. Based on specific market factors and circumstances at the time of prospective impairment reviews, and the continuing evaluation of development plans, production data, economics and other factors, Yuma may be required to write down the carrying value of its properties. A write-down constitutes a non-cash charge to earnings. During the second quarter of 2016, Yuma incurred a non-cash full cost impairment of approximately \$11.0 million.

Yuma's short-term liquidity is significantly constrained, and could severely impact its cash flow and its development of its properties.

Currently, Yuma's principal sources of liquidity are cash flow from its operations and borrowing under its credit facility. During the year ended December 31, 2015, Yuma borrowed \$6.9 million under its credit facility to fund a portion of its capital expenditures. On August 25, 2016, Yuma entered into the Waiver and Amendment to Waiver and Tenth Amendment to its credit agreement (the "Amendment"), which maintains Yuma's borrowing base at \$29.8 million and automatically reduces its borrowing base to \$20.0 million on the earliest (the "amendment termination date") of (i) September 23, 2016, if this registration statement has not been declared effective by the SEC by such date; (ii) the date that is forty-seven days after the date this registration statement has been declared effective by the SEC; (iii) October 31, 2016; (iv) September 6, 2016, if the merger agreement is not amended to extend the termination date from September 30, 2016 to a date not earlier than October 31, 2016; and (v) in the event of the termination of the merger agreement. As of September 6, 2016, Yuma's total borrowing base was \$29.8 million with no remaining availability. This reduction severely limits Yuma's liquidity and limits its expenditures to its current cash flow. Furthermore, the Amendment automatically reduces the borrowing base by \$9.8 million to \$20.0 million on the amendment termination date. Accordingly, Yuma will be in default under its credit agreement if it does not repay \$9.8 million by the amendment termination date or obtain a waiver or an extension from its lenders. Failing to obtain such waiver or extension may result in the merger not being completed. As a condition to the merger agreement, Yuma will need to enter into an amendment to its credit agreement to, among other things, take into account the properties of Davis, which Yuma anticipates will help its liquidity; however, Yuma does not anticipate closing the merger until the fourth quarter of 2016 and will need to obtain a waiver from its lenders, which they may not provide. At this time, Yuma has little capital to develop its properties.



If Yuma is unable to comply with the restrictions and covenants in the agreements governing its indebtedness, there would be a default under the terms of these agreements, which could result in an acceleration of payment of funds that Yuma has borrowed and would impact its ability to make principal and interest payments on its indebtedness and satisfy its other obligations.

The terms of Yuma's credit agreement require it to comply with certain financial covenants and ratios. Yuma's ability to comply with these restrictions and covenants in the future is uncertain and will be affected by the levels of cash flows from operations and events or circumstances beyond its control. Yuma's failure to comply with any of the restrictions and covenants under the credit facility or other debt agreements could result in a default under those agreements, which could cause all of its existing indebtedness to be immediately due and payable.

The credit facility limits the amounts Yuma can borrow to a borrowing base amount, determined by the lenders in their sole discretion based upon projected revenues from the properties securing their loan. For example, Yuma's lenders have reduced the borrowing base from \$29.8 million to \$20.0 million effective as of the amendment termination date. Significant recent decreases in the price of crude oil are likely to have an adverse effect on the borrowing base. Yuma's lenders can unilaterally adjust the borrowing base and the borrowings permitted to be outstanding under the credit facility. Outstanding borrowings in excess of the borrowing base must be repaid immediately, or Yuma must pledge other crude oil and natural gas properties as additional collateral. Yuma does not currently have any substantial unpledged properties, and it may not have the financial resources in the future to make any mandatory principal prepayments required under the credit facility. Yuma anticipates that the merger will add substantial properties that may be pledged under its credit agreement, subject to, among other things, the satisfaction of the closing condition that Yuma or Yuma Delaware enter into a credit agreement 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 be on terms and conditions acceptable to each of Yuma and Davis in their reasonable discretion. However, if the merger is not approved by Yuma's shareholders, including at least 66 % of the issued and outstanding shares of Yuma preferred stock, Yuma will not be able to complete the merger. Yuma's inability to borrow additional funds under the credit facility could adversely affect its operations and financial results, and possibly force Yuma into bankruptcy or liquidation.

Any default under the agreements governing Yuma's indebtedness, including a default under its credit facility that is not waived by the required lenders, and the remedies sought by the holders of any such indebtedness, could make Yuma unable to pay principal and interest on its indebtedness and satisfy its other obligations. If Yuma is unable to generate sufficient cash flows and are otherwise unable to obtain the funds necessary to meet required payments of principal and interest on its indebtedness, or if Yuma otherwise fails to comply with the various covenants, including financial and operating covenants, in the instruments governing its indebtedness, Yuma could be in default under the terms of the agreements governing such indebtedness. In the event of such default, the holders of such indebtedness could elect to declare all the funds borrowed thereunder to be due and payable, together with accrued and unpaid interest, the lenders under the credit facility could elect to terminate their commitments, cease making further loans and institute foreclosure proceedings against Yuma's assets, and it could be forced into bankruptcy or liquidation. If Yuma's operating performance declines, it may in the future need to seek to obtain waivers from the required lenders under the credit facility to avoid being in default and it may not be able to obtain such a waiver. If this occurs, Yuma would be in default under the credit facility, the lenders could exercise their rights as described above, and it could be forced into bankruptcy or liquidation. Yuma cannot assure you that it will be granted waivers or amendments to its debt agreements if for any reason it is unable to comply with these agreements, or that it will be able to refinance its debt on terms acceptable to Yuma, or at all.

Yuma's audited financial statements for the year ended December 31, 2015 contain a going-concern qualification, raising questions as to Yuma's continued existence.



Yuma's independent auditors have issued a going concern opinion, which means that there is substantial doubt regarding Yuma's ability to continue as a going concern. As of the date of this proxy statement/prospectus, Yuma will require additional funds for the balance of fiscal year 2016 to repay \$9.8 million under its credit agreement when the borrowing base is reduced to \$20.0 million on the amendment termination date and to continue its operations. If Yuma cannot raise these funds or complete the merger, Yuma may be required to significantly alter its business plan, reduce its activities, sell assets, or Yuma could be forced into bankruptcy or liquidation. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classification of liabilities that might result from the possible inability to continue as a going concern.



Yuma's variable rate indebtedness subjects it to interest rate risk, which could cause its debt service obligations to increase significantly.

Borrowings under Yuma's credit facility bear interest at variable rates and expose Yuma to interest rate risk. If interest rates increase, Yuma's debt service obligations on the variable rate indebtedness would increase although the amount borrowed remained the same, and Yuma's net income and cash available for servicing its indebtedness and for other purposes would decrease.

Oil and natural gas prices are volatile. A substantial or extended decline in commodity prices will likely adversely affect Yuma's business, financial condition and results of operations and its ability to meet its debt commitments, or capital expenditure obligations and other financial commitments.

Prices for oil, natural gas, and natural gas liquids can fluctuate widely. For example, the NYMEX West Texas Intermediate oil prices have been volatile and ranged from a high of \$107.26 per barrel in June 2014 to a low of \$26.21 per barrel in February 2016. Also, NYMEX Henry Hub natural gas prices have been volatile and ranged from a high of \$6.15 per million British thermal units (MMBtu) in February 2014 to a low of \$1.64 per MMBtu in December 2015. Yuma's revenues, profitability and its future growth and the carrying value of its properties depend substantially on prevailing oil and natural gas prices. Prices also affect the amount of cash flow available for capital expenditures and Yuma's ability to borrow and raise additional capital. The amount Yuma will be able to borrow under its credit agreement is subject to periodic redetermination based in part on current oil and natural gas prices and on changing expectations of future prices. Lower prices may also reduce the amount of oil and natural gas that Yuma can economically produce and have an adverse effect on the value of its properties.

Historically, the markets for oil and natural gas have been volatile, and they are likely to continue to be volatile in the future. Among the factors that can cause volatility are:

the domestic and foreign supply of, and demand for, oil and natural gas;

volatility and trading patterns in the commodity-futures markets;

the ability of members of OPEC and other producing countries to agree upon and determine oil prices and production levels;

social unrest and political instability, particularly in major oil and natural gas producing regions outside the United States, such as Africa and the Middle East, and armed conflict or terrorist attacks, whether or not in oil or natural gas producing regions;

the level of consumer product demand;

the growth of consumer product demand in emerging markets, such as China;

labor unrest in oil and natural gas producing regions;

weather conditions, including hurricanes and other natural occurrences that affect the supply and/or demand of oil and natural gas;

the price and availability of alternative fuels;

the price of foreign imports;

worldwide economic conditions; and

the availability of liquid natural gas imports.

These external factors and the volatile nature of the energy markets make it difficult to estimate future prices of oil and natural gas.

The long-term effect of these and other factors on the prices of oil and natural gas is uncertain. Prolonged or further declines in these commodity prices may have the following effects on Yuma's business:

adversely affecting Yuma's financial condition, liquidity, ability to finance planned capital expenditures, and results of operations;

reducing the amount of oil and, natural gas that Yuma can produce economically;

causing Yuma to delay or postpone a significant portion of its capital projects;



materially reducing Yuma's revenues, operating income, or cash flows;

reducing the amounts of Yuma's estimated proved oil and natural gas reserves;

reducing the carrying value of Yuma's oil and natural gas properties due to recognizing additional impairments of proved properties, unproved properties and exploration assets;

reducing the standardized measure of discounted future net cash flows relating to oil and natural gas reserves; and

limiting Yuma's access to, or increasing the cost of, sources of capital such as equity and long-term debt.

Yuma's operations and future development activities are concentrated in the Greater Masters Creek Field in west central Louisiana. In the event the field does not meet Yuma's expectations with respect to drilling and future production or Yuma is unable to develop the field due to capital constraints, its future business, financial condition and results of operations will be materially adversely affected.

As set forth elsewhere in this proxy statement/prospectus, Yuma's Greater Masters Creek Field in west central Louisiana is Yuma's largest oil and natural gas development project. At December 31, 2015, Yuma held approximately 61,986 net acres in the field. Although the acreage has been partially developed by prior operators, Yuma's internal geological and engineering evaluation, as substantiated by two independent third-party engineering firms, supports the presence of significant remaining proved and non-proved undeveloped reserves and additional potential. Yuma's independent petroleum engineering reserve report as of December 31, 2015 includes 22 operated proved undeveloped well locations and three non-operated proved undeveloped well locations, 63 operated non-proved undeveloped locations, and 11 non-operated non-proved undeveloped locations that are held by production or contain existing leaseholds.

As of December 31, 2015, the field contained approximately 84.1% of Yuma's total proved undeveloped reserves and 83.7% of the PV-10 of such reserves. Additionally, the field's proved undeveloped reserves represent approximately 61.7% of Yuma's total proved reserves. Because such a significant portion of Yuma's operations are concentrated in the field, the success of its operations and its profitability may be disproportionately exposed to the effect of various events with respect to the field, including but not limited to unanticipated costs and delays in drilling, unexpected mechanical and operational problems, fluctuations in prices of natural gas and oil produced from wells, natural disasters, restrictive governmental regulations, transportation capacity constraints, inclement weather, curtailment of production due to unforeseen events, and any resulting delays or interruptions of production from existing or planned new wells in the field. Yuma is currently seeking joint venture partners to participate in the future drilling and development of these locations, which would reduce Yuma's participating interest in these locations and thereby reduce its future capital expenditures and associated proved and non-proved reserves and production. In the Greater Masters Creek Field and as of January 1, 2016, Yuma planned to drill one proved undeveloped well in 2016 and the remaining proved undeveloped wells within five years from the date they were originally recorded. However, Yuma currently plans to defer drilling of the Greater Masters Creek Field well as a result of current commodity prices and will reevaluate its drilling plans after the completion of the merger. Additionally, in the event Yuma's assumptions and analyses regarding the field are incorrect to any significant degree, the future production from the wells to be drilled may be adversely affected, which in turn could materially adversely affect its business, financial condition and results of operations. In addition, Yuma's development plan as of January 1, 2016 assumes that the net capital for

development of the field will be approximately \$105 million over four years. However, such capital plan will be subject to the review and approval of Yuma Delaware's board of directors following the merger and may not be approved in its current form. In any event, Yuma's ability to have sufficient capital in accordance with its plan to complete the development of these undeveloped reserves will be subject to its future cash flows, future prices for oil and gas, its ability to bring in other partners, as well as its capital raising abilities. Absent a significant recovery in oil and gas prices, market factors will continue to affect Yuma's ability to obtain financing, either debt or equity, or attract joint venture partners and will have a significant negative impact on its ability to develop the field as planned and hence, realize the positive cash flow and net income.

Yuma may not be able to drill wells on a substantial portion of its acreage.

Yuma may not be able to drill on a substantial portion of its acreage for various reasons. Yuma may not generate or be able to raise sufficient capital to do so. Further deterioration in commodities prices may also make drilling certain acreage uneconomic. Yuma's actual drilling activities and future drilling budget will depend on drilling results, oil and natural gas prices, the availability and cost of capital, drilling and production costs, availability of drilling services and equipment, lease expirations, gathering system and pipeline transportation constraints, regulatory approvals and other factors. In addition, any drilling activities Yuma is able to conduct may not be successful or add additional proved reserves to Yuma's overall proved reserves, which could have a material adverse effect on its future business, financial condition and results of operations.





A significant portion of Yuma's net leasehold acreage is undeveloped, and that acreage may not ultimately be developed or become commercially productive, which could cause it to lose rights under its leases as well as have a material adverse effect on its oil and natural gas reserves and future production and, therefore, its future cash flow and income.

A significant portion of Yuma's net leasehold acreage is undeveloped, or acreage on which wells have not been drilled or completed to a point that would permit the production of commercial quantities of oil and natural gas regardless of whether such acreage contains proved reserves. In addition, many of Yuma's oil and natural gas leases require it to drill wells that are commercially productive, and if it is unsuccessful in drilling such wells, it could lose its rights under such leases. Yuma's future oil and natural gas reserves and production and, therefore, its future cash flow and income, are dependent on successfully developing its undeveloped leasehold acreage.

Yuma's undeveloped acreage must be drilled before lease expirations to hold the acreage by production. Failure to drill sufficient wells to hold acreage could result in a substantial lease renewal cost or, if renewal is not feasible, loss of its undeveloped leases and prospective drilling opportunities.

Unless Yuma establishes production within the spacing units covering the undeveloped acres on which some of the locations are identified, the Yuma leases on such acreage will expire. Approximately 79% of Yuma's total Masters Creek undeveloped acreage will be subject to expiration in 2016, with 20% of such acreage expiring in 2017, and 1% in 2018. As of December 31, 2015, Yuma's leases representing 76%, 23%, and 1%, respectively, of its total undeveloped acreage are scheduled to expire in 2016, 2017, and 2018. The cost to renew expiring leases may increase significantly, and it may not be able to renew such leases on commercially reasonable terms or at all. If Yuma is unable to fund renewals of expiring leases, it could lose portions of its acreage and its actual drilling activities may differ materially from its current expectations, which could adversely affect Yuma's business.

Yuma's ability to sell its production and/or receive market prices for its production may be adversely affected by transportation capacity constraints and interruptions.

If the amount of natural gas, condensate or oil being produced by Yuma and others exceeds the capacity of the various transportation pipelines and gathering systems available in Yuma's operating areas, it will be necessary for new transportation pipelines and gathering systems to be built. Or, in the case of oil and condensate, it will be necessary for Yuma to rely more heavily on trucks to transport its production, which is more expensive and less efficient than transportation via pipeline. The construction of new pipelines and gathering systems is capital intensive and construction may be postponed, interrupted or cancelled in response to changing economic conditions and the availability and cost of capital. In addition, capital constraints could limit Yuma's ability to build gathering systems to transport its production to transportation pipelines. In such event, costs to transport its production may increase materially or Yuma might have to shut in its wells awaiting a pipeline connection or capacity and/or sell its production at much lower prices than market or than Yuma currently projects, which would adversely affect Yuma's results of operations.

A portion of Yuma's production may also be interrupted, or shut in, from time to time for numerous other reasons, including as a result of operational issues, mechanical breakdowns, weather conditions, accidents, loss of pipeline or gathering system access, field labor issues or strikes, or Yuma might voluntarily curtail production in response to market conditions. If a substantial amount of Yuma's production is interrupted at the same time, it could adversely affect its cash flow.

Unless Yuma replaces its reserves, its reserves and production will decline, which would adversely affect its financial condition, results of operations and cash flows.

Producing oil and natural gas reservoirs generally are characterized by declining production rates that vary depending upon reservoir characteristics and other factors. Decline rates are typically greatest early in the productive life of a well. Estimates of the decline rate of an oil or natural gas well are inherently imprecise, and are less precise with respect to new or emerging oil and natural gas formations with limited production histories than for more developed formations with established production histories. Yuma's production levels and the reserves that it currently expects to recover from its wells will change if production from its existing wells declines in a different manner than it has estimated and can change under other circumstances. Thus, Yuma's future oil and natural gas reserves and production and, therefore, its cash flow and results of operations are highly dependent upon its success in efficiently developing and exploiting its current properties and economically finding or acquiring additional recoverable reserves. Yuma may not be able to develop, find or acquire additional reserves to replace its current and future production at acceptable costs. If Yuma is unable to replace its current and future production, its cash flow and the value of its reserves may decrease, adversely affecting its business, financial condition, results of operations, and potentially the borrowing capacity under its credit facility.

Yuma's exploration and development drilling efforts and the operation of its wells may not be profitable or achieve its targeted returns.

