

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

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**FORM 8-K**

**CURRENT REPORT**

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

**Date of Report: September 14, 2011**  
(Date of earliest event reported)

**Mexco Energy Corporation**

(Exact name of registrant as specified in its charter)

**CO**  
(State or other  
jurisdiction of  
incorporation)

**0-6694**  
(Commission File  
Number)

**84-0627918**  
(IRS Employer  
Identification Number)

**214 W. Texas Avenue,  
Suite 1101  
Midland, TX**  
(Address of principal executive offices)

**79701**  
(Zip Code)

Registrant's telephone number, including area code: **432-682-1119**

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

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.13e-4(c))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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## **Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On September 13, 2011, the Board of Directors of Mexco Energy Corporation (the “Company”) appointed Kenneth L. Clayton to the Board of Directors effective September 13, 2011. This appointment increases the total Board count to six members. Mr. Clayton is expected to stand for election at the 2012 Annual Meeting of Shareholders on September 11, 2012 to serve for a term of one year.

Mr. Clayton, 67, served as Senior Vice-President, managing the trust division of Capital National Bank in Houston and served on various management committees of the bank and its parent company from 1970 through 1984. Mr. Clayton has practiced law since 1984 and currently serves as President of Fiduciary Resources Company, a company he founded in 1984 to provide business management services to individual executors of decedents’ estates and trustees of testamentary trusts.

The Board has determined that Mr. Clayton is “independent” within the meaning of Section 121A of the American Stock Exchange Company Guide and he has no material relationship or reportable transactions with the Company under Item 404(a) of Regulation S-K.

Mr. Clayton, as a non-employee director, will participate in the standard non-employee director compensation arrangement described in the Company’s 2011 proxy statement filed with the SEC on July 27, 2011.

Also on September 13, 2011, the Board of Directors appointed Nicholas C. Taylor to serve as Chairman of the Board and Chief Executive Officer; Thomas Graham, Jr. to serve as Chairman Emeritus and lead independent Director; and, Tammy L. McComic to serve as President and Chief Financial Officer.

## **Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

The Board of Directors of the Company amended Articles II and IX of the Company's By-laws (the "By-laws"), effective as of September 13, 2011, to revise the date of the annual meeting of shareholders to the second Tuesday in September from the previously designated second Thursday in September; to add the office of Chairman to the list of officers and duties; and to revise the duties of the President. The full text of the By-laws, as amended, is filed as Exhibit 3.1 to this Current Report, and amended Articles II and IX thereof is incorporated herein by reference.

## **Item 5.07 Submission of Matters to a Vote of Security Holders**

Mexco Energy Corporation (the “Company”) held its 2011 Annual Meeting of Stockholders (the “Annual Meeting”) on September 13, 2011. At the Annual Meeting, the Company’s stockholders were requested to (i) elect five directors to serve on the Company’s Board of Directors for a term of office expiring at the Company’s 2012 Annual Meeting of Stockholders and (ii) ratify the Audit Committee of the Board of Directors’ selection of Grant Thornton LLP as the Company’s independent registered public accounting firm for the fiscal year ending March 31, 2012. Each of these items is more fully described in the Company’s 2011 proxy statement filed with the SEC on July 27, 2011.

The final results of the matters voted upon at the Annual Meeting are as follows:

Proposal 1: Election of Directors:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Votes Abstained</u>
Thomas R. Craddick	1,052,815	59,853	958
Thomas Graham, Jr.	1,058,101	54,667	858
Paul G. Hines	1,106,378	6,290	958
Jack D. Ladd	1,106,371	6,297	958
Nicholas C. Taylor	1,058,168	54,600	858

Proposal 2: Ratification of the Selection of Independent Registered Public Accounting Firm:

	<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>
Grant Thornton LLP	1,454,329	24,550	12,685

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

Exhibit No.      Document

3.1                      Mexco Energy Corporation By-Laws, Amended as of September 13, 2011.

**SIGNATURES**

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

**MEXCO ENERGY CORPORATION**

Date: September 14, 2011

By: /s/ Tammy McComic  
Tammy McComic  
President and Chief Financial Officer

**MEXCO ENERGY CORPORATION**

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**B Y - L A W S**

**AMENDED AS OF SEPTEMBER 13, 2011**

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**ARTICLE I**

**OFFICES**

Section 1. The registered office shall be located at 4988 W. Fair Avenue in Littleton, Colorado, 80123.

