VIVAKOR, INC.

DISCLOSURE STATEMENT

AND QUARTERLY UPDATE ENDED SEPTEMBER 30, 2014

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This Disclosure Statement and Quarterly Update for the quarter ended September 30, 2014 (collectively, this **"Disclosure Statement"**) of Vivakor, Inc. (the **"Company"** or **"we," "our"** or **"us"**) contains certain forward-looking statements. These forward-looking statements, which may be identified by words such as "anticipates," "believes," "intends," "estimates," "expects," "forecasts," "plans," " projects" and similar expressions, include but are not limited to statements regarding (i) future plans, objectives, strategies, expenditures, results and objectives of future operations and research; (ii) proposed new products, services, developments or industry rankings; (iii) future revenue, economic conditions or performance; (iv) potential collaborative arrangements; and (v) the need for and availability of additional financing.

The forward-looking statements included herein are based on current expectations that involve a number of risks and uncertainties. These forward-looking statements are based on assumptions regarding our business and technology, which involve judgments with respect to, among other things, future scientific, economic and competitive conditions, and future business decisions, all of which are difficult or impossible to predict accurately, and many of which are beyond our control. Accordingly, undue reliance should not be placed on forward-looking statements, as they only represent our views on the date the statements were made. Although we believe that the assumptions underlying the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements, and actual results may differ materially from those set forth in the forward-looking statements. In light of the significant uncertainties inherent in the forward-looking information included herein, the inclusion of such information should not be regarded as a representation by us or any other person that our objectives or plans will be achieved. We do not intend to and specifically decline any obligation to update any forward-looking statement or to publicly announce the results of any revision to any statement to reflect new information or future events or developments.

Section One: Issuer's Initial Disclosure Obligations

Part A General Company Information

Item 1 The exact name of the issuer and its predecessor (if any).

Vivakor, Inc., formerly known as Genecular Holdings, LLC as of November 1, 2006 and as NGI Holdings, LLC as of November 3, 2006.

Item 2 **The address of the issuer's principal executive offices.**

Address: 252 Sunpac Ave. Henderson NV 89011
Telephone: (949) 281-2606
Fax: None
URL: www.vivakor.com
Investor relations contact person: Matt Nicosia. Email: info@vivakor.com. All other contract information is the same as stated above.

Item 3 **The jurisdiction(s) and date of the issuer's incorporation or organization.**

The Company was incorporated in the State of Nevada on April 30, 2008. Upon incorporation, NGI Holdings, LLC, a Nevada limited liability company, was converted into the Company as a corporation pursuant to Articles of Conversion filed with the Nevada Secretary of State on April 30, 2008.

Part B Share Structure

Item 4 **The exact title and class of securities outstanding.**

Common Stock
Preferred Stock Series A
Preferred Stock Series B
Trading Symbol: VIVK
CUSIP: 92852R 304

Item 5 **Par or stated value and description of the security.**

A. *Par or Stated Value.* Provide the par or stated value for each class of outstanding securities.

Common Stock: $.001 par value per share
Preferred Stock (Series A): $.001 par value per share
Preferred Stock (Series B): $.001 par value per share

B. *Common or Preferred Stock.*

1. For common equity, describe any dividend, voting and preemption rights.

Common Stock: Customary dividend rights under Nevada law, when, as and if dividends are declared on the Common Stock by the Company's Board of Directors; customary voting rights under Nevada law, on a one vote for one share basis; no preemption rights.

2. For preferred stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions.

Preferred Stock (Series A):

Dividend rights: None.

Voting rights: On any matter presented to the Company's stockholders for their action or consideration at any meeting of the Company's stockholders or by written consent of the Company's stockholders in lieu of meeting, the holders of shares of Series A Preferred Stock have the right to twenty-five (25) votes for each share of Common Stock into which such shares of Series A Preferred Stock could then be converted, and, with respect to such votes, such holders (a) have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, (b) are entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Company and (c) are entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote. Fractional votes shall not, however, be permitted, and fractional voting rights available on an as converted basis (after aggregating all shares into which shares of Series A Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one half being rounded upward). Except as otherwise expressly provided in the Company's Articles of Incorporation, and except to the extent otherwise provided by the Nevada Revised Statutes, the holders of shares of Series A Preferred Stock have no right to vote as a separate class or series of shares of capital stock of the Company. Without limiting the generality of the foregoing, the holders of shares of Series A Preferred Stock have no right to vote as a separate class or series of shares of capital stock of the Company with respect to any plan of merger, plan of conversion or plan of exchange under Section 92A.120 of the Nevada Revised Statutes.

Conversion rights: Each share of Series A Preferred Stock is convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Company or any transfer agent for such stock, into the number of fully paid and nonassessable shares of Common Stock determined by dividing the Original Series A Issue Price by the Conversion Price applicable to such share of Series A Preferred Stock, determined as provided in the Company's Articles of Incorporation, in effect on the date the certificate is surrendered for conversion. As of the effective date of the filing of the Company's Amended and Restated Articles of Incorporation with the Nevada Secretary of State (*i.e.*, December 16, 2013) (pursuant to an adjustment for and by reason of the 2013 Forward Stock Split (as defined therein) as required by the Company's Articles of Incorporation), the Conversion Price per share for shares of

Series A Preferred Stock is and shall be Two Cents ($0.02); *provided, however,* that the Conversion Price for the Series A Preferred Stock shall be subject to further adjustment as set forth in the Company's Articles of Incorporation. Each share of Series A Preferred Stock shall automatically be converted into shares of Common Stock at the Conversion Price at the time in effect for such Series A Preferred Stock immediately upon the date specified by written consent or agreement of the holders of a majority of the then-outstanding shares of Series A Preferred Stock.