Yuma requires significant amounts of undeveloped leasehold acreage to further its development efforts. Exploration, development, drilling and production activities are subject to many risks, including the risk that commercially productive reservoirs will not be discovered. Yuma invests in property, including undeveloped leasehold acreage that it believes will result in projects that will add value over time. However, Yuma cannot guarantee that its leasehold acreage will be profitably developed, that new wells drilled by it will be productive or that we will recover all or any portion of our investment in such leasehold acreage or wells. Drilling for oil and natural gas may involve unprofitable efforts, not only from dry wells but also from wells that are productive but do not produce sufficient net reserves to return a profit after deducting operating and other costs. In addition, wells that are profitable may not achieve Yuma's targeted rate of return. Yuma's ability to achieve its target results is dependent upon the current and future market prices for oil and natural gas, costs associated with producing oil and natural gas and its ability to add reserves at an acceptable cost.

In addition, Yuma may not be successful in controlling its drilling and production costs to improve its overall return. The cost of drilling, completing and operating a well is often uncertain and cost factors can adversely affect the economics of a project. Yuma cannot predict the cost of drilling and completing a well, and Yuma may be forced to limit, delay or cancel drilling operations as a result of a variety of factors, including:

unexpected drilling conditions;

downhole and well completion difficulties;

pressure or irregularities in formations;

equipment failures or breakdowns, or accidents and shortages or delays in the availability of drilling and completion equipment and services;

fires, explosions, blowouts and surface cratering;

adverse weather conditions, including hurricanes; and

compliance with governmental requirements.

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Estimates of proved oil and natural gas reserves involve assumptions and any material inaccuracies in these assumptions will materially affect the quantities and the net present value of Yuma's reserves.

This proxy statement/prospectus contains estimates of Yuma's proved oil and natural gas reserves. These estimates are based upon various assumptions, including assumptions required by the SEC relating to oil and natural gas prices, drilling and operating expenses, capital expenditures, taxes and availability of funds. The process of estimating oil and natural gas reserves is complex. This process requires significant decisions and assumptions in the evaluation of available geological, geophysical, engineering and economic data for each reservoir. Therefore, these estimates are inherently imprecise.

Actual future production, oil and natural gas prices, revenues, taxes, development expenditures, operating expenses and quantities of recoverable oil and natural gas reserves will vary from those estimated. Any significant variance could materially affect the estimated quantities and the net present value of Yuma's reserves. For instance, the SEC mandated prices used in estimating Yuma's proved reserves are \$50.28 per Bbl of oil and \$2.59 per MMBtu of natural gas, which are significantly higher than current spot market prices. Yuma's properties may also be susceptible to hydrocarbon drainage from production by other operators on adjacent properties. In addition, Yuma may adjust estimates of proved reserves to reflect production history, results of exploration and development, prevailing oil and natural gas prices and other factors, many of which are beyond its control.

At December 31, 2015, approximately 73.3% of Yuma's estimated reserves were classified as proved undeveloped. Recovery of proved undeveloped reserves requires significant capital expenditures and successful drilling operations. The reserve data assumes that Yuma will make significant capital expenditures to develop its reserves. The estimates of these oil and natural gas reserves and the costs associated with development of these reserves have been prepared in accordance with SEC regulations; however, actual capital expenditures will likely vary from estimated capital expenditures, development may not occur as scheduled and actual results may not be as estimated.

The standardized measure of discounted future net cash flows from Yuma's proved reserves will not be the same as the current market value of its estimated oil and natural gas reserves.

You should not assume that the standardized measure of discounted future net cash flows from Yuma's proved reserves is the current market value of Yuma's estimated oil and natural gas reserves. In accordance with SEC requirements in effect at December 31, 2015, 2014 and 2013, Yuma based the discounted future net cash flows from its proved reserves on the 12-month first-day-of-the-month oil and natural gas average prices without giving effect to derivative transactions. Actual future net cash flows from Yuma's oil and natural gas properties will be affected by factors such as:

actual prices Yuma receives for its oil and natural gas;

actual cost of development and production expenditures;

the amount and timing of actual production; and

changes in governmental regulations or taxation.

The timing of both Yuma's production and its incurrence of expenses in connection with the development and production of oil and natural gas properties will affect the timing and amount of actual future net revenues from proved reserves, and thus their actual present value. In addition, the 10% discount factor Yuma uses when calculating standardized measure may not be the most appropriate discount factor based on interest rates in effect from time to time and risks associated with Yuma or the oil and natural gas industry in general. As a corporation, Yuma is treated as a taxable entity for federal income tax purposes and its future income taxes will be dependent on its future taxable income. Actual future prices and costs may differ materially from those used in the present value estimates included in this proxy statement/prospectus which could have a material effect on the value of Yuma's reserves.

Yuma depends substantially on its key personnel for critical management decisions and industry contacts.

Yuma's success depends upon the continued contributions of its executive officers and key employees, particularly with respect to providing the critical management decisions and contacts necessary to manage and maintain its company within a highly competitive industry. Competition for qualified personnel can be intense, particularly in the oil and natural gas industry, and there are a limited number of people with the requisite knowledge and experience. Under these conditions, Yuma could be unable to attract and retain these personnel. The loss of the services of any of its executive officers or other key employees for any reason could have a material adverse effect on its business, operating results, financial condition and cash flows.



Yuma's oil and natural gas activities are subject to various risks which are beyond its control.

Yuma's operations are subject to many risks and hazards incident to exploring and drilling for, producing, transporting, marketing and selling oil and natural gas. Although Yuma may take precautionary measures, many of these risks and hazards are beyond its control and unavoidable under the circumstances. Many of these risks or hazards could materially and adversely affect Yuma's revenues and expenses, the ability of certain of its wells to produce oil and natural gas in commercial and economic quantities, the rate of production and the economics of the development of, and its investment in the prospects in which it has or will acquire an interest. Any of these risks and hazards could materially and adversely affect Yuma's financial condition, results of operations and cash flows. Such risks and hazards include:

human error, accidents, labor force and other factors beyond its control that may cause personal injuries or death to persons and destruction or damage to equipment and facilities;

blowouts, fires, hurricanes, pollution and equipment failures that may result in damage to or destruction of wells, producing formations, production facilities and equipment and increased drilling and production costs;

unavailability of materials and equipment;

engineering and construction delays;

unanticipated transportation costs and delays;

unfavorable weather conditions;

hazards resulting from unusual or unexpected geological or environmental conditions;

environmental regulations and requirements;

accidental leakage of toxic or hazardous materials, such as petroleum liquids, drilling fluids or salt water, into the environment;

hazards resulting from the presence of hydrogen sulfide or other contaminants in natural gas Yuma produces;

changes in laws and regulations, including laws and regulations applicable to oil and natural gas activities or markets for the oil and natural gas produced;



fluctuations in supply and demand for oil and natural gas causing variations of the prices it receives for its oil and natural gas production; and

the availability of alternative fuels and the price at which they become available.

As a result of these risks, expenditures, quantities and rates of production, revenues and operating costs may be materially affected and may differ materially from those anticipated by Yuma.

Yuma is subject to complex federal, state, local and other laws and regulations that from time to time are amended to impose more stringent requirements that could adversely affect the cost, manner or feasibility of doing business.

Companies that explore for and develop, produce, sell and transport oil and natural gas in the United States are subject to extensive federal, state and local laws and regulations, including complex tax and environmental, health and safety laws and the corresponding regulations, and are required to obtain various permits and approvals from federal, state and local agencies. If these permits are not issued or unfavorable restrictions or conditions are imposed on Yuma's drilling activities, it may not be able to conduct its operations as planned. It may be required to make large expenditures to comply with governmental regulations. Matters subject to regulation include:

water discharge and disposal permits for drilling operations;

drilling bonds;

drilling permits;

reports concerning operations;

air quality, air emissions, noise levels and related permits;

spacing of wells;

rights-of-way and easements;



unitization and pooling of properties;

pipeline construction;

gathering, transportation and marketing of oil and natural gas;

taxation; and

waste transport and disposal permits and requirements.

Failure to comply with applicable laws may result in the suspension or termination of operations and subject Yuma to liabilities, including administrative, civil and criminal penalties. Compliance costs can be significant. Moreover, the laws governing Yuma's operations or the enforcement thereof could change in ways that substantially increase the costs of doing business. Any such liabilities, penalties, suspensions, terminations or regulatory changes could materially and adversely affect Yuma's business, financial condition and results of operations. Under environmental, health and safety laws and regulations, Yuma also could be held liable for personal injuries, property damage (including site clean-up and restoration costs) and other damages including the assessment of natural resource damages. Such laws may impose strict as well as joint and several liability for environmental contamination, which could subject Yuma to liability for the conduct of others or for Yuma's own actions that were in compliance with all applicable laws at the time such actions were taken. Environmental and other governmental laws and regulations also increase the costs to plan, design, drill, install, operate and abandon oil and natural gas wells. Moreover, public interest in environmental protection has increased in recent years, and environmental organizations have opposed, with some success, certain drilling projects. Part of the regulatory environment in which Yuma operates includes, in some cases, federal requirements for performing or preparing environmental assessments, environmental impact studies and/or plans of development before commencing exploration and production activities. In addition, Yuma's activities are subject to regulation by oil and natural gas-producing states relating to conservation practices and protection of correlative rights. These regulations affect Yuma's operations and limit the quantity of oil and natural gas it may produce and sell. Delays in obtaining regulatory approvals or necessary permits, the failure to obtain a permit or the receipt of a permit with excessive conditions or costs could have a material adverse effect on Yuma's ability to explore on, develop or produce its properties. Additionally, the oil and natural gas regulatory environment could change in ways that might substantially increase the financial and managerial costs to comply with the requirements of these laws and regulations and, consequently, adversely affect Yuma's profitability.

Federal, state and local legislation and regulatory initiatives relating to hydraulic fracturing could result in increased costs and additional operating restrictions or delays.

Federal, state, tribal and local governments have been adopting or considering restrictions on or prohibitions of hydraulic fracturing of potentially productive subsurface rock formations in areas where Yuma has operated and non-operated working interests and the operator of such properties could be subject to additional levels of regulation, operational delays or increased operating costs and could have regulatory burdens imposed upon it that could make it more difficult to perform hydraulic fracturing and increase the costs of compliance and doing business.

From time to time, for example, legislation has been proposed in Congress to amend the Safe Drinking Water Act ("SDWA") to require federal permitting of hydraulic fracturing and the disclosure of chemicals used in the hydraulic

fracturing process. Further, the EPA is conducting a wide-ranging study on the effects of hydraulic fracturing on drinking water resources. In December 2015, the EPA issued a draft final report for public comment and peer review. Other governmental reviews have also been recently conducted or are under way that focus on environmental aspects of hydraulic fracturing. For example, a BLM rulemaking for hydraulic fracturing practices on federal and Indian lands resulted in a 2015 final rule that requires public disclosure of chemicals used in hydraulic fracturing on federal and Indian lands, confirmation that the wells used in fracturing operations meet proper construction standards and development of plans for managing related flowback water. These activities could result in additional regulatory scrutiny that could make it difficult to perform hydraulic fracturing and increase Yuma's costs of compliance and doing business with regard to its operated and non-operated properties.

Certain states likewise have adopted, and other states are considering the adoption of regulations that impose new or more stringent requirements for various aspects of hydraulic fracturing operations, such as permitting, disclosure, air emissions, well construction, seismic monitoring, waste disposal and water use. In addition to state laws, local land use restrictions, such as city ordinances, may restrict or prohibit drilling in general or hydraulic fracturing in particular. Such efforts have extended to bans on hydraulic fracturing.

As a working interest owner, Yuma uses a significant amount of water with respect to hydraulic fracturing operations. The inability to locate sufficient amounts of water, or dispose of or recycle water used in exploration and production operations, could adversely impact Yuma's operations. Moreover, new environmental initiatives and regulations could include restrictions on Yuma's ability to participate in certain operations such as hydraulic fracturing or disposal of waste, including, but not limited to, produced water, drilling fluids and other wastes associated with the exploration, development or production of oil and natural gas. Compliance with environmental regulations and regulatory permit requirements governing the withdrawal, storage and use of surface water or groundwater necessary for hydraulic fracturing of wells may increase the operating costs of Yuma's properties and cause delays, interruptions or termination of operations, all of which could have an adverse effect on its results of operations and financial condition. Further, if the use of hydraulic fracturing is limited, prohibited or subjected to further regulation, these requirements could delay or effectively prevent the extraction of oil and natural gas from formations which would not be economically viable without the use of hydraulic fracturing.



Hydraulic fracturing involves the injection of water, sand and various chemicals under pressure into geologic formations to fracture the surrounding rock and stimulate production. This process may give rise to operational issues such as an underground migration of water and chemicals to unintended areas, wellbore integrity, possible surface spillage and contamination caused by mishandling of fracturing fluids, including chemical additives. Properly administering the hydraulic fracturing process entails operational costs and a failure to properly administer the process could cause significant remedial and financial costs.

Regulation related to global warming and climate change could have an adverse effect on Yuma's operations and demand for oil and natural gas.

Studies over recent years have indicated that emissions of certain gases may be contributing to warming of the Earth's atmosphere. In response to these studies, governments have been adopting domestic and international climate change regulations that require reporting and reductions of the emission of such greenhouse gases. Methane, a primary component of natural gas, and carbon dioxide, a byproduct of burning oil, natural gas and refined petroleum products, are considered greenhouse gases. Internationally, the United Nations Framework Convention on Climate Change, the Kyoto Protocol and the Paris Agreement address greenhouse gas emissions, and international negotiations over climate change and greenhouse gases are continuing. Meanwhile, several countries, including those comprising the European Union, have established greenhouse gas regulatory systems.

In the United States, many states, either individually or through multi-state regional initiatives, have begun implementing legal measures to reduce emissions of greenhouse gases, primarily through emission inventories, emission targets, greenhouse gas cap and trade programs or incentives for renewable energy generation, while others have considered adopting such greenhouse gas programs.

At the federal level, the Obama Administration is attempting to address climate change through a variety of administrative actions. The EPA has issued greenhouse gas monitoring and reporting regulations that cover oil and natural gas facilities, among other industries. On July 19, 2011, the EPA amended the oil and natural gas facility greenhouse gas reporting rule to require reporting beginning in September 2012. Beyond measuring and reporting, the EPA issued an "Endangerment Finding" under section 202(a) of the Clean Air Act, concluding certain greenhouse gas pollution threatens the public health and welfare of current and future generations. The finding served as the first step to issuing regulations that require permits for and reductions in greenhouse gas emissions for certain facilities. In March 2014, moreover, the President released a Strategy to Reduce Methane Emissions that included consideration of both voluntary programs and targeted regulations for the oil and gas sector. Towards that end, the EPA released five draft white papers on methane and volatile organic compound emissions and mitigation measures for natural gas compressors, hydraulically fractured oil wells, pneumatic devices, well liquids unloading facilities and natural gas production and transmission facilities. Building on its white papers and the public input on those documents, the EPA issued a proposed rule in 2015 that would set additional standards for methane and emissions from oil and gas production sources, including hydraulically fractured oil wells and natural gas processing and transmission sources. The EPA intends to issue a final rule in 2016. In addition, the BLM has proposed standards for reducing venting and flaring on public lands. The EPA and BLM actions are part of a series of steps by the Administration that are intended to result by 2025 in a 40-45% decrease in methane emissions from the oil and gas industry as compared to 2012 levels.

In the courts, several decisions have been issued that may increase the risk of claims being filed by governments and private parties against companies that have significant greenhouse gas emissions. Such cases may seek to challenge air emissions permits that greenhouse gas emitters apply for and seek to force emitters to reduce their emissions or seek damages for alleged climate change impacts to the environment, people, and property.

Any laws or regulations that may be adopted to restrict or reduce emissions of greenhouse gases could require Yuma to incur additional operating costs, such as costs to purchase and operate emissions controls to obtain emission allowances or to pay emission taxes, and reduce demand for Yuma's products.

The ongoing implementation of federal legislation enacted in 2010 could have an adverse impact on Yuma's ability to use derivative instruments to reduce the effects of commodity prices, interest rates and other risks associated with its business.

Historically, Yuma has entered into a number of commodity derivative contracts in order to hedge a portion of Yuma's oil and natural gas production. On July 21, 2010, President Obama signed into law the Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Dodd-Frank Act, which requires the SEC and the Commodity Futures Trading Commission (the "CFTC"), along with other federal agencies, to promulgate regulations implementing the new legislation. The CFTC, in coordination with the SEC and various U.S. federal banking regulators, has issued regulations to implement the so-called "Volcker Rule" under which banking entities are generally prohibited from proprietary trading of derivatives. Although conditional exemptions from this general prohibition are available, the Volcker Rule may limit the trading activities of banking entities that have been counterparties to Yuma's derivatives trades in the past.





The CFTC also has finalized other regulations implementing the Dodd-Frank Act's provisions regarding trade reporting, margin and position limits; however, some regulations remain to be finalized and it is not possible at this time to predict when the CFTC will adopt final rules. For example, the CFTC has re-proposed regulations setting position limits for certain futures and option contracts in the major energy markets and for swaps that are their economic equivalents. Certain bona fide hedging transactions are expected to be made exempt from these limits. Also, it is possible that under recently adopted margin rules, some CFTC registered swap dealers may require Yuma to post initial and variation margins in connection with certain swaps not subject to central clearing.

