



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

DIVISION OF  
CORPORATION FINANCE

January 30, 2014

Via E-mail

Mr. Kelly Hoffman  
Chief Executive Officer  
Ring Energy, Inc.  
200 N. Loraine Street  
Midland, Texas 79701

**Re: Ring Energy, Inc.  
Amendment No. 1 to Registration Statement on Form S-1  
Filed January 24, 2014  
File No. 333-191483**

Dear Mr. Hoffman:

We have limited our review of your amended registration statement and letter dated January 24, 2014 to those issues we have addressed in our comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your registration statement and providing the requested information. Where you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to these comments, we may have additional comments.

Selling Stockholders, page 22

1. Please revise your tabular disclosure to clearly reflect the shares beneficially owned prior to and following the offering. In that regard, we note that although you disclose that the table has been prepared on the assumption that all resale shares will be sold, the table reflects that shares beneficially owned after the offering are either the same as those owned prior to the offering or increase.
2. You disclose that your tabular disclosure sets forth information as of January 23, 2014. However, footnote 4 states that the applicable percentage ownership is based on the shares outstanding as of September 18, 2013. Please advise or revise.

Exhibit 5.1

3. Please have counsel revise its opinion to remove the assumption included in clause (H) of the fourth paragraph thereof, and to state in the fifth paragraph thereof that the Resale Shares are validly issued, fully paid and non-assessable as such shares are already issued and outstanding.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Act of 1933 and all applicable Securities Act rules require. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Notwithstanding our comments, in the event you request acceleration of the effective date of the pending registration statement please provide a written statement from the company acknowledging that:

- should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the company may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Please refer to Rules 460 and 461 regarding requests for acceleration. We will consider a written request for acceleration of the effective date of the registration statement as confirmation of the fact that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above registration statement. Please allow adequate time for us to review any amendment prior to the requested effective date of the registration statement.

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Please contact Karina V. Dorin, Staff Attorney, at (202) 551-3763 or me at (202) 551-3611 with any other questions.

Sincerely,

/s/ A.N. Parker

Anne Nguyen Parker  
Branch Chief

cc: Mark L. Jones