Section 2. The corporation may also have offices at such other places both within and without the State of Colorado as the board of directors may from time to time determine or the business of the corporation may require.

**ARTICLE II**

**ANNUAL MEETINGS OF SHAREHOLDERS**

Section 1. All meetings of shareholders for the election of directors shall be held in the City of Midland, State of Texas, at such place as may be fixed from time to time by the board of directors, or such other place either within or without the State of Colorado as shall be designated from time to time by the board of directors and stated in the notice of the meeting.

Section 2. Annual meetings of shareholders shall be held on the second Tuesday in September, if not a legal holiday, and if a legal holiday, then on the next secular day following, at ten o'clock A.M., or such other date as shall be designated from time to time by the board of directors and stated in the notice of the meeting, at which they shall elect by a majority vote a board of directors, and transact such other business as may properly be brought before the meeting.

**ARTICLE III**

**SPECIAL MEETINGS OF SHAREHOLDERS**

Section 1. Special meetings of shareholders for any purpose other than the election of directors may be held at such time and place within or without the State of Colorado as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute or by the articles of incorporation, may be called by the president, the board of directors, or the holders of not less than one-tenth of all the shares entitled to vote at the meeting.

Section 3. Written or printed notice of a special meeting stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the president, the secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting.

Section 4. The business transacted at any special meeting of shareholders shall be limited to the purposes stated in the notice.

## ARTICLE IV QUORUM AND VOTING OF STOCK

Section 1. The holders of a majority of the shares of stock issued and outstanding and entitled to vote, represented in person or by proxy, shall constitute a quorum at all meetings of the shareholders for the transaction of business except as otherwise provided by statute or by the articles of incorporation. If, however, such quorum shall not be present or represented at any meeting of the shareholders, the shareholders present in person or represented by proxy shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified.

Section 2. If a quorum is present, the affirmative vote of a majority of the shares of stock represented at the meeting shall be the act of the shareholders unless the vote of a greater number of shares of stock is required by law or the articles of incorporation.

Section 3. Each outstanding share of stock, having voting power, shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders. A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact.

Section 4. Any action required to be taken at a meeting of the shareholders may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

## ARTICLE V DIRECTORS

Section 1. The number of directors shall be not less than one nor more than ten. Directors need not be residents of the State of Colorado nor shareholders of the corporation. The directors, other than the first board of directors, shall be elected at the annual meeting of the shareholders, and each director elected shall serve until the next succeeding annual meeting and until his successor shall have been elected and qualified. The first board of directors shall hold office until the first annual meeting of shareholders.

Section 2. Vacancies and newly created directorships resulting from any increase in the number of directors may be filled by a majority of the directors then in office, though less than a quorum, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify. Also, newly created directorships resulting from any increase in the number of directors may be filled by election at an annual or at a special meeting of shareholders called for that purpose.

Section 3. The business affairs of the corporation shall be managed by its board of directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the articles of incorporation or by these by-laws directed or required to be exercised or done by the shareholders.

Section 4. The directors may keep the books of the corporation, except such as are required by law to be kept within the state, outside of the State of Colorado, at such place or places as they may from time to time determine.

Section 5. The board of directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the corporation as directors, officers or otherwise.

Section 6. A director whose term has ended, or resigns or is removed, may deliver a statement to that effect to the Secretary of State.

## ARTICLE VI MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Meetings of the board of directors, regular or special, may be held either within or without the State of Colorado.

Section 2. The first meeting of each newly elected board of directors shall be held at such time and place as shall be fixed by the vote of the shareholders at the annual meeting and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present, or it may convene at such place and time as shall be fixed by the consent in writing of all the directors.

Section 3. Regular meetings of the board of directors may be held upon such notice, or without notice, and at such time and at such place as shall from time to time be determined by the board.