The Dodd-Frank Act and any additional implementing regulations could significantly increase the cost of some commodity derivative contracts (including through requirements to post collateral, which could adversely affect Yuma's available liquidity), materially alter the terms of some commodity derivative contracts, limit its ability to trade some derivatives to hedge risks, reduce the availability of some derivatives to protect against risks Yuma encounters, and reduce its ability to monetize or restructure its existing commodity derivative contracts. If Yuma reduces its use of derivatives as a consequence, its results of operations may become more volatile and its cash flows may be less predictable, which could adversely affect its ability to plan for and fund capital expenditures. Increased volatility may make Yuma less attractive to certain types of investors. Finally, the Dodd-Frank Act was intended, in part, to reduce the volatility of oil and natural gas prices, which some legislators attributed to speculative trading in derivatives and commodity instruments related to oil and natural gas. If the implementing regulations result in lower commodity prices, Yuma's revenues could be adversely affected. Any of these consequences could adversely affect its business, financial condition and results of operations.

Certain federal income tax deductions currently available with respect to crude oil and natural gas and exploration and development may be eliminated as a result of future legislation.

The Obama administration has proposed to eliminate certain key U.S. federal income tax preferences currently available with respect to crude oil and natural gas exploration and production. The proposals include, but are not limited to (i) the repeal of the percentage depletion deduction for crude oil and natural gas properties; (ii) the elimination of current deductions for intangible drilling and development costs; (iii) the elimination of the deduction for certain U.S. production activities; and (iv) an extension of the amortization period for certain geological and geophysical expenditures. In addition, President Obama has recently proposed a \$10.25 per barrel tax on oil companies. It is not possible at this time to predict how legislation or new regulations that may be adopted to address these proposals would impact Yuma's business, but any such future laws and regulations could result in higher federal income taxes, which could negatively affect its financial condition and results of operations. In addition, proposals are made from time to time in states where Yuma operates to implement or increase severance or other taxes at the state level, and any such additional taxes would have similarly adverse effects on it.

Yuma participates in oil and natural gas leases with third parties who may not be able to fulfill their commitments to its projects.

Yuma frequently owns less than 100% of the working interest in the oil and natural gas leases on which it conducts operations, and other parties own the remaining portion of the working interest. Financial risks are inherent in any operation where the cost of drilling, equipping, completing and operating wells is shared by more than one person. Yuma could be held liable for joint activity obligations of other working interest owners, such as nonpayment of costs and liabilities arising from the actions of other working interest owners. In addition, declines in oil and natural gas prices may increase the likelihood that some of these working interest owners, particularly those that are smaller and less established, are not able to fulfill their joint activity obligations. A partner may be unable or unwilling to pay its share of project costs, and, in some cases, a partner may declare bankruptcy. In the event any of Yuma's project partners do not pay their share of such costs, it would likely have to pay those costs, and it may be unsuccessful in any efforts to recover these costs from its partners, which could materially adversely affect its financial position.

Yuma cannot be certain that the insurance coverage maintained by it will be adequate to cover all losses that may be sustained in connection with all oil and natural gas activities.

Yuma maintains general and excess liability policies, which it considers to be reasonable and consistent with industry standards. These policies generally cover:

personal injury;

bodily injury;

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third party property damage;

medical expenses;

legal defense costs;

pollution in some cases;

well blowouts in some cases; and

workers compensation.

As is common in the oil and natural gas industry, Yuma will not insure fully against all risks associated with its business either because such insurance is not available or because it believes the premium costs are prohibitive. A loss not fully covered by insurance could have a material effect on its financial position, results of operations and cash flows. There can be no assurance that the insurance coverage that it maintains will be sufficient to cover claims made against it in the future.

Title to the properties in which Yuma has an interest may be impaired by title defects.

Yuma generally obtains title opinions on significant properties that it drills or acquires. However, there is no assurance that Yuma will not suffer a monetary loss from title defects or title failure. Additionally, undeveloped acreage has greater risk of title defects than developed acreage. Generally, under the terms of the operating agreements affecting Yuma's properties, any monetary loss is to be borne by all parties to any such agreement in proportion to their interests in such property. If there are any title defects or defects in assignment of leasehold rights in properties in which Yuma holds an interest, it will suffer a financial loss.

The unavailability or high cost of drilling rigs, pressure pumping equipment and crews, other equipment, supplies, water, personnel and oil field services could adversely affect Yuma's ability to execute its exploration and development plans on a timely basis and within its budget.

The oil and natural gas industry is cyclical and, from time to time, there have been shortages of drilling rigs, equipment, supplies, water or qualified personnel. During these periods, the costs and delivery times of rigs, equipment and supplies are substantially greater. In addition, the demand for, and wage rates of, qualified drilling rig crews rise as the number of active rigs in service increases. Increasing levels of exploration and production may increase the demand for oilfield services and equipment, and the costs of these services and equipment may increase, while the quality of these services and equipment may suffer. The unavailability or high cost of drilling rigs, pressure pumping equipment, supplies or qualified personnel can materially and adversely affect its operations and profitability.

Yuma depends on the skill, ability and decisions of third-party operators of the oil and natural gas properties in which it has a non-operated working interest.

The success of the drilling, development and production of the oil and natural gas properties in which Yuma has or expects to have a non-operating working interest is substantially dependent upon the decisions of such third-party operators and their diligence to comply with various laws, rules and regulations affecting such properties. The failure of third-party operators to make decisions, perform their services, discharge their obligations, deal with regulatory agencies, and comply with laws, rules and regulations, including environmental laws and regulations in a proper manner with respect to properties in which Yuma has an interest could result in material adverse consequences to Yuma's interest in such properties, including substantial penalties and compliance costs. Such adverse consequences could result in substantial liabilities to Yuma or reduce the value of its properties, which could materially affect its results of operations.

Hedging transactions may limit Yuma's potential gains and increase its potential losses.

In order to manage its exposure to price risks in the marketing of Yuma's oil, natural gas, and natural gas liquids production, it has entered into oil, natural gas, and natural gas liquids price hedging arrangements with respect to a portion of its anticipated production and it may enter into additional hedging transactions in the future. While intended to reduce the effects of volatile commodity prices, such transactions may limit its potential gains and increase its potential losses if commodity prices were to rise substantially over the price established by the hedge. In addition, such transactions may expose Yuma to the risk of loss in certain circumstances, including instances in which:

its production is less than expected;

there is a widening of price differentials between delivery points for its production; or

the counterparties to its hedging agreements fail to perform under the contracts.



Yuma may be unsuccessful in combining Davis' business with its existing business.

The success of the merger will depend, in part, on Yuma's ability to realize the anticipated benefits and synergies from combining Yuma's business and existing asset base with the business of Davis and the assets obtained in the merger of Davis. To realize these anticipated benefits, the businesses must be successfully integrated. If Yuma is not able to achieve these objectives, or it is not able to achieve these objectives on a timely basis, the anticipated benefits of the merger may not be realized fully or at all. In addition, the actual integration may result in additional and unforeseen expenses, which could reduce the anticipated benefits of the merger. These integration difficulties could have a material adverse effect on Yuma's business, financial condition and results of operations.

Loss of Yuma's information and computer systems could adversely affect its business.

Yuma is heavily dependent on its information systems and computer based programs, including its well operations information, seismic data, electronic data processing and accounting data. If any of such programs or systems were to fail or create erroneous information in Yuma's hardware or software network infrastructure, possible consequences include Yuma's loss of communication links, inability to find, produce, process and sell oil and natural gas and inability to automatically process commercial transactions or engage in similar automated or computerized business activities. Any such consequence could have a material adverse effect on Yuma's business.

A terrorist attack or armed conflict could harm Yuma's business.

Terrorist activities, anti-terrorist efforts and other armed conflicts involving the United States or other countries may adversely affect the United States and global economies and could prevent Yuma from meeting its financial and other obligations. If any of these events occur, the resulting political instability and societal disruption could reduce overall demand for oil and natural gas, potentially putting downward pressure on demand for Yuma's production and causing a reduction in its revenues. Oil and natural gas related facilities could be direct targets of terrorist attacks, and Yuma's operations could be adversely impacted if infrastructure integral to its customers' operations is destroyed or damaged. Costs for insurance and other security may increase as a result of these threats, and some insurance coverage may become more difficult to obtain, if available at all.

#### Risks Relating to Davis' Business

Certain industry-related risks described under "Risks Related to Yuma's Business" also apply to the business of Davis and the post-merger combined company.

Certain industry-related risks described above under "Risks Related to Yuma's Business" and identified in the list below by reference to their captions are also applicable to the business of Davis and the post-merger combined company. Accordingly, for each of the below referenced risk factors, the full text and considerations set forth above under "Risks Related to Yuma's Business" apply as well to Davis and the combined company, and you should read any reference to Yuma in the full text and considerations of such risk factors as also referencing Davis and the combined company as parenthetically indicated in the list of captions below:

Oil and natural gas prices are volatile. A substantial or extended decline in commodity prices will likely adversely affect Yuma's (and Davis' and the post-merger combined company's) business, financial condition and results of operations and its ability to meet its debt commitments, or capital expenditure obligations and other financial commitments.

Yuma's (and Davis' and the post-merger combined company's) ability to sell its production and/or receive market prices for its production may be adversely affect by transportation capacity constraints and interruptions.

Yuma's (and Davis' and the post-merger combined company's) oil and natural gas activities are subject to various risks which are beyond its control.

Yuma (and each of Davis and the post-merger combined company) is subject to complex federal, state, local and other laws and regulations that from time to time are amended to impose more stringent requirements that could adversely affect the cost, manner or feasibility of doing business.

Federal, state and local legislation and regulatory initiatives relating to hydraulic fracturing could result in increased costs and additional operating restrictions or delays.

Regulation related to global warming and climate change could have an adverse effect on Yuma's (and Davis' and the post-merger combined company's) operations and demand for oil and natural gas.





The ongoing implementation of federal legislation enacted in 2010 could have an adverse impact on Yuma's (and Davis' and the post-merger combined company's) ability to use derivative instruments to reduce the effects of commodity prices, interest rates and other risks associated with its business.

Certain federal income tax deductions currently available with respect to crude oil and natural gas and exploration and development may be eliminated as a result of future legislation.

The unavailability or high cost of drilling rigs, pressure pumping equipment and crews, other equipment, supplies, water, personnel and oil field services could adversely affect Yuma's (and Davis' and the post-merger combined company's) ability to execute its exploration and development plans on a timely basis and within its budget.

Yuma (and Davis' and the post-merger combined company's) depends on the skill, ability and decisions of third-party operators of the oil and natural gas properties in which it has a non-operated working interest.

Loss of Yuma's (and Davis' and the post-merger combined company's) information and computer systems could adversely affect its business.

A terrorist attack or armed conflict could harm Yuma's (and Davis' and the post-merger combined company's) business.

Davis' hedging program may limit potential gains from increases in commodity prices or may result in losses or may be inadequate to protect Davis against continuing and prolonged declines in commodity prices.

Davis enters into hedging arrangements from time to time to reduce its exposure to fluctuations in oil and natural gas prices and to achieve more predictable cash flow. Davis' hedges at December 31, 2015, and as of the date of this proxy statement/prospectus, are in the form of swaps and collars placed with the commodity trading branches of Regions Bank. Davis cannot assure you that these or future counterparties will not become credit risks in the future. Hedging arrangements expose Davis to risks in some circumstances, including situations when the counterparty to the hedging contract defaults on the contractual obligations or there is a change in the expected differential between the underlying price in the hedging agreement and actual prices received. These hedging arrangements may also limit the benefit Davis could receive from increases in the market or spot prices for oil and natural gas.

For the year ended December 31, 2015, Davis' recognized \$3.3 million of hedging gains which in total represented 15% of Davis' oil and gas revenue including the hedging gains for the year. Davis cannot assure you that the hedging transactions it has entered into, or will enter into, will adequately protect it from fluctuations in oil and natural gas prices. In addition, at April 8, 2016, Davis had approximately 3,000 MMBtu/day of natural gas volumes and approximately 400 Bbls/day of crude oil hedged for the remainder of 2016. These hedges may be inadequate to protect Davis from continuing and prolonged declines in oil and natural gas prices. To the extent that oil and natural gas prices remain at current levels or decline further, Davis will not be able to hedge future production at the same pricing level as its current hedges and its results of operations and financial condition would be negatively impacted.

Davis' future success depends upon its ability to find, develop, produce and acquire additional oil and natural gas reserves that are economically recoverable.

As is generally the case in the Louisiana and Texas Gulf Coast region, where approximately 55% of Davis' current production for 2015 is located, many of Davis' producing properties are characterized by high initial production rates followed by a decline in production. For production from unconventional wells (wells that incorporate horizontal drilling and extensive hydraulic fracturing) production rates initially decline steeply but after the first year or two production begins to decline at a much more gradual rate. The majority of Davis' Gulf Coast wells (both conventional and unconventional) are at a point in their productive lives that is beyond the initial decline rate. Nevertheless, in order to maintain or increase its reserves, Davis must continue to locate and develop or acquire new oil and natural gas reserves to replace those being depleted by production. Davis must do this even during periods of low oil and natural gas prices when it is difficult to raise the capital necessary to finance its exploration, development and acquisition activities. Without successful exploration, development or acquisition activities, Davis' reserves and revenues will continue to decline. Davis may not be able to find and develop or acquire additional reserves at an acceptable cost or have access to necessary financing for these activities, either of which would have a material adverse effect on its financial condition.

Approximately 55% of Davis' production is exposed to the additional risk of severe weather, including hurricanes and tropical storms, as well as flooding, coastal erosion and sea level rise.

Approximately 55% of Davis' production in 2015 and approximately 61% of its estimated proved reserves are located along the Louisiana and Texas Gulf Coast region. Operations in this area are subject to severe weather, including hurricanes and tropical storms, as well as flooding, coastal erosion and sea level rise. Some of these adverse conditions can be severe enough to cause substantial damage to facilities and possibly interrupt production.



In accordance with customary industry practices, Davis maintains insurance against some, but not all, of the risks associated with severe weather; however, losses could occur for uninsured risks or in amounts in excess of existing insurance coverage. Davis cannot assure you that it will be able to maintain adequate insurance in the future at rates it considers reasonable or that any particular types of coverage will be available. An event that is not fully covered by insurance could have a material adverse effect on Davis' financial position and results of operations.

Davis' actual production, revenues and expenditures related to its reserves are likely to differ from its estimates of proved reserves. Davis may experience production that is less than estimated and drilling costs that are greater than estimated in its reserve report. These differences may be material.

Although the estimates of Davis' oil and natural gas reserves and future net cash flows attributable to those reserves were prepared by Netherland, Sewell & Associates, Inc. ("NSAI"), its independent petroleum and geological engineers, Davis is ultimately responsible for the disclosure of those estimates. Reserve engineering is a complex and subjective process of estimating underground accumulations of oil and natural gas that cannot be measured in an exact manner. Estimates of economically recoverable oil and natural gas reserves and of future net cash flows necessarily depend upon a number of variable factors and assumptions, including:

historical production from the area compared with production from other similar producing wells;

the assumed effects of regulations by governmental agencies;

assumptions concerning future oil and natural gas prices; and

assumptions concerning future operating costs, severance and excise taxes, development costs and work-over and remedial costs.

Because all reserve estimates are to some degree subjective, each of the following items may differ materially from those assumed in estimating proved reserves:

the quantities of oil and natural gas that are ultimately recovered;

the production and operating costs incurred;

the amount and timing of future development expenditures; and

future oil and natural gas sales prices.

Furthermore, different reserve engineers may make different estimates of reserves and cash flows based on the same available data. Davis cannot assure you that the difference between Davis' actual production and the production estimated in the prior year's reserve report will not be material in the future.

Approximately 36.2% of Davis' estimated proved reserves at December 31, 2015, are undeveloped and 31.4% were developed, non-producing. Recovery of undeveloped reserves requires significant capital expenditures and successful drilling operations. The reserve data assumes that Davis will make significant capital expenditures to develop and produce its reserves. Although Davis has prepared estimates of its oil and natural gas reserves and the costs associated with these reserves in accordance with industry standards, Davis cannot assure you that the estimated costs are accurate, that the development will occur as scheduled or that the actual results will be as estimated. Statutes and regulations may affect both the timing and quantity of recovery of estimated reserves. Such statutes and regulations, and their enforcement, have changed in the past and may change in the future, and may result in upward or downward revisions to current estimated proved reserves.

You should not assume that the standardized measure of discounted cash flows is the current market value of Davis' estimated oil and natural gas reserves. In accordance with SEC requirements, the standardized measure of discounted cash flows from proved reserves at December 31, 2015 are based on twelve-month average prices and costs as of the date of the estimate. These prices and costs will change and may be materially higher or lower than the prices and costs as of the date of the estimate. Any changes in consumption by oil and natural gas purchasers or in governmental regulations or taxation may also affect actual future net cash flows. The actual timing of development activities, including related production and expenses, will affect the timing of future net cash flows and any differences between estimated development timing and actual could have a material effect on standardized measure. In addition, the 10% discount factor Davis uses when calculating standardized measure of discounted cash flows for reporting requirements in compliance with accounting requirements is not necessarily the most appropriate discount factor. The effective interest rate at various times and the risks associated with Davis' operations or the oil and natural gas industry in general will affect the accuracy of the 10% discount factor.



Davis may be unable to successfully identify, execute or effectively integrate future acquisitions, which may negatively affect its results of operations.

Acquisitions of oil and gas properties have been an important element of Davis' business in the last several years. Davis has pursued and consummated acquisitions that have provided it opportunities to grow its production and reserves. Davis regularly engages in discussions with, and submits proposals to, acquisition candidates; however, there is no assurance that it will be able to successfully negotiate the terms of an acquisition, finance the acquisition or, if the acquisition occurs, effectively integrate the acquired properties into its existing business. Negotiation of potential acquisitions and the integration of acquired business operations may require a disproportionate amount of management's attention and its resources. After a proposed acquisition has been concluded, there is no assurance that any new business or property will generate revenues comparable to Davis' existing business or that the anticipated cost efficiencies or synergies will be realized or that the new properties will be integrated successfully or operated profitably. The success of each acquisition depends on a number of factors, including the ability to estimate accurately the recoverable volumes of reserves, rates of future production and future net revenues attainable from the reserves and to assess possible environmental liabilities. Davis' inability to successfully identify, execute or effectively integrate acquisitions may negatively affect its results of operations.

