

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

FORM 8-K

CURRENT REPORT

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

Date of Report: (Date of Earliest Event Reported) **April 9, 2018 (April 5, 2018)**

PANHANDLE OIL AND GAS INC.

(Exact name of registrant as specified in its charter)

OKLAHOMA

(State or other jurisdiction
of incorporation)

001-31759

(Commission File Number)

73-1055775

(I.R.S. Employer
Identification No.)

**5400 North Grand Blvd.,
Suite 300**

Oklahoma City, OK

(Address of principal executive
offices)

73112

(Zip code)

(405) 948-1560

(Registrant's telephone number including area code)

Not Applicable

(Former name or former address if changed since last report)

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
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2 (b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4 (c) under the Exchange Act

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans

On April 5, 2018, Panhandle Oil and Gas Inc. ("Panhandle" or "Company") sent a blackout trading restriction notice to its executive officers and directors (the "BTR Notice") informing them that they would be prohibited from engaging in certain transactions involving the Company's common stock, during a blackout period (the "Blackout Period") under the Panhandle Oil and Gas Inc. Employee Stock Ownership and 401(k) Plan (the "Plan"). The BTR Notice indicated that the Blackout Period will begin on April 25, 2018, and is expected to end the week of May 20, 2018, or later if data transfer delays occur. Notification will be sent to Plan participants, beneficiaries and Panhandle's directors and executive officers if delays occur. A copy of the BTR Notice is attached as Exhibit 99 to this report and is incorporated herein by reference.

The reason for the Blackout Period is to facilitate the transfer of Plan recordkeeping and investment management services to Principal Life Insurance Company. During the Blackout Period participants in the Plan will be unable to take distributions from their Plan accounts, or direct or diversify their Plan investments, including with respect to Panhandle common stock.

The Company's directors and executive officers were furnished notice of the Blackout Period on April 5, 2018. Plan participants and beneficiaries were furnished notice of the Blackout Period on March 22, 2018.

Inquiries relating to the Blackout Period may be directed to Lonnie J. Lowry, Corporate Secretary, at Panhandle Oil and Gas Inc., 5400 North Grand Boulevard, Suite 300, Oklahoma City, OK 73112, or by telephone at (405) 948-1560.

ITEM 9.01 Financial Statements and Exhibits

(c) Exhibits

Exhibit Number	Description
99	<u>Blackout Trading Restriction Notice provided to executive officers and directors of Panhandle Oil and Gas Inc.</u>

SIGNATURE

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.

PANHANDLE OIL AND GAS INC.

By: /s/ Paul F. Blanchard Jr.
Paul F. Blanchard Jr.,
President and CEO

DATE: April 9, 2018

DATE: April 5, 2018

To: Directors and Executive Officers of Panhandle Oil and Gas Inc.

From: Paul F. Blanchard, Jr., President and CEO of Panhandle Oil and Gas Inc.

RE: Important Notice of Blackout Period and Regulation BTR Trading Restrictions

Federal securities laws require us to send a notice whenever restrictions are imposed on your ability to trade in common stock of Panhandle Oil and Gas Inc. ("Panhandle" or the "Company") due to a blackout period under an individual account retirement plan sponsored by the Company. A blackout period under the Panhandle Oil and Gas Inc. Employee Stock Ownership and 401(k) Plan (the "Plan") will begin on April 25, 2018 and is expected to end the week of May 20, 2018 (the "Blackout Period"), or later if data transfer delays occur. Notification will be sent to Panhandle's Directors and Executive Officers if delays occur. The reason for the Blackout Period is to facilitate the transfer of Plan recordkeeping and investment management services to Principal Life Insurance Company. During the Blackout Period participants in the Plan will be unable to take distributions from their Plan accounts, or direct or diversify their Plan investments, including with respect to Panhandle common stock.

In accordance with Section 306(a) of the Sarbanes-Oxley Act of 2002 and Rule 101 of Securities and Exchange Commission Regulation BTR, you - as a director or executive officer of the Company - are prohibited during the Blackout Period from directly or indirectly purchasing, selling or otherwise acquiring or transferring any equity security of the Company acquired in connection with your service as a director or employment as an executive officer - even if you are not a Plan participant. Transactions covered by this trading prohibition are not limited to those involving your direct ownership, but include any transaction in which you may have a pecuniary interest (e.g., transactions by members of your immediate family who share your household, as well as by certain entities in which you have financial involvement).

Certain transactions are exempt from these trading prohibitions (such as qualified Rule 10b5-1 plan transactions, bona fide gifts, transfers by will or laws of descent and distribution, and sales of stock not acquired in connection with service or employment as a director or executive officer). However, those exemptions are limited. If you hold both covered and non-covered securities, any sale or other transfer of securities by you during the Blackout Period will be treated as a transaction involving covered securities, unless you can identify the source of the transferred securities and demonstrate that you use the same identification for all related purposes (such as tax reporting and disclosure requirements).

Although the Blackout Period falls during a period in which your trading is already restricted under Panhandle's trading window policy, we are required to provide you with this notice in order to comply with federal securities laws. If you engage in a transaction that violates these rules, you may be required to disgorge your profits from the transaction, and you may be subject to civil and criminal penalties.

Inquiries relating to the Blackout Period may be directed to Lonnie J. Lowry, Corporate Secretary, at Panhandle Oil and Gas Inc., 5400 North Grand Boulevard, Suite 300, Oklahoma City, OK 73112, or by telephone at (405) 948-1560.

/s/ Paul F. Blanchard, Jr.

Paul F. Blanchard, Jr.,
President and CEO, Panhandle Oil and Gas Inc.