

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): August 31, 2012

ROCKDALE RESOURCES CORPORATION

(Exact name of Registrant as specified in its charter)

Colorado	000-52690	86-1061005
----- (State or other jurisdiction of incorporation)	----- (Commission File No.)	----- (IRS Employer Identification No.)

11044 Research Blvd., Suite A-200
Austin, TX 78759

(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (512) 795-2300

N/A

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

Check 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 (see General Instruction A.2. below)

- 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 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-14(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.02. Unregistered Sales of Equity Securities.

On August 31, 2012 the Company sold 5,781,798 shares of its common stock to private investors for \$0.70 per share, or a total amount of \$4,047,250.

No commissions were paid in connection with the sale of these securities.

The Company relied upon the exemption from registration provided by Section 4(2) of the Securities Act of 1933 and Rule 506 of the Securities and Exchange Commission with respect to the sale of the shares. All investors were provided full information regarding the Company's business and operations. There was no

general solicitation in connection with the offer or sale of these securities. The purchasers acquired these securities for their own account. The shares cannot be sold unless pursuant to an effective registration statement or an exemption from registration.

2

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.

Date: September 6, 2012

ROCKDALE RESOURCES CORPORATION

By: /s/ Michael Smith

Michael Smith, Chief Executive Officer

3