Even though Davis performs due diligence reviews (including a review of title and other records) of the major properties it seeks to acquire that it believes is consistent with industry practices, these reviews have an inherent degree of uncertainty. Even an in-depth review of records and properties may not necessarily reveal existing or potential problems or permit Davis to become familiar enough with the properties to assess fully their deficiencies and potential. Even when problems are identified, Davis may assume certain environmental and other risks and liabilities in connection with the acquired businesses and properties. The discovery of any material liabilities associated with Davis' acquisitions could harm its results of operations.

In addition, acquisitions of businesses may require additional debt or equity financing, resulting in additional leverage or dilution of ownership. Davis' bank credit facility contains certain covenants that limit, or which may have the effect of limiting, among other things acquisitions, capital expenditures, the sale of assets and the incurrence of additional indebtedness.

Losses and liabilities from uninsured or underinsured drilling and operating activities could have a material adverse effect on Davis' financial condition and operations.

Davis maintains several types of insurance to cover its operations, including worker's compensation and comprehensive general liability. Amounts over base coverages are provided by primary and excess umbrella liability policies. Davis also maintains operator's extra expense coverage, which covers the control of drilling or producing wells as well as redrilling expenses and pollution coverage for wells out of control.

Davis may not be able to maintain adequate insurance in the future at rates it considers reasonable, or it could experience losses that are not insured or that exceed the maximum limits under its insurance policies. If a significant event that is not fully insured or indemnified occurs, it could materially and adversely affect Davis' financial condition and results of operations.

Due to low current commodity prices, Davis may be required to take write-downs of the carrying values of its properties.

Accounting rules require that Davis periodically review the financial statement carrying value of its properties for possible impairment. Based on specific market factors and circumstances at the time of prospective impairment reviews, and the continuing evaluation of development plans, production data, economics and other factors, Davis



may be required to write down the carrying value of its properties. A write-down constitutes a non-cash charge to earnings. As a result in substantial declines in commodity prices, Davis recognized ceiling test write-downs totaling \$42.9 million during the year ended December 31, 2015 and \$10.7 million during the first quarter of 2016. The risk that Davis will be required to further write down the carrying value of its oil and gas properties increases when oil and natural gas prices are low or volatile. In addition, write-downs may occur if Davis experiences substantial downward adjustments to its estimated proved reserves or its unproved property values, or if estimated future development costs increase.

Davis faces strong competition from larger oil and natural gas companies that may negatively affect its ability to carry on operations.

Davis operates in the highly competitive areas of oil and natural gas exploration, development and production. Factors that affect Davis' ability to compete successfully in the marketplace include:

the availability of funds and information relating to a property;

the standards established by Davis for the minimum projected return on investment; and

the transportation of natural gas.



Davis' competitors include major integrated oil companies, substantial independent energy companies, affiliates of major interstate and intrastate pipelines and national and local natural gas gatherers, many of which possess greater financial and other resources than Davis does. If Davis is unable to successfully compete against its competitors, its business, prospects, financial condition and results of operations may be adversely affected.

Operating hazards may adversely affect Davis' ability to conduct business.

Davis' operations are subject to risks inherent in the oil and natural gas industry, such as:

unexpected drilling conditions including blowouts, cratering and explosions;

uncontrollable flows of oil, natural gas or well fluids;

equipment failures, fires or accidents;

pollution and other environmental risks; and

shortages in experienced labor or shortages or delays in the delivery of equipment.

These risks could result in substantial losses to Davis from injury and loss of life, damage to and destruction of property and equipment, pollution and other environmental damage and suspension of operations. Davis' operations and properties located in coastal waters and offshore are also subject to a variety of operating risks peculiar to the marine environment, such as hurricanes or other adverse weather conditions and more extensive governmental regulation. These regulations may, in certain circumstances, impose strict liability for pollution damage or result in the interruption or termination of operations.

Reserves may differ from estimates; standardized measure is not necessarily indicative of fair value.

Approximately 36.2% of Davis' estimated proved reserves at December 31, 2015, are undeveloped and 24.7% were developed, non-producing. Recovery of undeveloped reserves requires significant capital expenditures and successful drilling operations. The reserve data assumes that Davis will make significant capital expenditures to develop and produce its reserves. Although Davis has prepared estimates of its oil and natural gas reserves and the costs associated with these reserves in accordance with industry standards, Davis cannot assure you that the estimated costs are accurate, that the development will occur as scheduled or that the actual results will be as estimated. Statutes and regulations may affect both the timing and quantity of recovery of estimated reserves. Such statutes and regulations, and their enforcement, have changed in the past and may change in the future, and may result in upward or downward revisions to current estimated proved reserves.

You should not assume that the standardized measure of discounted cash flows is the current market value of Davis' estimated oil and natural gas reserves. In accordance with SEC requirements, the standardized measure of discounted cash flows from proved reserves at December 31, 2015 are based on twelve-month average prices and costs as of the date of the estimate. These prices and costs will change and may be materially higher or lower than the prices and costs as of the date of the estimate. Any changes in consumption by oil and natural gas purchasers or in governmental regulations or taxation may also affect actual future net cash flows. The actual timing of development activities,

including related production and expenses, will affect the timing of future net cash flows and any differences between estimated development timing and actual could have a material effect on standardized measure. In addition, the 10% discount factor Davis uses when calculating standardized measure of discounted cash flows for reporting requirements in compliance with accounting requirements is not necessarily the most appropriate discount factor. The effective interest rate at various times and the risks associated with Davis' operations or the oil and natural gas industry in general will affect the accuracy of the 10% discount factor.

#### Risks Relating to the Combined Company's Operations After Consummation of the Merger

Following the merger, Yuma Delaware will have limited liquidity which could adversely affect its ability to operate its business and realize development opportunities, and which, in turn, may limit future cash flows and its ability to remain in compliance with debt covenants and make payments on its debt.

The aggregate outstanding indebtedness of Davis and Yuma, respectively, will be combined as a result of the merger and become indebtedness of Yuma Delaware, the surviving corporation. As of June 30, 2016, the aggregate principal amount of outstanding indebtedness, net of cash on hand, was \$6.6 million with respect to Davis, and \$27.7 million with respect to Yuma. As a condition to the merger, Yuma or Yuma Delaware must 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. If such condition is not satisfied by October 31, 2016, then either Davis or Yuma may terminate the merger agreement in accordance with its terms. Yuma and Davis expect that a \$44.0 million borrowing base and cash on hand will provide approximately \$6.0 million of liquidity at the closing of the merger. The \$44.0 million borrowing base will repay the outstanding amounts under Yuma's and Davis' current credit facilities. Yuma and Davis expect that the combined company's liquidity and the cash flows from its properties will be used primarily to develop the combined company's oil and natural gas properties and fund potential acquisitions into the future.



Although Yuma and Davis believe that the combined company will have reasonable debt levels after the closing of the merger relative to its anticipated assets and cash flow, the combined company will also have limited liquidity, which could be detrimental to financing its future operations and to developing properties as required to create future cash flows. Subject to covenants and restrictions under its credit facility and the availability of future financing, Yuma Delaware may also incur additional indebtedness in the future which could provide proceeds to fund capital expenditures which could enhance future cash flows, such as drilling and completion activities. However, additional indebtedness could result in a high level of debt for the combined company which could have important consequences for you, including the following:

it may be more difficult for Yuma Delaware to satisfy its obligations with respect to its outstanding indebtedness and any failure to comply with the obligations of any of its debt agreements, including financial and other restrictive covenants, could result in an event of default under the agreements governing such indebtedness;

as debt increases, Yuma Delaware will need to use an increasing portion of its cash flows to pay interest on its debt, which will reduce the portion of future cash flows available for operations, capital expenditures, expansion, acquisitions or general corporate or other business activities;

Yuma Delaware may be more vulnerable to economic downturns and adverse developments in its industry or the economy in general, especially extended or further declines in oil and natural gas prices;

with a higher level of debt than some of its competitors, Yuma Delaware may be at a competitive disadvantage for the acquisition of properties and participation in development opportunities; and

high future debt levels of Yuma Delaware could limit its flexibility in planning for, or reacting to, changes in its business and the industry in which it operates.

Yuma Delaware's ability to meet its expenses, including debt obligations, and to fund capital expenditures which could enhance future cash flows, such as drilling and completion activities, will depend on its future performance, which will be affected significantly by crude oil and natural gas prices as well as financial, business, economic, regulatory and other factors. Yuma Delaware will not be able to control many of these factors, such as commodity prices, economic conditions and governmental regulation. Yuma Delaware cannot be certain that its cash flow from operations will be sufficient to allow it to fund anticipated capital expenditures and to pay the principal and interest on its debt and meet its other obligations. If Yuma Delaware does not have enough cash to fund anticipated capital expenditures and to service its debt, it may be required to curtail capital spending or to refinance all or part of its existing debt, sell assets, borrow more money or raise equity. Yuma Delaware may not be able to refinance its debt, sell assets, borrow more money or raise equity on terms acceptable to us, if at all.

We may not be able to successfully integrate the businesses of Yuma and Davis following the merger.

The success of the merger depends in large part upon our ability to integrate our organizations, operations, systems and personnel. The integration of two previously independent companies is a challenging, time-consuming and costly process. Yuma and Davis have operated and, until the effective time of the merger, will continue to operate, independently. It is possible that the integration process could result in the loss of key employees, the disruption of each company's ongoing businesses or inconsistencies in standards, controls, procedures and policies that adversely

affect our ability to maintain relationships with suppliers, customers and employees or to achieve the anticipated benefits of the merger. In addition, successful integration of the companies will require the dedication of significant management resources, which will temporarily detract attention from the day-to-day businesses of the combined company. If we are not able to integrate our organizations, operations, systems and personnel in a timely and efficient manner, the anticipated benefits of the merger may not be realized fully or at all or may take longer to realize than expected.

Yuma's merger with Davis, if completed, may not achieve its intended results.

Yuma and Davis entered into the merger agreement with the expectation that the merger would result in various benefits, cost savings and operating efficiencies. Achieving the anticipated benefits of the merger is subject to a number of uncertainties, including whether the business of Yuma is integrated in an efficient and effective manner. Failure to achieve these anticipated benefits could result in increased costs, decreases in the amount of expected revenues generated by the combined company, and diversion of management's time and energy and could have an adverse effect on the combined company's financial position, results of operations or cash flows.





Yuma Delaware's business plan includes substantial capital requirements which may require additional debt or equity financing.

Yuma Delaware expects to make substantial capital expenditures for the acquisition, development, production and exploration of its oil and gas properties in order to fully realize its business plan. Yuma Delaware's capital requirements will depend on numerous factors, and it cannot predict accurately the exact timing and amount of its capital requirements. Although Yuma Delaware intends to finance a substantial portion of its future capital expenditures through cash flow from operations, cash on hand, and its revolving credit facility, it may require additional funds which could come from debt or equity financing or asset sales. A decrease in expected revenues or adverse change in market conditions could make obtaining financing economically unattractive or impossible or reduce the value Yuma Delaware expects to receive from asset divestitures.

A significant increase in Yuma Delaware's indebtedness, or an increase in its indebtedness that is proportionately greater than its issuances of equity could negatively impact its ability to remain in compliance with the financial covenants under Yuma Delaware's revolving credit facility which could force it to limit or defer its planned oil and gas leasing, exploration and development program. Moreover, if Yuma Delaware is unable to finance its growth as expected, it could be required to sell assets, seek alternative financing, the terms of which may not be attractive to Yuma Delaware, or reduce the scope of its business plan.

In addition, a significant increase in Yuma Delaware's indebtedness could cause it to be unable to obtain sufficient credit capacity with counterparties to finance the hedging of its future crude oil and gas production which may limit its ability to manage price risk. As a result of these factors, Yuma Delaware may lack the capital necessary to fully pursue its drilling program, obtain credit necessary to enter into derivative contracts to hedge its future crude oil and gas production or to capitalize on other business opportunities.

To service its indebtedness, Yuma Delaware will require a significant amount of cash. Yuma Delaware's ability to generate cash depends on many factors beyond its control, and any failure to meet its debt obligations could harm its business, financial condition and results of operations.

Yuma Delaware's ability to make payments on and to refinance its indebtedness and to fund planned capital expenditures will depend on its ability to generate sufficient cash flow from operations in the future. To a certain extent, this is subject to general economic, financial, competitive, legislative and regulatory conditions and other factors that are beyond Yuma Delaware's control, including the prices that Yuma Delaware receives for its oil and natural gas production.

Yuma Delaware cannot assure you that its business will generate sufficient cash flow from operations or that future borrowings will be available to it under its bank credit facility in an amount sufficient to enable it to pay principal and interest on its indebtedness or to fund its other liquidity needs. If Yuma Delaware's cash flow and capital resources are insufficient to fund its debt obligations, Yuma Delaware may be forced to reduce its planned capital expenditures, sell assets, seek additional equity or debt capital or restructure its debt. Yuma Delaware cannot assure you that any of these remedies could, if necessary, be effected on commercially reasonable terms, or at all. In addition, any failure to make scheduled payments of interest and principal on Yuma Delaware's outstanding indebtedness would likely result in a reduction of its credit rating, which could harm its ability to incur additional indebtedness on acceptable terms. Yuma Delaware's cash flow and capital resources may be insufficient for payment of interest on and principal of its debt in the future and any such alternative measures may be unsuccessful or may not permit Yuma Delaware to meet scheduled debt service obligations, which could cause Yuma Delaware to default on its obligations and could impair its liquidity.

A financial downturn or negative credit market conditions may have lasting effects on Yuma Delaware's liquidity, business and financial condition that it cannot predict.

Liquidity is essential to Yuma Delaware's business. Yuma Delaware's liquidity could be substantially negatively affected by an inability to obtain capital in the long-term or short-term debt capital markets or equity capital markets or an inability to access bank financing. As a condition to the merger, Yuma or Yuma Delaware must 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. If such condition is not satisfied by October 31, 2016, then either Davis or Yuma may terminate the merger agreement in accordance with its terms. There can be no assurance, however, that the proposed credit facility will provide sufficient liquidity to support its planned capital expenditures under all economic conditions. An extended downturn in crude oil and natural gas commodities prices, a prolonged credit crisis or turmoil in the domestic or global financial systems could materially affect Yuma Delaware's liquidity, business and financial condition. Conditions such as these have adversely impacted financial and commodities markets in the past and have created substantial volatility and uncertainty, and could do so again. Negative credit market conditions could materially affect Yuma Delaware's liquidity and may inhibit Yuma Delaware's lender from fully funding Yuma Delaware's bank credit facility or cause the lender to make the terms of Yuma Delaware's bank credit facility costlier and more restrictive. A weak economic environment could also adversely affect the collectability of Yuma Delaware's trade receivables or performance by its suppliers and cause its commodity derivative arrangements to be ineffective if Yuma Delaware's counterparties are unable to perform their obligations or seek bankruptcy protection. Additionally, negative economic conditions could lead to reduced demand for oil, natural gas and NGLs or lower prices for oil, natural gas and NGLs, which could have a negative impact on Yuma Delaware's revenues.



Yuma Delaware may not be able to obtain adequate financing when the need arises to execute its long-term operating strategy.

Yuma Delaware's ability to execute its long-term operating strategy is highly dependent on having access to capital when the need arises. Yuma Delaware historically has addressed its long-term liquidity needs through bank credit facilities, issuances of equity securities, sales of assets, farm outs, joint ventures and cash provided by operating activities. Yuma Delaware will examine the following alternative sources of long-term capital as dictated by current economic conditions:

borrowings from banks or other lenders;

the sale of certain assets;

the issuance of common stock, preferred stock or other equity securities;

joint venture financing; and

production payments.

The availability of these sources of capital when the need arises will depend upon a number of factors, some of which are beyond Yuma Delaware's control. These factors include general economic and financial market conditions, oil and natural gas prices, Yuma Delaware's credit ratings, interest rates, market perceptions of Yuma Delaware or the oil and gas industry, Yuma Delaware's market value and Yuma Delaware's operating performance. Yuma Delaware may be unable to execute its long-term operating strategy if it cannot obtain capital from these sources when the need arises.

Restrictive debt covenants could limit Yuma Delaware's growth and its ability to finance its operations, fund its capital needs, respond to changing conditions and engage in other business activities that may be in its best interests.

Yuma Delaware anticipates that its proposed bank credit facility will contain a number of significant covenants that, among other things, restrict or limit its ability to:

pay dividends or distributions on its capital stock or issue preferred stock;

repurchase, redeem or retire its capital stock or subordinated debt;

make certain loans and investments;

place restrictions on the ability of subsidiaries to make distributions;

sell assets, including the capital stock of subsidiaries;

enter into certain transactions with affiliates;

create or assume certain liens on Yuma Delaware's assets;

enter into sale and leaseback transactions;

merge or to enter into other business combination transactions;

enter into transactions that would result in a change of control; or

engage in other corporate activities.

Also, Yuma Delaware's bank credit facility anticipates that its proposed bank credit facility will require it to maintain compliance with specified financial ratios and satisfy certain financial condition tests. Although the terms of such financial ratios are not yet available, Yuma Delaware's anticipates that its ability to comply with these ratios and financial condition tests may be affected by events beyond its control, and Yuma Delaware cannot assure you that it will meet these ratios and financial condition tests. Further, these financial ratio restrictions and financial condition tests could limit Yuma Delaware's ability to obtain future financings, make needed capital expenditures, withstand a future downturn in its business or the economy in general or otherwise conduct necessary corporate activities. Yuma Delaware may also be prevented from taking advantage of business opportunities that arise because of the limitations that the restrictive covenants under its bank credit facility impose on it.