Section 4. Special meetings of the board of directors may be called on at least two days' notice to each director, either personally or by mail or by telegram.

Section 5. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 6. A majority of the directors shall constitute a quorum for the transaction of business unless a greater number is required by law or by the articles of incorporation. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by statute or by the articles of incorporation. If a quorum shall not be present at any meeting of directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 7. Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

## ARTICLE VII COMMITTEES

Section 1. The board of directors, by resolution adopted by a majority of the number of directors fixed by the by-laws or otherwise, may designate two or more directors to constitute such committee or committees as may be deemed appropriate including an executive committee, which committees, to the extent provided in such resolution, shall have and exercise any authority of the board of directors in the management of the corporation, except as otherwise required by law. Vacancies in the membership of a committee shall be filled by the board of directors at a regular or special meeting of the board of directors. Such committees shall keep regular minutes of their proceedings and report the same to the board when required.

## ARTICLE VIII NOTICES

Section 1. Whenever, under the provisions of the statutes or of the articles of incorporation or of these by-laws, notice is required to be given to any director or shareholder, it shall not be construed to mean personal notice, but such notice may be given in written, by mail, addressed to such director or shareholder, at his address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to directors may also be given by telegram.

Section 2. Whenever any notice whatever is required to be given under the provisions of the statutes or under the provisions of the articles of incorporation or these by-laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE IX OFFICERS

Section 1. The officers of the corporation shall be chosen by the board of directors and shall be a chairman, a president, a vice-president, a secretary and a treasurer. The board of directors may also choose additional vice-presidents, and one or more assistant secretaries and assistant treasurers.

Section 2. The board of directors at its first meeting after each annual meeting of shareholders shall choose a president, one or more vice-presidents, a secretary and a treasurer, none of whom need be a member of the board.

Section 3. The board of directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board of directors.

Section 4. The salaries of all officers and agents of the corporation shall be fixed by the board of directors.

Section 5. The officers of the corporation shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the board of directors may be removed at any time by the affirmative vote of a majority of the board of directors. Any vacancy occurring in any office of the corporation shall be filled by the board of directors.

### THE CHAIRMAN

Section 6. The chairman shall be the chief executive officer of the corporation, shall preside at all meetings of the shareholders and the board of directors, shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board of directors are carried into effect.

Section 7. He or she shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation.

### THE PRESIDENT

Section 8. The president shall be the chief operating officer of the corporation, shall be responsible for the operations management of the business subject to the board of directors and shall see that all orders and resolutions of the board of directors are carried into effect.

### THE VICE-PRESIDENTS

Section 9. The vice-president, or if there shall be more than one, the vice-presidents in the order determined by the board of directors, shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

## THE SECRETARY AND ASSISTANT SECRETARIES

Section 10. The secretary shall attend all meetings of the board of directors and all meetings of the shareholders and record all the proceedings of the meetings of the corporation and of the board of directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he shall be. He shall have custody of the corporate seal of the corporation and he, or an assistant secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his signature or by the signature of such assistant secretary. The board of directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by his signature.

Section 11. The assistant secretary, or if there be more than one, the assistant secretaries in the order determined by the board of directors, shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

## THE TREASURER AND ASSISTANT TREASURERS

Section 12. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors.

Section 13. The treasurer shall disburse the funds of the corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the president and the board of directors, at its regular meetings, or when the board of directors so requires, an account of all his transactions as treasurer and of the financial condition of the corporation.

Section 14. If required by the board of directors, the treasurer shall give the corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the board of directors for the faithful performance of the duties of such office and for the restoration to the corporation, in case of the treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the treasurer's possession or under his control belonging to the corporation.

Section 15. The assistant treasurer, or, if there shall be more than one, the assistant treasurers in the order determined by the board of directors, shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

## ARTICLE X SHARES OF STOCK

Section 1. The shares of stock of the corporation shall be represented by certificates or uncertificated shares.

Except as otherwise provided by law, the rights and obligations of the holders of uncertificated shares and the rights and obligations of the holders of certificates representing shares of the same class and series shall be identical.

