

DEER VALLEY CORP  
Form 4  
April 04, 2012

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Vicis Capital, LLC

2. Issuer Name and Ticker or Trading Symbol  
DEER VALLEY CORP [DVLY.OB]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
445 PARK AVENUE,, SUITE 1901  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/30/2012

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_X\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

NEW YORK, NY 10022

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Common Stock	03/30/2012		J <sup>(5)</sup>	1,096,291 D	12,310,458	I <sup>(1)</sup>	By Vicis Capital Master Fund

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Call Options (obligations to sell)	\$ 12,000,000	03/31/2012		E	1	01/06/2011 03/31/2012	Common Stock
Series E Convertible Preferred Stock	\$ 0	03/30/2012		J	1,000,000	(2) (3)	Common Stock
Series C Convertible Preferred Stock	\$ 0	03/30/2012		J	22,463	(2) (3)	Common Stock
Call Options (obligations to sell)	(5) (6)	03/30/2012		J	1 (5)	(2) 06/01/2013	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vicis Capital, LLC 445 PARK AVENUE, SUITE 1901 NEW YORK, NY 10022		X		
Vicis Capital Master Fund 445 PARK AVENUE, SUITE 1901 NEW YORK, NY 10022		X		

## Signatures

/s/ Andrew Comito, Compliance Officer, Vicis Capital, LLC 04/03/2012  
 \*\*Signature of Reporting Person Date

/s/ Andrew Comito, Authorized Representative, Vicis Capital Master Fund 04/03/2012  
 \*\*Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents the indirect holdings of Vicis Capital, LLC. All of the foregoing represents securities held directly by Vicis Capital Master Fund. Vicis Capital, LLC acts as investment advisor to Vicis Capital Master Fund and therefore has voting and dispositive power over all the foregoing shares. For the purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, Vicis Capital, LLC may be deemed to be the beneficial owner of, but hereby disclaims such beneficial ownership of, the foregoing shares.

(2) Immediately.

(3) None.

(4) On January 6, 2011, Vicis Capital Master Fund entered into a Securities Option and Right of First Refusal Agreement (the "Option Agreement") with a private party (the "Optionee"). Pursuant to the Option Agreement, the Fund granted the Optionee an option to purchase from the Fund all, but not less than all, of the following: (i) 13,406,749 shares of the Issuer's Common Stock; (ii) 22,463 shares of the Issuer's Series C Convertible Preferred Stock; and (iii) 1,000,000 shares of the Issuer's Series E Convertible Preferred Stock (the "Securities"). On March 31, 2012, the Option Agreement expired pursuant to its terms prior to being exercised by the Optionee. Pursuant to Rule 16(b)-6(d) under the Securities Exchange Act of 1934, as amended, the expiration of the Option qualifies for exemption from Section 16(b).

(5) On March 30, 2012, Vicis Capital Master Fund entered into a Common Stock Redemption Agreement and a Securities Redemption and Purchase Agreement (collectively, the "Redemption Agreements") with the Issuer. Pursuant to the Redemption Agreements, the Issuer redeemed from the Fund the following: (i) 22,463 shares of the Issuer's Series C Preferred Stock; (ii) 1,000,000 shares of the Issuer's Series E Preferred Stock; and (iii) 1,096,291 shares of the Issuer's Common Stock (collectively, the "Securities"), and the Fund granted the Issuer an option to purchase from the Fund its remaining shares of the Issuer's Common Stock (the "Option"). In consideration for the Securities and the grant of the Option, the Issuer paid the Fund \$3,199,940.

(6) Upon the Issuer's exercise of the option, the Issuer shall pay the Fund an aggregate exercise price of (i) \$5,300,000 if the Option is exercised before June 1, 2012; (ii) \$6,300,000 if the Option is exercised between June 2, 2012 and August 1, 2012; (iii) \$6,800,000 if the Option is exercised between August 2, 2012 and December 1, 2012; or (iv) \$7,300,000 if the Option is exercised between December 2, 2012 and June 1, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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