A breach of any of these covenants or its inability to comply with the required financial ratios or financial condition tests could result in a default under Yuma Delaware's bank credit facility. A default, if not cured or waived, could result in all indebtedness outstanding under Yuma Delaware's bank credit facility to become immediately due and payable and entitle the lenders to exercise remedies under terms of the credit facility, such as foreclosure of mortgage liens with respect to oil and gas properties and other assets securing the credit facility. If default should occur, Yuma Delaware may not be able to pay all such debt or borrow sufficient funds to refinance it. Even if new financing were then available, it may not be on terms that are acceptable to Yuma Delaware. If Yuma Delaware were unable to repay those amounts, the lender could accelerate the maturity of the debt and proceed against any collateral granted to it to secure such defaulted debt.



## Risks Relating to Yuma Delaware Common Stock Following the Merger

The trading price of Yuma Delaware common stock may be volatile.

The trading price of shares of Yuma common stock has from time to time fluctuated widely and in the future Yuma Delaware common stock may be subject to similar fluctuations. The trading price may be affected by a number of factors including the risk factors set forth in this document, as well as Yuma Delaware's operating results, financial condition, drilling activities and general conditions in the oil and natural gas exploration and development industry, the economy, the securities markets and other events.

The influx of such a substantial number of shares into the public market could have a significant negative effect on the trading price of Yuma Delaware common stock. In recent years broad stock market indices, in general, and smaller capitalization companies, in particular, have experienced substantial price fluctuations. In a volatile market, Yuma Delaware may experience wide fluctuations in the market price of its common stock. These fluctuations may have an extremely negative effect on the market price of Yuma Delaware common stock.

Certain provisions of Delaware law, Yuma Delaware's amended and restated certificate of incorporation and amended and restated bylaws could hinder, delay or prevent a change in control of Yuma Delaware, which could adversely affect the price of Yuma Delaware common stock.

Certain provisions of Delaware law, Yuma Delaware's amended and restated certificate of incorporation and amended and restated bylaws could have the effect of discouraging, delaying or preventing transactions that involve an actual or threatened change in control of Yuma Delaware. In addition, Yuma Delaware's amended and restated certificate of incorporation and amended and restated bylaws include the following provisions:

**Number of Directors, Board Vacancies, Term of Office.** Yuma Delaware's amended and restated certificate of incorporation and amended and restated bylaws provide that only the board of directors may set the number of directors. Pursuant to the bylaws of Yuma Delaware the board of directors has the exclusive right, by the affirmative vote of a majority of the remaining directors, to fill vacancies on the board even if the remaining directors do not constitute a quorum. These provisions of the bylaws also provide that any director elected to fill a vacancy shall hold office for the remainder of the full term of the class of directors in which the vacancy occurred, rather than the next annual meeting of stockholders as would otherwise be the case, and until his or her successor is elected and qualifies.

**Advance Notice Provisions for Stockholder Nominations and Proposals.** Yuma Delaware's amended and restated bylaws require advance written notice for stockholders to nominate persons for election as directors at, or to bring other business before, any meeting of stockholders. This bylaw provision limits the ability of stockholders to make nominations of persons for election as directors or to introduce other proposals unless Yuma Delaware is notified in a timely manner prior to the meeting.

**Amending the Bylaws.** Yuma Delaware's amended and restated certificate of incorporation permits its board of directors to adopt, alter or repeal any provision of the bylaws or to make new bylaws. Yuma Delaware's amended and restated bylaws also may be amended by the affirmative vote of its stockholders.

**Authorized but Unissued Shares.** Under Yuma Delaware's amended and restated certificate of incorporation, its board of directors has authority to cause the issuance of preferred stock from time to time in one or more series and to

establish the terms, preferences and rights of any such series of preferred stock, all without approval of its stockholders. Nothing in its amended and restated certificate of incorporation precludes future issuances without stockholder approval of the authorized but unissued shares of Yuma Delaware common stock.

After the closing of the merger, the former majority stockholders of Davis are expected to collectively beneficially hold approximately 55.8% of the voting power of the outstanding shares of Yuma Delaware common stock and Yuma Delaware preferred stock and to have substantial influence over Yuma Delaware, which may limit Yuma Delaware stockholders' ability to influence the outcome of important transactions, including a change of control.

After the closing of the merger, the former majority stockholders of Davis, Evercore Capital Partners, Red Mountain Capital Partners and Sankaty Advisors, are expected to beneficially hold, in the aggregate, 49.5% of the outstanding shares of Yuma Delaware common stock and 99.4% of the outstanding shares of Yuma Delaware preferred stock based on the number of shares anticipated to be outstanding at the closing of the merger. As a result, such stockholders will hold approximately 55.8% of the voting power of the issued and outstanding shares of Yuma Delaware. Additionally, three members of the board of directors of Yuma Delaware (J. Christopher Teets, Neeraj Mital and Stuart E. Davies) will have been appointed by these former majority stockholders of Davis. As a result, these stockholders, if acting together, may be able to influence or control matters requiring approval by Yuma Delaware's stockholders, including the election of directors and the approval of mergers, acquisitions or other extraordinary transactions. They may also have interests that differ from yours and may vote in a way with which you disagree and which may be adverse to your interests. This concentration of ownership may have the effect of delaying, preventing or deterring a change in control of Yuma Delaware, could deprive its stockholders of an opportunity to receive a premium for their Yuma Delaware common stock as part of a sale of Yuma Delaware and might ultimately affect the market price of Yuma Delaware common stock.





Offerings of debt by Yuma Delaware, which would be senior to Yuma Delaware's common stock upon liquidation, and/or issuance of preferred stock, which would be senior to Yuma Delaware common stock for purposes of dividend distributions or upon liquidation, may adversely affect the market price of Yuma Delaware's common stock.

Yuma Delaware may from time to time issue debt securities in connection with any number of activities, including strategic acquisitions, repayment of debt, capital expenditures and other uses. Upon liquidation, holders of such debt securities and lenders with respect to other borrowings by Yuma Delaware will receive distributions of Yuma Delaware's available assets prior to the holders of Yuma Delaware's common stock.

Yuma Delaware's board of directors is authorized to issue one or more classes or series of preferred stock from time to time without any action on the part of the stockholders. Yuma Delaware's board of directors also has the power, without stockholder approval, to set the terms of any such classes or series of preferred stock that may be issued, including voting rights, dividend rights, and preferences over Yuma Delaware common stock with respect to dividends or upon Yuma Delaware's dissolution, winding-up and liquidation and other terms. If Yuma Delaware issues preferred stock in the future that has a preference over its common stock with respect to the payment of dividends or upon its liquidation, dissolution, or winding-up, or if Yuma Delaware issues preferred stock with voting rights that dilute the voting power of the common stock, the rights of holders of Yuma Delaware common stock or the market price of Yuma Delaware common stock could be adversely affected.

In addition, offerings of Yuma Delaware common stock or of securities linked to Yuma Delaware common stock may dilute the holdings of Yuma Delaware existing common stockholders or reduce the market price of Yuma Delaware common stock. Holders of Yuma Delaware common stock are not entitled to preemptive rights.

Offerings of debt by Yuma Delaware, which would be senior to Yuma Delaware's common stock upon liquidation, and/or issuance of preferred stock, which would be senior to Yuma Delaware common stock for purposes of dividend distributions or upon liquidation, may adversely affect the market price of Yuma Delaware's common stock.

Yuma Delaware may from time to time issue debt securities in connection with any number of activities, including strategic acquisitions, repayment of debt, capital expenditures and other uses. Upon liquidation, holders of such debt securities and lenders with respect to other borrowings by Yuma Delaware will receive distributions of Yuma Delaware's available assets prior to the holders of Yuma Delaware's common stock.

Yuma Delaware's board of directors is authorized to issue one or more classes or series of preferred stock from time to time without any action on the part of the stockholders. Yuma Delaware's board of directors also has the power, without stockholder approval, to set the terms of any such classes or series of preferred stock that may be issued, including voting rights, dividend rights, and preferences over Yuma Delaware common stock with respect to dividends or upon Yuma Delaware's dissolution, winding-up and liquidation and other terms. If Yuma Delaware issues preferred stock in the future that has a preference over its common stock with respect to the payment of dividends or upon its liquidation, dissolution, or winding-up, or if Yuma Delaware issues preferred stock with voting rights that dilute the voting power of the common stock, the rights of holders of Yuma Delaware common stock or the market price of Yuma Delaware common stock could be adversely affected.

In addition, offerings of Yuma Delaware common stock or of securities linked to Yuma Delaware common stock may dilute the holdings of Yuma Delaware existing common stockholders or reduce the market price of Yuma Delaware common stock. Holders of Yuma Delaware common stock are not entitled to preemptive rights.



## THE COMPANIES

### Yuma Energy, Inc.

Yuma Energy, Inc. is an independent Houston-based exploration and production company. Yuma 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 was incorporated in California on October 7, 1909. 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's common stock is traded on the NYSE MKT under the trading symbol "YUMA." Yuma's Series A Preferred Stock is traded on the NYSE MKT under the trading symbol "YUMAprA."

Yuma's principal executive offices are located at 1177 West Loop South, Suite 1825, Houston, Texas 77027, and its telephone number is (713) 968-7000. Yuma's website address is [www.yumaenergyinc.com](http://www.yumaenergyinc.com), although the information on its website is not deemed to be part of this proxy statement/prospectus.

At December 31, 2015, Yuma's estimated total proved oil and natural gas reserves, as prepared by its independent reserve engineering firm, Netherland, Sewell & Associates, Inc. ("NSAI"), were approximately 13,261 MBoe, consisting of 6,916 MBbls of oil, 2,051 MBbls of natural gas liquids, and 25,770 MMcf of natural gas. Approximately 26.7% of Yuma's proved reserves were classified as proved developed. Yuma maintains operational control of approximately 78% of its proved reserves. For the year ended December 31, 2015, Yuma's production averaged 1,792 Boe/d compared to 2,143 Boe/d for the year ended December 31, 2014. Yuma's total revenues for the year ended December 31, 2015 were \$23,719,410 compared to \$42,057,910 for the year ended December 31, 2014. For the six months ended June 30, 2016, Yuma's production averaged 1,515 Boe/d compared to 1,797 Boe/d for the six months ended June 30, 2015. Yuma's total revenues for the six months ended June 30, 2016 were \$5,200,246 compared to \$9,481,162 for the six months ended June 30, 2015.

### Recent Developments

In April 2016, a party to the participation agreement dated July 31, 2013 relating to Yuma's Greater Masters Creek Area exercised its option to participate under the participation agreement for a four percent working interest.

### Yuma Delaware Merger Subsidiary, Inc. and Yuma Merger Subsidiary, Inc.

Yuma Delaware Merger Subsidiary, Inc., a Delaware corporation, is a direct wholly owned subsidiary of Yuma and was formed solely for the purpose of consummating the reincorporation. Yuma Merger Subsidiary, Inc., a Delaware corporation, is a direct wholly owned subsidiary of Yuma Delaware 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. Their principal executive offices are located at 1177 West Loop South, Suite 1825, Houston, Texas 77027, and their telephone number is (713) 968-7000.

### Davis Petroleum Acquisition Corp.

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.

Davis' principal executive offices are located at 1330 Post Oak Blvd., Suite 600, Houston, Texas 77056, and its telephone number is (713) 439-6757. Davis' website address is [www.davispetroleumcorp.com](http://www.davispetroleumcorp.com), although the information on its website is not deemed to be part of this proxy statement/prospectus.

At December 31, 2015, Davis' estimated total proved oil and natural gas reserves, as prepared by its independent reserve engineering firm, NSAI, were approximately 4,782 MBoe, consisting of 2,196 MBbls of oil and natural gas liquids, and 15,518 MMcf of natural gas. Approximately 63.8% of Davis' proved reserves were classified as proved developed. Davis maintains operational control of approximately 62% of its proved reserves. For the year ended December 31, 2015, Davis' production averaged 2,068 Boe/d compared to 3,011 Boe/d for the year ended December 31, 2014. Davis' total revenues for the year ended December 31, 2015 were \$18,774,000 compared to \$58,694,000 for the year ended December 31, 2014. For the six months ended June 30, 2016, Davis' production averaged 1,660 Boe/d compared to 2,407 Boe/d for the six months ended June 30, 2015. Davis' total revenues for the six months ended June 30, 2016 were \$5.5 million compared to \$12.2 million for the six months ended June 30, 2015.



## 2016 Operational Developments

In March 2016, Davis completed its third operated well in the Cameron Canal gas field in which it holds a 100% working interest. The new E.E. Broussard #1 ST2 well was initially tested at a gross rate of 6,290 Mcf/d of natural gas and 360 Bbl/d of oil. Average production from the E.E. Broussard #1 ST2 well in August 2016 was approximately 4,500 Mcf/d of natural gas and 200 Bbl/d of oil.





## YUMA SPECIAL MEETING

### General

This proxy statement/prospectus is being furnished to Yuma shareholders in connection with the solicitation of proxies by the Yuma board of directors to be used at the special meeting of shareholders to be held at Hotel Granduca, 1080 Uptown Park Boulevard, Houston, Texas 77056, on October 26, 2016, at 8:00 a.m., local time, and at any adjournment or postponement of that meeting. This proxy statement/prospectus and the enclosed form of proxy card are first being sent to Yuma shareholders on or about September 23, 2016.

### Purpose of the Yuma Special Meeting

At the Yuma special meeting, holders of Yuma common stock and preferred stock as of the record date of September 1, 2016 will be asked to consider and vote on:

Proposal 1: the proposal to approve and adopt the merger agreement and the transactions contemplated thereby (as further described in the sections of this proxy statement/prospectus entitled “The Merger” and “The Merger Agreement”);

Proposal 2: the proposal to approve the reincorporation (as further described herein under the section of this proxy statement/prospectus entitled “The Reincorporation”);

Proposal 3: 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 merger and that are not in the current restated articles of incorporation of Yuma (as further described herein under the section of this proxy statement/prospectus entitled “Amended and Restated Certificate of Incorporation of Yuma Delaware Proposals”):

Proposal 3A: a provision in the amended and restated certificate 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;

Proposal 3B: a 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;

Proposal 3C: 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;

Proposal 3D: a provision in the amended and restated certificate of incorporation of Yuma Delaware that restricts the ability of stockholders to remove directors without cause;

Proposal 3E: 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 less 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

Proposal a provision in the amended and restated certificate of incorporation of Yuma Delaware that  
3F: requires certain actions and proceedings with respect to Yuma Delaware be brought in the federal  
or state courts located within the state of Delaware; and



the proposal to  
approve and adopt  
the amendments to  
the Yuma certificate  
of determination (as  
further described  
herein under the  
section of this proxy  
statement/prospectus  
entitled “Amendment  
to the Yuma  
Certificate of  
Determination  
Proposal”);

the proposal to  
approve and adopt  
the amendment to the  
Yuma Energy, Inc.  
2014 Long-Term  
Incentive Plan to  
increase the number  
of shares available by  
4.1 million  
(assuming a 1-for-10  
reverse stock split  
and proportionately  
adjusted if less than  
1-for-10, as further  
described herein  
under the section of  
this proxy  
statement/prospectus  
entitled “Amendment  
to the Yuma Energy,  
Inc. 2014 Long-Term  
Incentive Plan  
Proposal”); and

Proposal 6: the proposal to  
adjourn the Yuma  
special meeting, if  
necessary or  
appropriate, to solicit  
additional proxies if  
there are not  
sufficient votes to  
approve and adopt  
the proposals listed

above.

Recommendation of the Yuma Board of Directors

Yuma's board of directors has unanimously (i) determined that the reincorporation, the merger agreement, the merger and the other transactions contemplated thereby are advisable, fair to, and in the best interests of Yuma and its shareholders, (ii) approved the reincorporation, the merger agreement, the merger and the other transactions contemplated thereby, (iii) approved the amended and restated certificate of incorporation of Yuma Delaware, (iv) approved the amendments to the Yuma certificate of determination, (v) approved the amendment to the 2014 Plan; and (vi) 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.

The Yuma 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” the proposal to approve the provision in the amended and restated certificate of incorporation of Yuma Delaware that authorizes 100,000,000 shares of common stock, \$0.001 par value per share, of Yuma Delaware, and 20,000,000 shares of preferred stock, \$0.001 par value per share, of Yuma Delaware;

“FOR” the proposal to approve 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;

“FOR” proposal to approve 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;

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

“FOR” the proposal to approve 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 less 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;

“FOR” the proposal to approve 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;

“FOR” the proposal to approve and adopt the amendments to the Yuma certificate of determination;

“FOR” the proposal to approve and adopt the amendment to the Yuma 2014 Long-Term Incentive Plan; and

“FOR” any adjournment proposal.

#### Record Date and Voting

The Yuma board of directors has fixed the close of business on September 1, 2016 as the record date for determining the holders of shares of Yuma common stock and preferred stock entitled to receive notice of and to vote at the Yuma special meeting and any adjournments or postponements thereof. Only holders of record of shares of Yuma common stock and preferred stock at the close of business on that date will be entitled to vote at the Yuma special meeting and at any adjournment or postponement of that meeting. At the close of business on the record date, there were 72,579,820 shares of Yuma common stock outstanding and 554,596 shares of Yuma preferred stock outstanding, held by approximately 192 and one, respectively, holders of record.