When the corporation is authorized to issue shares of more than one class, a statement that the corporation will furnish, to any shareholder upon request and without charge shall be set forth upon the face or back of the certificate or furnished in written form to uncertificated shareholders, a full statement of the designations, preferences, limitations, and relative rights of the shares of each class authorized to be issued and, if the corporation is authorized to issue any preferred or special class in series, the variations in the relative rights and preferences between the shares of each such series so far as the same have been fixed and determined and the authority of the board of directors to fix and determine the relative rights and preferences of subsequent series.

Section 2. Certificated shares of the Corporation shall be signed, (either manually or by facsimile), by the chairman or vice chairman of the board of directors or by the president or a vice-president and by the treasurer or an assistant treasurer or by the secretary or an assistant secretary of the corporation, and may be sealed with the seal of the corporation.

The signatures of the officers of the corporation upon a certificate may be facsimiles if the certificate is countersigned by a transfer agent, or registered by a registrar, other than the corporation itself or an employee of the corporation. In case any officer who has signed or whose facsimile signature has been placed upon such certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer at the date of its issue.

Section 3. Within a reasonable time after the issuance or transfer of uncertificated shares, and at least annually thereafter, the Corporation shall send the shareholder a written statement certifying the number of shares owned by such shareholder in the Corporation.

#### LOST CERTIFICATES

Section 4. The board of directors may direct a new certificate or statement of uncertificated shares to be issued in place of any certificate theretofore issued by the corporation alleged to have been lost or destroyed. When authorizing such issue of a new certificate or statement of uncertificated shares, the board of directors, in its discretion and as a condition precedent to the issuance thereof, may prescribe such terms and conditions as it deems expedient, and may require such indemnities as it deems adequate, to protect the corporation from any claim that may be made against it with respect to any such certificate alleged to have been lost or destroyed.

#### TRANSFERS OF SHARES

Section 5. Upon surrender to the corporation or the transfer agent of the corporation of a certificate representing shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, or upon instructions from the holder of uncertificated shares, in each case with such proof of the authenticity of signature as the corporation or the transfer agent may reasonably require, shares may be transferred and the transaction recorded upon the books of the corporation. A statement of uncertificated shares or a new certificate shall be issued to the person entitled thereto, and the old certificate or uncertificated shares cancelled.

#### FIXING THE RECORD DATE

Section 6. For the purpose of determining shareholders entitled to notice of a shareholder's meeting, to demand a special meeting, to vote or in order to make a determination of shareholders for any other proper purpose, the board of directors may provide that the record date be fixed not more than seventy days before the meeting or action requiring a determination of shareholders.

## LIST OF SHAREHOLDERS

Section 7. The officer or agent having charge of the transfer books for shares shall make, at least ten days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting, arranged in alphabetical order, with the address of each and the number of shares held by each, which list, for a period of ten days prior to such meeting, shall be kept on file at the principal office of the corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original share ledger or transfer book, or a duplicate thereof, shall be prima facie evidence as to who are the shareholders entitled to examine such list or share ledger or transfer book or to vote at any meeting of the shareholders.

## ARTICLE XI GENERAL PROVISIONS DIVIDENDS

Section 1. Subject to the provisions of the articles of incorporation relating thereto, if any, dividends may be declared by the board of directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property or in shares of the capital stock, subject to any provisions of the articles of incorporation.

Section 2. Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the directors shall think conducive to the interest of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

## CHECKS

Section 3. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

## FISCAL YEAR

Section 4. The fiscal year of the corporation shall be fixed by resolution of the board of directors.

## SEAL

Section 5. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Colorado". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

## ARTICLE XII AMENDMENTS

Section 1. These by-laws may be altered, amended, or repealed or new by-laws may be adopted by the affirmative vote of a majority of the board of directors at any regular or special meeting of the board.

ARTICLE XIII  
INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

Section 1. The Corporation shall indemnify all of its directors, officers and employees to the extent authorized and permitted by Article 109 of the Colorado Business Corporation Act, as amended.