Each holder of shares of Yuma common stock and preferred stock outstanding on the record date will be entitled to one vote for each share held of record upon each matter properly submitted at the Yuma special meeting and at any adjournment or postponement thereof. In order for Yuma to satisfy its quorum requirements, the holders of at least a majority of the total number of outstanding shares of Yuma common stock and preferred stock entitled to vote at the meeting must be present. You will be deemed to be present if you attend the meeting or if you submit a proxy (including through the mail or by telephone or the Internet) that is received at or prior to the meeting (and not revoked).



If your proxy is properly executed and received by Yuma in time to be voted at the Yuma special meeting, the shares represented by your proxy (including those given through the mail or by telephone or the Internet) will be voted in accordance with your instructions. If you execute your proxy but do not provide Yuma with any instructions, your shares will be voted "FOR" the proposals set forth in the notice of special meeting.

The only matters that Yuma expects to be presented at the Yuma special meeting are set forth in the notice of special meeting. If any other matters properly come before the Yuma special meeting, the persons named in the proxy card will vote the shares represented by all properly executed proxies on such matters in their best judgment.

#### Quorum

If you vote in person or by proxy at the Yuma special meeting, you will be counted for purposes of determining whether there is a quorum at the meeting. Shares of Yuma common stock and preferred stock present in person or by proxy at the Yuma special meeting that are entitled to vote will be counted for the purpose of determining whether there is a quorum for the transaction of business at the Yuma special meeting. 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.

As of the record date:

Yuma directors and executive officers and their affiliates owned and were entitled to vote 43,929,884 shares of Yuma common stock, representing approximately 59.2% of the outstanding shares of Yuma common stock;

Yuma directors and executive officers and their affiliates did not own any shares of Davis common stock or Davis preferred stock; and

Sam L. Banks, Yuma's Chairman of the Board of Directors, President and Chief Executive Officer, has entered into a voting agreement with Davis pursuant to which he has agreed, among other things, to vote all shares of Yuma common stock owned by him 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 and to grant an irrevocable proxy to Gregory P. Schneider, or any other person designated by Davis, empowering him to vote all such shares of Yuma common stock at any meeting of Yuma shareholders called for the purpose of voting on the merger agreement, the reincorporation and the provisions of the amended and restated certificate of incorporation of Yuma Delaware. As of September 1, 2016, Mr. Banks owned approximately 57.0% of the issued and outstanding common stock of Yuma.

Yuma currently expects that its directors and executive officers will vote their shares of Yuma common stock "FOR" all of the proposals set forth in the notice of special meeting.

#### Vote Required

Approval and adoption of the merger agreement (Proposal 1). Approval of the proposal to approve and adopt the merger agreement 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 shares of Yuma preferred stock issued and outstanding as of the record date, voting as a separate class.







Approval of the reincorporation (Proposal 2). Approval of the proposal to approve the reincorporation 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 shares of Yuma preferred stock issued and outstanding as of the record date, voting as a separate class.

Approval of the Yuma Delaware amended and restated certificate of incorporation proposals (Proposals 3A, 3B, 3C, 3D, 3E and 3F). Approval of each of the proposals related to the Yuma Delaware amended and restated certificate of incorporation 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 shares of Yuma preferred stock issued and outstanding as of the record date, voting as a separate class.

Approval and adoption of the Amendments to the Yuma Certificate of Determination (Proposal 4). Approval of the proposal to approve and adopt the amendments to the Yuma certificate of determination 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 shares of Yuma preferred stock issued and outstanding as of the record date, voting as a separate class.

Approval and adoption of the Amendment to the Yuma Energy, Inc. 2014 Long-Term Incentive Plan (Proposal 5). Approval of the proposal to approve and adopt the amendment to the Yuma Energy, Inc. 2014 Long-Term Incentive Plan requires the affirmative vote of a majority of the shares of Yuma common stock represented in person or by proxy at the special meeting and voting on the proposal, provided that such shares voting affirmatively must also constitute a majority of the required quorum for the meeting.

Approval of the adjournment of the Yuma special meeting (Proposal 6). 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 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 the proposal, provided that such shares voting affirmatively must also constitute a majority of the required quorum for the meeting.

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 amended and restated certificate of incorporation of Yuma Delaware or 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 these proposals. With respect to 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 these proposals from receiving the required affirmative vote of (i) a majority of the shares represented in person or by proxy and voting on each proposal and (ii) a majority of the shares required to constitute a quorum.

#### Revocability of Proxies

The presence of a shareholder at the Yuma special meeting will not automatically revoke that shareholder's proxy. However, a shareholder may revoke a proxy at any time prior to its exercise by:

submitting a written revocation prior to the special meeting to the Corporate Secretary, Yuma Energy, Inc., 1177 West Loop South, Suite 1825, Houston, Texas 77090;

submitting another signed and later dated proxy card and returning it by mail in time to be received before Yuma's special meeting or by submitting a later dated proxy by the Internet or telephone prior to the special meeting; or

attending the Yuma special meeting and voting in person.

#### Voting Methods

A Yuma shareholder of record may vote by attending the special meeting in person. You may also complete and 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.

#### Solicitation of Proxies

In addition to solicitation by mail, directors, officers and employees of Yuma may solicit proxies for the special meeting from Yuma shareholders personally or by telephone and other electronic means without additional remuneration for soliciting such proxies. Yuma has also made arrangements with Advantage Proxy, Inc. to assist it in soliciting proxies for the Yuma preferred stock and has agreed to pay Advantage Proxy \$5,500, plus reasonable expenses for these services. Yuma and Davis will each pay their proportionate share of the expenses incurred in connection with the printing and mailing of this proxy statement/prospectus.



## DAVIS SPECIAL MEETING

### General

This proxy statement/prospectus is being furnished to Davis stockholders in connection with the solicitation of proxies by the Davis board of directors to be used at the special meeting of stockholders to be held at 1330 Post Oak Blvd., Suite 600, Houston, Texas 77056, on October 26, 2016 at 9:00 a.m., local time, and at any adjournment or postponement of that meeting. This proxy statement/prospectus and the enclosed form of proxy are first being sent to Davis stockholders on or about September 23, 2016.

### Purpose of the Davis Special Meeting

At the Davis special meeting, holders of Davis common stock and preferred stock as of the record date will be asked to consider and vote on:

#### Proposal 1:

the proposal to approve the merger, the merger agreement and the transactions contemplated by the merger agreement, which are further described in the sections entitled “The Merger” and “The Merger Agreement”; and

#### Proposal 2:

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.

### Recommendation of the Davis Board of Directors

The Davis board of directors has unanimously (i) determined that the merger is fair to and in the best interests of Davis and its stockholders, (ii) declared the merger agreement and the transactions contemplated thereby advisable, and (iii) approved the merger and the merger agreement (and the forms of exhibits thereto) and the transactions contemplated thereby.

The Davis board of directors unanimously recommends that Davis stockholders vote:

- “FOR” the proposal to approve the merger, the merger agreement and the transactions contemplated by the merger agreement; and
- “FOR” any adjournment proposal for the purpose of soliciting additional proxies to approve Proposal 1.

### Record Date and Voting

The 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. Only holders of record of shares of Davis common stock and preferred stock at the close of business on that date will be entitled to vote at the Davis special meeting and at any adjournment or postponement of that meeting. At the close of business on the record date, there were 150,178,227 shares of Davis common stock outstanding, held by 39 holders of record, and 34,542,001 shares of Davis preferred stock outstanding, held by four holders of record.

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 DGCL. In addition, holders of record of shares of Davis' preferred stock shall be entitled to vote as a separate class on all matters specifically affecting the Davis preferred stock. 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. You will be deemed to be present if you attend the meeting or if you submit a proxy card (including through the mail) that is received at or prior to the meeting and that is not revoked prior to the meeting.

If your proxy card is properly executed and received by Davis in time to be voted at the Davis special meeting, the shares represented by your proxy card (including those given through the mail) will be voted in accordance with the instructions that you mark on your proxy card. If you execute your proxy but do not provide Davis with any instructions, your shares will be voted "FOR" the proposals set forth in the notice of special meeting.





The only matters that Davis expects to be presented at the Davis special meeting are set forth in the notice of special meeting. If any other matters properly come before the Davis special meeting, the persons named in the proxy card will vote the shares represented by all properly executed proxies on such matters in their best judgment.

#### Quorum

If you vote in person or by proxy at the Davis special meeting, you will be counted for purposes of determining whether there is a quorum at the meeting. Shares of Davis common stock and preferred stock present in person or by proxy at the Davis special meeting that are entitled to vote will be counted for the purpose of determining whether there is a quorum for the transaction of business at the Davis special meeting. The Davis bylaws provide that a majority of all the outstanding shares of Davis stock entitled to vote at the meeting (including Davis preferred stock, which votes with Davis common stock on an as-converted basis) represented in person or by proxy, constitutes a quorum for the transaction of business at all meetings of its stockholders.

As of the record date:

Davis directors and executive officers and their affiliates owned and were entitled to vote approximately 51,548,459 shares of Davis common stock, representing approximately 34.3% of the outstanding shares of Davis common stock and 34,328,023 shares of Davis preferred stock, representing approximately 99.4% of the outstanding shares of Davis preferred stock;

Yuma directors and executive officers and their affiliates did not own any shares of Davis common stock or Davis preferred stock;

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”), Paul-ECP2 Holdings, LP, HarbourVest Partners VIII – Buyout Fund L.P., Dover Street VII L.P., Michael S. Reddin, Thomas E. Hardisty, Gregory P. Schneider, Susan J. Davis and Steven Enger have entered into a voting agreement with Yuma pursuant to which these individuals and entities have agreed, among other things, to vote all shares of Davis common stock and preferred stock owned by each of them in favor of the transactions contemplated in the Merger Agreement and to grant an irrevocable proxy to Sam L. Banks or any other designee of Yuma empowering him to vote all such shares of Davis common stock and preferred stock at any meeting of Davis stockholders called for the purpose of voting on the merger. As of September 22, 2016, these stockholders owned approximately 96.6% of the issued and outstanding common stock of Davis and 99.3% of the issued and outstanding Davis preferred stock; and

The Significant Stockholders and certain other stockholders of Davis are parties to an amended and restated stockholders’ agreement dated as of March 8, 2013 (the “Davis Stockholder Agreement”) pursuant to which the stockholders of Davis other than the Significant Stockholders have agreed, among other things, not to vote any of their shares in favor of the entry into a letter of intent or agreement with respect to any change in control, merger or consolidation of Davis, without the prior written approval of a majority of the Significant Stockholders (voting on an as-converted basis). The required approval of the Significant Stockholders has already been obtained, however, with regard to the Merger and the Merger Agreement. As of September 22, 2016, the Significant Stockholders owned

approximately 85.7% of the issued and outstanding common stock of Davis on an as-converted basis.

Davis currently expects that the Significant Stockholders, the Davis directors and Davis executive officers will vote their shares of Davis stock "FOR" all proposals set forth in the notice of special meeting.

#### Vote Required

Adoption of Merger Agreement (Proposal 1). In addition to the written consent of the Significant Stockholders to entry into the merger agreement (which consent has been obtained), the following stockholder approvals are required at the special meeting to approve and adopt the merger and the merger agreement: the affirmative vote of holders of (a) 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, and (b) 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. Each outstanding share of Davis preferred stock is currently convertible into one share of Davis common stock and, accordingly, each such share will be entitled to one vote at the time of the special meeting. The required vote on the merger agreement is based upon the aggregate number of outstanding shares of Davis common stock and preferred stock that would be entitled to vote at the time of the Davis special meeting, and not the number of shares that are present or actually voted. The failure by any Davis stockholder to submit a proxy card by mail or to vote in person at the Davis special meeting, or the abstention from voting by any Davis stockholder, will have the same effect as a vote against the approval and adoption of the merger and the merger agreement by such Davis stockholder.



Approval of the possible adjournment of the Davis special meeting (Proposal 2). The vote of a majority of the votes cast by Davis stockholders at the special meeting, with holders of Davis common stock and Davis preferred stock voting together as a single class, is required to approve the proposal to adjourn the Davis special meeting and to solicit additional proxies if there are insufficient votes at the time of the Davis special meeting to adopt the merger agreement. This vote is based on the number of shares that are actually voted at the meeting, not on the aggregate number of outstanding shares of Davis common stock and Davis preferred stock. The failure to submit a proxy card by mail or in person at the special meeting of Davis stockholders or the abstention from voting by holders of Davis stock will have no effect on this proposal. In accordance with the Davis bylaws, a vote 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 adopt the merger agreement may be taken in the absence of a quorum. Davis does not intend to call a vote on this proposal if Proposal 1 has been approved at the Davis special meeting.

#### Revocability of Proxies

The presence of a stockholder at the Davis special meeting will not automatically revoke that stockholder's proxy. However, a stockholder may revoke a proxy at any time prior to its exercise by:

submitting a written revocation prior to the special meeting to Susan J. Davis, Vice President Finance, Davis Petroleum Acquisition Corp., at 1330 Post Oak Blvd., Suite 600, Houston, Texas 77056;

submitting another proxy prior to the special meeting by mail that is dated later than the original proxy; or

attending the Davis special meeting and voting in person.

#### Voting by Mail

Davis stockholders of record may submit their proxy cards by mail with the postage-paid envelope provided.

#### Solicitation of Proxies

In addition to solicitation by mail, directors, officers and employees of Davis may solicit proxies for the special meeting from Davis stockholders personally or by telephone and other electronic means without additional remuneration for soliciting such proxies. Davis and Yuma will each pay their proportionate share of the expenses incurred in connection with the printing and mailing of this proxy statement/prospectus.



## THE REINCORPORATION

The following is a description of the material aspects of the reincorporation. While Yuma believes that the following description covers the material terms of the reincorporation, the description may not contain all of the information that is important to Yuma shareholders. Yuma encourages Yuma shareholders to carefully read this entire proxy statement/prospectus, including the merger agreement attached to this proxy statement/prospectus as Annex A and incorporated herein by reference, for a more complete understanding of the reincorporation.

### Recommendation of Yuma's Board of Directors

Yuma's board of directors has unanimously approved a change in the state of incorporation from California to Delaware, which is referred to as the reincorporation, pursuant to the terms of the merger agreement providing for Yuma to merge into a newly formed wholly-owned subsidiary incorporated in the State of Delaware ("Yuma Delaware"), subject to the Yuma shareholders also approving and adopting the merger agreement, the amendments to the Yuma certificate of determination and the proposals related to the Yuma Delaware amended and restated certificate of incorporation. For purposes of the discussion below, Yuma as it currently exists as a corporation organized under the laws of the State of California is referred to as "Yuma."

The State of Delaware is recognized for adopting comprehensive, modern and flexible corporate laws that are periodically revised to respond to the changing legal and business needs of corporations. Consequently, the Delaware judiciary is particularly familiar with corporate law matters and a substantial body of court decisions has developed construing Delaware law. Delaware corporate law, accordingly, has been, and is likely to continue to be, interpreted in many significant judicial decisions, a fact which may provide greater clarity and predictability with respect to Yuma's corporate legal affairs. For this reason, the majority of public corporations, including a majority of Yuma's peer companies, are incorporated in Delaware.

Yuma's board of directors believes that the reincorporation is in the best interests of Yuma and will help maximize shareholder value. The board also believes that the reincorporation in Delaware will allow Yuma to take advantage of the certainty provided by extensive Delaware case law, provide Yuma access to the specialized Delaware Chancery Court, and help in the recruitment and retention of outside directors due to the more tested exculpation and indemnification provisions permitted under Delaware law.

Finally, Davis required that the company surviving the merger be domesticated in Delaware.

The following discussion summarizes the material provisions of the reincorporation. This summary is subject to and qualified in its entirety by the merger agreement in the form attached hereto as Annex A, the amended and restated certificate of incorporation of Yuma Delaware to be effective prior to the reincorporation and after the merger, in substantially the form attached hereto as Annex H and sometimes referred to as the "Delaware Certificate," and the amended and restated bylaws of Yuma Delaware to be effective prior to the reincorporation and after the merger, in substantially the form attached hereto as Annex I and sometimes referred to as the "Delaware Bylaws." Copies of the restated articles of incorporation of Yuma filed in California, as amended to date and sometimes referred to as the "California Articles," and the bylaws of Yuma, as amended to date and sometimes referred to as the "California Bylaws," are filed publicly with the SEC as exhibits to Yuma's periodic reports and are also available for inspection at Yuma's principal executive offices.

### Principal Reasons for the Reincorporation

Yuma's board of directors and management believe that it is important for Yuma to be able to draw upon well-established principles of corporate governance in making legal and business decisions. The prominence and

predictability of Delaware corporate law provide a reliable foundation on which governance decisions can be based, and the Yuma board of directors believes that Yuma's shareholders will benefit from the responsiveness of Delaware corporate law to their needs and to those of the company they own. The principal factors the Yuma board of directors considered in electing to pursue the reincorporation, are summarized below:

highly developed and predictable corporate law in Delaware;

enhanced ability of the majority of stockholders to exercise control; and

enhanced ability to attract and retain directors and officers.

Highly Developed and Predictable Corporate Law. Delaware has adopted comprehensive and flexible corporate laws that are revised regularly to meet changing business circumstances. The Delaware legislature is particularly sensitive to issues regarding corporate law and is especially responsive to developments in modern corporate law. In addition, Delaware offers a system of specialized Chancery Courts to deal with corporate law questions, which have streamlined procedures and processes that help provide relatively quick decisions. These courts have developed considerable expertise in dealing with corporate issues, as well as a substantial and influential body of case law construing Delaware's corporate law. In contrast, California does not have a similar specialized court established to hear only corporate law cases. Instead, disputes involving questions of California corporate law are either heard by the California Superior Court, the general trial court in California that hears all manner of cases, or, if federal jurisdiction exists, a federal district court. This lack of specialized courts in California has been known to result in lengthy delays in resolving cases and to produce outcomes that are inconsistent from court to court. In addition, the Delaware Secretary of State is particularly flexible, highly experienced and responsive in its administration of the filings required for mergers, acquisitions and other corporate transactions.





Delaware has become the preferred domicile for most major American corporations, and Delaware law and administrative practices have become comparatively well-known and widely understood. As a result of these factors, it is anticipated that Delaware law will provide greater efficiency, predictability and flexibility in Yuma Delaware's legal affairs than is presently available under California law. In addition, in general, Delaware case law provides a well-developed body of law defining the proper duties and decision making process expected of a board of directors in evaluating potential and proposed corporate takeover offers and business combinations. The Yuma board believes that the Delaware law will help the board to protect Yuma Delaware's strategic objectives, consider fully any proposed takeover and alternatives, and, if appropriate, negotiate terms that maximize the benefit to all of Yuma Delaware's shareholders.

**Enhanced Ability of the Majority of Stockholders to Exercise Control.** The majority of stockholders of a Delaware corporation would have greater ability to exercise control, because Delaware law does not require cumulative voting. Cumulative voting is often used when a minority stockholder (or stockholder group) is otherwise unable to persuade the majority to elect one or more nominees for the election of directors. Under cumulative voting, a stockholder may cast as many votes as shall equal the number of votes that such holder would be entitled to cast for the election of directors multiplied by the number of directors to be elected. The holder may cast all such votes for a single director or distribute the votes among two or more directors. Thus, minority stockholders are often able to use cumulative voting to elect one or more directors to the corporation's board of directors. The Yuma board believes that directors so elected by a minority stockholder who was unable or unwilling to persuade the majority of stockholders would then act to advance courses of action with respect to which the majority of stockholders was not persuaded. Oftentimes, such situations lead to impediment and frustration of the intentions of the majority of stockholders.

**Enhanced Ability to Attract and Retain Directors and Officers.** The board believes that the reincorporation will enhance Yuma Delaware's ability to attract and retain qualified directors and officers, as well as encourage directors and officers to continue to make independent decisions in good faith on behalf of Yuma Delaware. Yuma is in a competitive industry and will compete for talented individuals to serve on its management team and board. The vast majority of public companies are incorporated in Delaware, including the majority of the companies included in the peer group which will be used by Yuma Delaware to benchmark executive compensation. Not only is Delaware law more familiar to directors, it also offers greater certainty and stability from the perspective of those who serve as corporate officers and directors. The parameters of director and officer liability are more extensively addressed in Delaware court decisions and are therefore better defined and better understood than under California law. The Yuma board believes that the reincorporation will provide appropriate protection for stockholders from possible abuses by directors and officers, while enhancing Yuma Delaware's ability to recruit and retain directors and officers. In this regard, it should be noted that directors' personal liability is not, and cannot be, eliminated under Delaware law for intentional misconduct, bad faith conduct or any transaction from which the director derives an improper personal benefit. Yuma's board believes that the better understood and comparatively stable corporate environment afforded by Delaware law will enable Yuma Delaware to compete more effectively with other public companies in the recruitment of talented and experienced directors and officers.

How will the reincorporation be effected?

The reincorporation will be effected by the merger of Yuma with and into Yuma Delaware, a wholly-owned subsidiary of Yuma that has been recently incorporated under the DGCL for purposes of the reincorporation. Yuma as it currently exists as a California corporation will cease to exist as a result of the reincorporation, and Yuma Delaware will be the surviving corporation and will continue to operate Yuma's business as it existed prior to the reincorporation and as it is expanded with the merger described elsewhere herein. The existing holders of Yuma common stock and preferred stock will own all of the outstanding shares of Yuma Delaware common stock prior to the completion of the merger with Davis, and a change in shareholders' relative percentage ownership of Yuma will result from the reincorporation as the Yuma preferred stock will be converted into common stock of Yuma Delaware pursuant to the

terms of the reincorporation merger. Assuming a 1-for-10 reverse stock split, holders of Yuma common stock will receive one share of Yuma Delaware common stock for each ten shares of Yuma common stock owned prior to the reincorporation and holders of Yuma preferred stock will receive 3.5 shares of Yuma Delaware common stock for each share of Yuma preferred stock. Assuming approval and adoption by Yuma shareholders of the merger agreement, Yuma currently intends to cause the reincorporation to become effective as soon as reasonably practicable following the Yuma special meeting, which is scheduled for October 26, 2016.

At the effective time of the reincorporation, Yuma Delaware will be governed by the Delaware Certificate, the Delaware Bylaws and the DGCL. Although the Delaware Certificate and the Delaware Bylaws contain many provisions that are similar to the provisions of the California Articles and the California Bylaws, they do include certain provisions that are different from the provisions contained in the California Articles and the California Bylaws or under the California Corporation Code as described in more detail below.



### Reasons for the Reverse Stock Split

Assuming the reincorporation is approved by the Yuma shareholders, as part of the reincorporation, the Yuma board, in its sole and absolute discretion, without further action of the Yuma shareholders, will affect a reverse stock split at a specific ratio, ranging from 1-for-10 and 1-for-20, inclusive. The primary purpose for effecting the reverse stock split as part of the reincorporation is to increase the per share price of Yuma common stock. The Yuma board of directors believes that effecting the reverse stock split would, among other things, help Yuma (Yuma Delaware after the reincorporation) to:

meet certain continued listing requirements of the NYSE MKT;

appeal to a broader range of investors to generate greater investor interest in Yuma (Yuma Delaware after the reincorporation); and

improve the perception of Yuma Delaware common stock as an investment security.

**Meet Continued NYSE MKT Listing Requirements.** Yuma common stock is listed on the NYSE MKT (“YUMA”) and it is anticipated and a condition to the merger that the Yuma Delaware common stock will be listed on the NYSE MKT. The NYSE MKT has certain continued listing standards under which it will normally give consideration to suspending dealings in, or removing, a security from listing or unlisted trading, if a listed company fails to meet certain requirements, including market capitalization, stockholders’ equity and low selling price issues. Yuma believes that being listed on the NYSE MKT helps support and maintain liquidity of its common stock and favorable company recognition and that the reverse stock split will increase its ability to continue to meet the continued listing standards of the NYSE MKT.

**Appeal to a Broader Range of Investors to Generate Greater Investor Interest in Yuma.** An increase in Yuma’s stock price may make its common stock more attractive to investors. Brokerage firms may be reluctant to recommend lower-priced securities to their clients, particularly lower-priced securities of E&P companies. Many institutional investors have policies prohibiting them from holding lower-priced stocks in their portfolios, which reduces the number of potential purchasers of Yuma common stock. Investment funds may also be reluctant to invest in lower-priced stocks. Investors may also be dissuaded from purchasing lower-priced stocks because the brokerage commissions, as a percentage of the total transaction, tend to be higher for such stocks. Moreover, the analysts at many brokerage firms do not monitor the trading activity or otherwise provide coverage of lower-priced stocks.

**Improve the Perception of Yuma Common Stock as an Investment Security.** Yuma believes that the overall economic environment in which it and other oil and natural gas exploration and production (“E&P”) companies are currently operating has been a significant contributing factor in the decline in the price of Yuma common stock. The Yuma board of directors unanimously approved the authority to effect a reverse stock split as one potential means of increasing the share price of Yuma common stock to improve the perception of Yuma common stock as a viable investment security. Lower-priced stocks have a perception in the investment community as being risky and speculative, which may negatively impact not only the price of Yuma common stock, but also its market liquidity. As an independent E&P company, Yuma believes that it may be particularly sensitive to this type of negative public perception and it believes that if the reincorporation (including the reverse stock split) is approved, it will have a positive effect on Yuma’s per share price.

### No Changes to the Business of Yuma as a Result of the Reincorporation

Other than the change in corporate domicile, the reincorporation itself will not result in any change in the business of Yuma; however, as a result of the merger agreement and merger described herein under “The Merger” and “The Merger Agreement” substantial changes will occur in the business, assets, liabilities and net worth of Yuma Delaware.

If the reincorporation is effected and assuming a 1-for-10 reverse stock split, each ten outstanding shares of common stock of Yuma will automatically be converted into one share of common stock of Yuma Delaware. Each outstanding option to purchase shares of Yuma’s common stock will be converted into an option to purchase an equivalent number of shares of Yuma Delaware’s common stock on the same terms and subject to the same conditions but as adjusted for the reverse stock split discussed above, including an adjustment to the exercise price of the stock option. Each outstanding Yuma restricted stock award will be converted into a Yuma Delaware restricted stock award on the same terms and subject to the same conditions but as adjusted for the reverse stock split discussed above. Each outstanding stock appreciation right will be converted into a stock appreciation right for an equivalent number of shares of Yuma Delaware’s common stock on the same terms and subject to the same conditions but as adjusted for the reverse stock split discussed above, including an adjustment to the exercise price of the stock appreciation right. The registration statements of Yuma on file with the SEC immediately prior to the reincorporation will be assumed by Yuma Delaware, and the shares of common stock of Yuma Delaware will be listed on the NYSE MKT. Also, if the reincorporation is effected and assuming a 1-for-10 reverse stock split, each outstanding share of Yuma preferred stock will automatically be converted into 3.5 shares of common stock of Yuma Delaware.



CERTIFICATES FOR SHARES OF YUMA COMMON STOCK WILL AUTOMATICALLY REPRESENT SHARES OF YUMA DELAWARE COMMON STOCK UPON COMPLETION OF THE REINCORPORATION, AND STOCKHOLDERS WILL NOT BE REQUIRED TO EXCHANGE STOCK CERTIFICATES AS A RESULT OF THE REINCORPORATION. CERTIFICATES FOR SHARES OF YUMA PREFERRED STOCK WILL NEED TO BE EXCHANGED FOR CERTIFICATES OF SHARES OF YUMA DELAWARE COMMON STOCK UPON COMPLETION OF THE REINCORPORATION.

The merger agreement provides that the Yuma board may abandon the reincorporation if the merger described under “The Merger” is not completed.

Are there any disadvantages to the reincorporation?

Notwithstanding the belief of the Yuma board as to the benefits to its shareholders of the reincorporation, it should be noted that Delaware law has been criticized by some commentators and institutional stockholders on the grounds that it does not afford minority stockholders the same substantive rights and protections as are available in a number of other states, including California. In addition, the Delaware Certificate and the Delaware Bylaws, in comparison to the California Articles and the California Bylaws, contain or eliminate certain provisions that may have the effect of reducing the rights of minority stockholders. The reincorporation may make it more difficult for minority stockholders to elect directors and influence Yuma Delaware’s policies. In addition, franchise taxes payable by Yuma in Delaware may be greater than in California.

The Yuma board of directors has considered the potential disadvantages of the reincorporation and has concluded that the potential benefits outweigh the possible disadvantages.

#### Significant Differences Between the Corporation Laws of California and Delaware

The following is a comparison of the provisions in the charters and bylaws of Yuma and Yuma Delaware, as well as certain provisions of California law and Delaware law. The comparison summarizes the important differences, but is not intended to list all differences, and is qualified in its entirety by reference to such documents and to the respective corporation laws of the States of California and Delaware. Shareholders are encouraged to read the Delaware Certificate, the Delaware Bylaws, the California Articles, and the California Bylaws in their entirety. The Delaware Certificate and the Delaware Bylaws are attached to this proxy statement/prospectus as Annex H and Annex I, respectively.

Provision	Yuma	Yuma Delaware
Authorized Shares	The authorized capital stock of Yuma consists of 300,000,000 shares of common stock, no par value, and 10,000,000 shares of preferred stock, no par value.	The authorized capital stock of Yuma Delaware consists of 100,000,000 shares of common stock, \$0.001 par value per share, and 20,000,000 shares of preferred stock, \$0.001 par value per share.
Restrictions on Transactions with Interested Stockholders	California law provides that, except in certain circumstances, when a tender offer or a proposal for a reorganization or sale of assets is made by an interested party (generally, a person who controls the corporation), the interested party must provide the other shareholders with an affirmative written opinion as to the fairness of the consideration to be paid to the shareholders. This fairness opinion	Section 203 prohibits, subject to certain exceptions, a Delaware corporation from engaging in a business combination with an interested stockholder (i.e., a stockholder acquiring 15% or more of the outstanding voting stock) for three years following the date that such stockholder becomes an interested stockholder without approval

requirement does not apply to corporations that have fewer than 100 shareholders of record or to a transaction that has been qualified under California state securities laws. Furthermore, if a tender of shares or a vote is sought pursuant to an interested party's proposal and a later tender offer or proposal for a reorganization or sale of asset is made by another party, the shareholders must be informed of the later offer and be afforded a reasonable opportunity to withdraw their vote, consent or proxy, and to withdraw any tendered shares.

from the board of directors. Section 203 may make it more difficult for an acquirer to consummate certain types of unfriendly or hostile corporate takeovers or other transactions involving the corporation that have not been approved by the board of directors. Yuma Delaware does not intend to opt out of Section 203 in connection with the reincorporation.

Also, the so-called California 50/90 rule described below may also limit a corporation's ability to engage in certain business combinations.





Vote Required to Approve Merger or Sale of Company	<p>California law requires the affirmative vote of not less than a majority of the outstanding shares to approve a merger of the company or a sale of substantially all the assets of the company.</p>	<p>Delaware law requires the affirmative vote of not less than a majority of the outstanding shares to approve a merger of the company or a sale of substantially all the assets of the company.</p>
50/90 Rule Restriction on Cash Mergers	<p>Under California law, a merger may not be consummated for cash if the purchaser owns more than 50% but less than 90% of the then-outstanding shares of the target corporation unless either (i) all the shareholders of the target corporation consent, which is not practical for a public corporation, or (ii) the California Commissioner of Corporations approves the merger.</p>	
50/90 Rule Restriction on Cash Mergers	<p>The 50/90 rule may make it more difficult for an acquiror to make an all cash acquisition of the company which is opposed by the board of Yuma. Specifically, the 50/90 rule encourages such an acquiror making an unsolicited tender offer to either tender for less than 50% of the outstanding shares or more than 90% of the outstanding shares. A purchase by such acquiror of less than 50% of the outstanding shares does not allow the acquiror to gain ownership of the majority of the outstanding shares needed to approve a second step merger (which merger would be used to enable the acquiror to acquire 100% of the company's equity) and, therefore, creates risk for such an acquiror that such a favorable vote will not be obtained. Yet, a tender offer conditioned upon receipt of tenders from at least 90% of the outstanding shares also creates risk for such an acquiror since it may be very difficult to receive tenders from holders of at least 90% of the outstanding shares. Consequently, it is possible that these risks would discourage some potential acquirors from pursuing an all cash acquisition of the company opposed by the board of directors of Yuma.</p>	<p>Delaware law does not have a provision similar to the 50/90 rule in California.</p>
Bylaw Amendments	<p>The California Bylaws may be amended by shareholders owning a majority of the outstanding shares, or by the board; provided, however, that a change in the authorized number of directors requires approval by both the board and the shareholders.</p>	<p>The Delaware Bylaws may be amended by the affirmative vote of the holders of at least a majority of the total voting power of the issued and outstanding shares of Yuma Delaware, voting together as a single class, or by the board.</p>
Stockholder Action by Written Consent	<p>The California Bylaws provide that any action that may be taken at any annual or special meeting of shareholders may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at</p>	<p>The Delaware Certificate and the Delaware Bylaws provide that any action that may be taken at any annual or special meeting of stockholders may be taken without a meeting and without prior notice if a consent in writing, setting forth the actions so taken, is</p>

which all shares entitled to vote thereon were present and voted.

Under California law, directors may not be elected by written consent except by unanimous written consent of all outstanding shares entitled to vote for the election of directors.

signed by holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Any stockholder of record seeking to have the stockholders take corporate action by written consent shall request the board to fix a record date. The board shall promptly, but in all events within ten days after the date, on which such a request is received, adopt a resolution fixing the record date.



Shareholder Ability to Call Special Shareholder Meetings	Under California law, a special meeting of shareholders may be called by the board of directors, the chairman of the board, the president, the holders of shares entitled to cast not less than 10% of the votes at the meeting or any additional persons as may be authorized by the company's articles of incorporation or bylaws.	The Delaware Bylaws provide that a special meeting of stockholders may be called by the board of directors, the chairperson of the board of directors, the chief executive officer, the president (in the absence of a chief executive officer), or by the secretary whenever requested in writing to do so by holders of at least ten percent (10%) of the voting power of the issued and outstanding shares.
Number of Directors	The California Articles provide that the authorized number of directors of Yuma shall be not less than five nor more than nine, with the exact number of directors within those limits to be determined from time to time by the board of directors.	The Delaware bylaws provide that the Yuma Delaware board of directors shall initially consist of two to seven, with the exact number to be determined from time to time by the board of directors. The Yuma Delaware board of directors will have seven directors after closing of the merger.
Classified board	The Yuma Articles provide that the Yuma board of directors is classified into two classes: Class I and Class II, each class having a two-year term.	The Delaware Certificate provides that the Yuma Delaware board of directors is classified into three classes: Class I, Class II and Class III, each class having a three-year term of office, except that the initial Class I directors shall serve a term of one year and the initial Class II directors shall serve a term of two years.
Filling Vacancies on the board	Under the California Bylaws, vacancies on the Yuma board of directors may be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director, at any regular or special meeting of the Yuma board of directors, except that a vacancy created by the removal of a director by a vote or written consent of the stockholders may be filled only by a vote or written consent of the shareholders.	Under the Delaware Bylaws, vacancies on the Yuma Delaware board of directors may be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director, at any regular or special meeting of the Yuma Delaware board of directors.
Cumulative Voting	Cumulative voting is eliminated in the California Articles.	No cumulative voting is permitted under the Delaware Certificate.



Vote Required to Elect Directors	<p>California laws provide that directors are elected by the holders of a plurality of the votes cast by the holders of shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors.</p>	<p>The Delaware Bylaws provide that a nominee for director shall be elected to the board of directors if a majority of the votes cast are in favor of such nominee's election; provided, that, if the number of nominees for director exceeds the number of directors to be elected, directors shall be elected by a plurality of the votes cast by the holders of shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors.</p>
Indemnification	<p>California law requires indemnification when the indemnitee has defended the action successfully on the merits. Expenses incurred by an officer or director in defending an action may be paid in advance, if the director or officer undertakes to repay such amounts if it is ultimately determined that he or she is not entitled to indemnification. California law authorizes a corporation to purchase indemnity insurance for the benefit of its officers, directors, employees and agents whether or not the corporation would have the power to indemnify against the liability covered by the policy.</p>	<p>Delaware law generally permits indemnification of losses and expenses, including attorneys' fees, actually and reasonably incurred in the defense or settlement of a derivative or third party action, provided there is a determination by a majority vote of a disinterested quorum of the directors, by independent legal counsel or by the stockholders that the person seeking indemnification acted in good faith and in a manner reasonably believed to be in the best interests of the corporation. Without court approval, however, no indemnification may be made in respect of any derivative action in which such person is adjudged liable for negligence or misconduct in the performance of his or her duty to the corporation. Expenses incurred by an officer or director in defending an action may be paid in advance, if the director or officer undertakes to repay such amounts if it is ultimately determined that he or she is not entitled to indemnification. Delaware law authorizes a corporation to purchase indemnity insurance for the benefit of its directors, officers, employees and agents whether or not the corporation would have the power to indemnify against the liability covered by the policy.</p> <p>Delaware law permits a Delaware corporation to provide indemnification in excess of that provided by statute.</p>
Elimination of Director Personal	<p>The California Articles authorize indemnification to the fullest extent permissible under California law, and such indemnification for the company's directors and officers is provided for in the California Bylaws.</p>	<p>The Delaware Certificate authorizes indemnification to the fullest extent permissible under Delaware law.</p> <p>The DGCL permits a corporation to eliminate the personal liability of directors for monetary damages, except where</p>

Liability for  
Monetary  
Damages

director for monetary damages in an action brought by or in the right of the corporation for breach of the director's or its stockholders' duties to the corporation and its shareholders, except where such liability is based on:

- Intentional misconduct or knowing and culpable violation of law;
- Acts or omissions that a director believes to be contrary to the best interests of the corporation or its shareholders or that involve the absence of good faith on the part of the director;
- Receipt of an improper personal benefit;
- Acts or omissions that show reckless disregard for the director's duty to the corporation or its shareholders, where the director in the ordinary course of performing a director's duties should be aware of a risk of serious injury to the corporation or its shareholders;
- Acts or omissions that constitute an unexcused pattern of inattention that amounts to an abdication of the director's duty to the corporation and its shareholders;
- Transactions between the corporation and a director who has a material financial interest in such transaction;

or

Liability for improper distributions loans or guarantees.

The California Articles eliminate the liability of directors for monetary damages to the fullest extent permissible under California law.

such liability is based on:

- Breaches of the director's duty of loyalty to the corporation or its stockholders;
- Acts or omissions not in good faith or involving intentional misconduct or knowing violations of law;
- The payment of unlawful dividends or unlawful stock repurchases or redemption; or
- Transactions in which the director received an improper personal benefit.

Such a limitation of liability provision also may not limit a director's liability for violation of, or otherwise relieve the company or directors from the necessity of complying with, federal or state securities laws, or affect the availability of non-monetary remedies such as injunctive relief or rescission.

The Delaware Certificate eliminates the liability of directors to the company for monetary damages to the fullest extent permissible under the DGCL. As a result, following the reincorporation, directors of Yuma Delaware may not be held liable for monetary damages even for gross negligence or lack of due care in carrying out their fiduciary duties as directors, so long as that gross negligence or lack of due care does not involve bad faith or a breach of their duty of loyalty to the company.





Dividends	<p>Under the California Bylaws, the Yuma board of directors may declare dividends upon shares of its capital stock, subject to the satisfaction by Yuma of financial requirements under California law.</p>	<p>Under the Delaware Bylaws, the Yuma Delaware board of directors may declare dividends upon shares of its capital stock, subject to the satisfaction by Yuma Delaware of financial requirements under Delaware law.</p>
Forum Selection	Not addressed.	<p>Delaware courts have upheld the right of Delaware corporations to include forum selection provisions in their bylaws. Such provisions normally provide that stockholders bringing derivative claims or claims alleging breaches of fiduciary duties arising from the DGCL or otherwise implicating the internal affairs of the corporation be brought exclusively in Delaware state or federal courts.</p> <p>Under the Delaware Certificate, unless we consent in writing to the selection of an alternative forum, the Delaware Court of Chancery will be the sole and exclusive forum for any derivative action or proceeding brought on behalf of Yuma Delaware, any action asserting a claim of breach of a fiduciary duty owed by any director, officer, other employee or stockholder of Yuma Delaware to it or its stockholders, any action asserting a claim arising pursuant to any provision of the DGCL or as to which the DGCL confers jurisdiction upon the Delaware Court of Chancery, any action asserting a claim arising pursuant to any provision of our Delaware Certificate or Delaware Bylaws, or any action asserting a claim governed by the internal affairs doctrine.</p>



Interests of Yuma's directors and executive officers in the reincorporation

In considering the recommendations of the Yuma board of directors, Yuma shareholders should be aware that certain of its directors and executive officers have interests in the reincorporation that are different from, or in addition to, the interests of the Yuma shareholders generally. For instance, the reincorporation may be of benefit to our directors and officers by reducing their potential personal liability and increasing the scope of permitted indemnification, by strengthening directors' ability to resist a takeover bid, and in other respects. The Yuma board of directors was aware of these interests and considered them, among other matters, in reaching its decision to approve the reincorporation and to recommend that Yuma shareholders vote in favor of this proposal.



## THE MERGER

The following is a description of the material aspects of the merger. While Yuma and Davis believe that the following description covers the material terms of the merger, the description may not contain all of the information that is important to Yuma shareholders and Davis stockholders. Yuma and Davis encourage Yuma shareholders and Davis stockholders to carefully read this entire proxy statement/prospectus, including the merger agreement attached to this proxy statement/prospectus as Annex A and incorporated herein by reference, for a more complete understanding of the merger.

### General

The Yuma board of directors and the Davis board of directors each have approved the merger agreement, which provides for the reincorporation of Yuma into a Delaware corporation and the merger to effect the acquisition of Davis. In the first step, Yuma will be merged with and into its wholly-owned subsidiary, 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. In the second step, Merger Subsidiary, a wholly-owned subsidiary of Yuma Delaware, will be merged with and into Davis, with Davis surviving this merger as a wholly owned subsidiary of Yuma Delaware. We expect to complete the merger in the fourth quarter of 2016.

Each share of Yuma Delaware common stock issued and outstanding at the effective time of the merger will remain issued and outstanding as one share of common stock of Yuma Delaware. Each share of Davis common stock expected to be issued and outstanding at the effective time of the merger will be converted into approximately 0.0956 shares of Yuma Delaware common stock (assuming a 1-for-10 reverse stock split), subject to adjustment depending on the number of outstanding shares of Yuma Delaware common stock at the effective time of the merger and in the event of dissenting shares of Davis common stock. Each share of Davis preferred stock expected to be issued and outstanding at the effective time of the merger will be converted into approximately 0.0956 shares of Yuma Delaware preferred stock (assuming a 1-for-10 reverse stock split), subject to adjustment depending on the number of outstanding shares of Yuma Delaware common stock at the effective time of the merger and in the event of dissenting shares of Davis preferred stock.

### Background of the Merger

Davis Petroleum Acquisition Corp. (“Davis”) was formed in 2006 to acquire the common stock of Davis Petroleum Corp., Davis Offshore L.P. and Davis Petroleum Pipeline LLC in a plan of reorganization of the company under Chapter 11 of the U.S. Bankruptcy Code. The plan of reorganization was facilitated through recapitalization funding by a private equity group composed of Evercore Capital Partners L.P., Red Mountain Capital Partners, and Sankaty Advisors, an affiliate of Bain Capital. Davis has since operated as an independent oil and natural gas exploration, development, acquisitions and production company, focused primarily on opportunities in the Gulf Coast region of Louisiana and Texas, offshore in the Gulf of Mexico and onshore in the East Texas part of the Eagle Ford formation. In 2014, Davis sold its offshore interests in the Gulf of Mexico.

Yuma is an independent Houston-based exploration and production company 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 been in the oil and natural gas business since 1909. 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. In September 2014, Yuma completed the merger with Pyramid Oil Company.

In 2013, the Davis board of directors determined to consider strategic alternatives, including potential mergers with other independent oil and gas companies. During this time, the Davis board engaged an independent investment bank beginning September 2013 to advise the Davis board with respect to such strategic alternatives and to assist the Davis board with identifying potential merger partners.

On February 5, 2015, the Davis board met in person in Davis' Houston office. At the meeting, the Davis board determined that a merger would be in the best interests of Davis and its stockholders because (i) Davis' profit margins were unfavorable in the current commodity pricing environment, (ii) other smaller, independent exploration and production companies faced similar difficulties and would be receptive to merger discussions, (iii) an all-stock merger would allow Davis' stockholders to participate in the future upside of a combined company, and (iv) merging would improve profit margins due to a reduction in general and administration expenses, improve access to capital through a larger scaled combined company, provide diversity to Davis' asset portfolio and create a path to providing liquidity for Davis' stockholders. The Davis board directed management to pursue discussions with potential merger partners identified at the meeting.

On March 12, 2015, the Yuma board met in person in Yuma's Houston office. At the meeting, the Yuma board determined that an acquisition would be in the best interests of Yuma and its shareholders because (i) Yuma's profit margins were less favorable in the current commodity pricing environment, (ii) other small, independent exploration and production companies faced similar difficulties and would be receptive to acquisition discussions, and (iii) an acquisition would improve profit margins due to a reduction in general and administration expenses, improve access to capital through a larger scaled combined company and possibly provide diversity to Yuma's asset portfolio. The Yuma board directed management to pursue discussions with potential acquisition partners.





On June 9, 2015, the Yuma board met in person in Yuma's Houston office. At the meeting, the Yuma board determined that an acquisition continued to be in the best interests of Yuma and its shareholders and directed management to continue to pursue discussions with potential acquisition partners.

On June 15, 2015, Michael S. Reddin, the Chairman, Chief Executive Officer and President of Davis, asked Gregory P. Schneider, Davis' Vice President, Production and Marketing, for an introduction with Sam L. Banks, the Chairman, President and Chief Executive Officer of Yuma. Mr. Schneider arranged a meeting with Mr. Banks on June 29, 2015. Messrs. Banks, Reddin and Schneider attended the meeting, at which Mr. Banks discussed recent developments at Yuma. Messrs. Banks and Reddin discussed a possible combination of the companies and discussed entering into a confidentiality agreement. Mr. Reddin deferred pursuing a confidentiality agreement while Davis management continued to evaluate publicly available information of Yuma.

On July 1, 2015, Mr. Banks introduced Mr. Reddin to James J. Jacobs, the Vice President of Corporate and Business Development of Yuma, with whom Mr. Reddin could continue discussing a potential merger between Yuma and Davis.

As part of Davis' discussions with a separate independent exploration and production company (which we refer to as "Company A"), the chief executive officer of Company A discussed with the management of Davis on July 6, 2015, the possibility of a transaction that would involve a combination of Company A, Yuma and Davis. With Company's A consent, Davis then informed Yuma of Company A, and the chief executive officers of all three companies agreed to discuss such a combination and to enter into confidentiality agreements to permit the exchange of information.

On July 8, 2015, Yuma and Davis exchanged and executed a confidentiality agreement. In addition, Yuma and Davis discontinued discussions of a three-party combination involving Company A. Despite the attractiveness of the scale of the three companies, because Yuma and Davis concluded that Company A had too much leverage given its production base.

On July 10, 2015, Yuma and Davis began to exchange reserve data and other financial information regarding their respective companies.

On July 15, 2015, Mr. Reddin and Mark Bunch, the Asset Manager for Davis' assets in Louisiana, met with Messrs. Banks and Jacobs, Paul D. McKinney, the Executive Vice President and Chief Operating Officer of Yuma, and Alex Dyes, the Senior Reservoir Engineer of Yuma, in Yuma's Houston office for an initial, high-level presentation of the assets of a combined company involving Yuma and Davis.

Messrs. Banks and Reddin subsequently discussed the status of the merger discussions on a July 23, 2015 telephone call and determined that the respective companies should continue analyzing a merger between Yuma and Davis.

On July 24, 2015, Mr. Reddin discussed with Willem Mesdag, the Lead Independent Director of the Davis board and representative of Davis' largest stockholder, an affiliate of Red Mountain Capital Partners, the status of the various merger discussions in which Davis was involved, including discussions with Yuma. On the call, Mr. Mesdag expressed support for continued discussions with Yuma.

Throughout July and August 2015, the management of Yuma and Davis continued in-depth evaluations of the assets of the respective companies. In addition, each company prepared and sent to the other certain financial, production and capital expenditure forecasts, reserve reports, production histories and lease operating statements. The purpose of exchanging such forecasts was to provide the management team of each company with an initial overview of the other company, including projected capital expenditures for the remainder of 2015, and expected production for the remainder of 2015 (both based on the reserve report of each company as of January 1, 2015). The Yuma board did not

believe that the financial, production and capital expenditure estimates exchanged between the companies were material to the determination of the Yuma board to enter into the merger agreement. Further, the management teams of each company only reviewed such information in seeking to obtain a broad overview of the other company. After reviewing and discussing this information, each company agreed to begin work on a pro forma plan for the potential combined company reflecting the expected synergies in the transaction. During this time, Davis also requested a mid-year reserve update from its independent petroleum engineering firm, Netherland, Sewell & Associates, Inc. (“NSAI”).

On September 10, 2015, the Davis board held a meeting in person in Davis’ Houston office. At the meeting, Mr. Reddin gave an update on his various discussions regarding strategic alternatives for Davis. He indicated that one public company had declined to sign a confidentiality agreement, four public companies declined to engage in further negotiations with Davis after signing a confidentiality agreement, two public companies, including Yuma, were involved in ongoing negotiations with Davis, six private companies were involved in strategic discussions with Davis, and one private equity company had signed a confidentiality agreement with Davis. Subsequently, Davis management determined that pre-existing liabilities at the other public company made it an unattractive candidate, leaving Yuma as the only public company with which Davis was in discussions. Ultimately, the Davis board chose to pursue a transaction with Yuma and not the remaining strategic alternatives of Davis because, among other things, (i) the Davis stockholders would receive merger consideration in the form of equity, allowing them to participate in the combined company’s growth instead of selling the company at a time when the current industry, economic and market conditions were depressed, whereas Davis’ other strategic alternatives involved some level of cash consideration, to the extent discussions were had with respect to potential consideration, (ii) the common stock portion of the equity to be issued by Yuma as merger consideration would be registered with the SEC and listed on the NYSE MKT (or convertible into registered and publicly listed equity), which was not the case with the other strategic alternatives being considered by Davis, and (iii) the Davis board viewed a combination with Yuma as creating an oil and natural gas company with more diversified reserves and increased scope and scale, which would benefit the Davis stockholders.

On September 21, 2015, the Yuma board held a meeting in person in Yuma’s Houston office. At the meeting, Mr. Jacobs provided the Yuma board with an update on potential strategic alternatives, including a possible equity investment and ongoing discussions with Davis. One of the strategic alternatives that the Yuma board considered was to seek joint venture partners for Yuma’s properties in the Greater Masters Creek Field. Additionally, Yuma was involved in preliminary discussions with a company with plans to invest in a public oil and gas company. The Yuma board instructed Yuma management to continue discussions with these parties and other potential acquisition partners. Ultimately, these alternatives were deemed to have a lower chance of completion. Yuma’s Board of Directors felt the Davis transaction was the most likely to be completed and the best alternative for Yuma’s shareholders.



On September 24, 2015, Mr. Reddin emailed Messrs. Banks, Jacobs and McKinney to propose the ownership structure of the potential combined company. After summarizing Davis' findings and views concerning Yuma's assets, Mr. Reddin proposed that Davis' common stockholders should own 64% of the combined company and that Yuma shareholders should own the remaining 36%.

On September 25, 2015, Mr. Reddin met with Messrs. Banks, Jacobs and McKinney to discuss and review Davis' proposed ownership structure for the combined company. The respective management teams decided to continue sharing additional financial information and consideration of a potential merger combination. Also at this time, each company requested that NSAI update its respective year-end reserves for 2015.

On November 13, 2015, Yuma and Davis began to exchange their respective preliminary estimates of year-end reserves.

On November 16, 2015, Yuma and Davis exchanged management organizational charts in order to assist in preparing pro forma estimates of the combined company and to evaluate potential savings due to synergies. In addition, Davis sent to Yuma details of the terms governing the preferred stock of Davis.

From November 17th to November 23, 2015, the management teams of Yuma and Davis continued to review key operational factors relevant to the relative valuations of each company, including lease operating expenses, abandonment costs and salvage values, rate of development, hedging positions and production forecasts. On November 24th, Mr. Reddin and Mr. Jacobs met to discuss Davis' analysis of Yuma's asset