Liquidation rights: Subject and subordinate to the liquidation preference of the Series B Preferred Stock, in the event of any liquidation, dissolution or winding up of the Company, either voluntary or involuntary, subject to the rights of the Series B Preferred Stock and any other series of Preferred Stock that from time to time may come into existence, the holders of Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Company to the holders of Common Stock or any other series of Preferred Stock by reason of their ownership thereof, an amount per share equal to $0.20 for each outstanding share of Series A Preferred Stock (the **"Original Series A Issue Price"**) (subject to adjustment of such fixed dollar amount for stock splits, stock dividends, combinations, recapitalizations or the like; *provided, however,* that such fixed dollar amount was not and shall not be adjusted for or by reason of the 2013 Forward Stock Split). If, upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series A Preferred Stock are insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then, subject to the rights of any series of Preferred Stock that from time to time may come into existence, the entire assets and funds of the Company legally available for distribution shall be distributed ratably among the holders of the Series A Preferred Stock, in proportion to the amount of such stock owned by each such holder. For purposes of the foregoing, a liquidation, dissolution or winding up of the Company shall be deemed to be occasioned by, or to include (unless the holders of at least a majority of the shares of Series A Preferred Stock then outstanding determine otherwise), (i) the acquisition of the Company by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation, but excluding any merger effected exclusively for the purpose of changing the domicile of the Company) or (ii) a sale of all or substantially all of the assets of the Company; unless, with respect to the foregoing clause (i) or clause (ii), the Company's stockholders of record as constituted immediately before such acquisition or sale will immediately after such acquisition or sale (by virtue of securities issued as consideration

for the Company's acquisition or sale or otherwise) hold at least fifty percent (50%) of the voting power of the surviving or acquiring entity.

Redemption: The Company has the right, but not the obligation, to the extent that it may lawfully do so, at any time and from time to time to repurchase and redeem from the holder or holders thereof all or any portion of the then-outstanding shares of Series A Preferred Stock for a purchase/redemption price per share equal to $0.20 per share (subject to adjustment of such fixed dollar amount for stock splits, stock dividends, combinations, recapitalizations or the like) in cash or its equivalent.

Sinking fund provisions: None.

Preferred Stock (Series B):

Dividend rights: The holders of shares of Series B Preferred Stock shall be entitled to receive dividends, out of any assets legally available therefor, prior and in preference to any declaration or payment of any dividend (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock) on the Common Stock of the Company, at the rate of $0.025 per share per annum for the Series B Preferred Stock (as adjusted for stock splits, stock dividends, recapitalizations or the like), payable only when, as and if declared by the Board of Directors. Such dividends shall be cumulative.

Voting rights: On any matter presented to the Company's stockholders for their action or consideration at any meeting of the Company's stockholders or by written consent of the Company's stockholders in lieu of meeting, the holders of shares of the holders of shares of Series B Preferred Stock have the right to one (1) vote for each share of Common Stock into which such shares of Series B Preferred Stock could then be converted, and, with respect to such vote, such holders (a) have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, (b) are entitled, notwithstanding any provision hereof, to notice of any stockholders' meeting in accordance with the Bylaws of the Company and (c) are entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote. Fractional votes shall not, however, be permitted, and fractional voting rights available on an as converted basis (after aggregating all shares into which shares of Series B Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one half being rounded upward). Except as otherwise expressly provided in the Company's Articles of Incorporation, and except to the extent otherwise provided by the Nevada Revised Statutes, the holders of shares of Series B Preferred Stock have no right to vote as a separate class or series of

shares of capital stock of the Company. Without limiting the generality of the foregoing, the holders of shares of Series B Preferred Stock have no right to vote as a separate class or series of shares of capital stock of the Company with respect to any plan of merger, plan of conversion or plan of exchange under Section 92A.120 of the Nevada Revised Statutes.

Conversion rights: Each share of Series B Preferred Stock shall be convertible, at the option of the holder thereof, at any time on or after the date that is one (1) year after the date of issuance of such share, at the office of the Company, into the number of fully paid and nonassessable shares of Common Stock determined by dividing the Original Series B Issue Price by the Conversion Price applicable to such share of Series B Preferred Stock, determined as provided in the Company's Articles of Incorporation, in effect on the Conversion Date (as defined below herein). The initial Conversion Price per share for shares of Series B Preferred Stock shall be the lesser of (i) the Original Series B Issue Price and (ii) ninety percent (90%) of the Market Price on the Conversion Date; *provided, however,* that the Conversion Price for the Series B Preferred Stock shall be subject to adjustment as set forth in the Section of the Company's Articles of Incorporation titled "Conversion Price Adjustments of Series B Preferred Stock for Stock Splits and Combinations". For purposes of the foregoing, the following capitalized terms have the following meanings:

"Conversion Date" means the date on which the certificate or certificates for shares of Series B Preferred Stock to be converted and the Conversion Notice are received by the Company from the holder in accordance with the Section of the Company's Articles of Incorporation titled "Mechanics of Conversion"; *provided, however,* that, if the conversion is an automatic conversion pursuant to the Section of the Company's Articles of Incorporation titled "Automatic Conversion," then **"Conversion Date"** means and shall be the actual date of such conversion pursuant to that Section.

"Conversion Notice" has the meaning set forth in the Section of the Company's Articles of Incorporation titled "Mechanics of Conversion".

"Market Price" means the average closing sale price for one (1) share of Common Stock during the ten (10) Trading Day period ending one (1) Trading Day before the Conversion Date. If the Market Price for one (1) share of Common Stock cannot be calculated on the Conversion Date in the manner provided in the preceding sentence, then the **"Market Price"** for one (1) share of Common Stock shall be the fair market value of one (1) share of Common Stock as reasonably determined by the Company's Board of Directors.

"Trading Day" means any day on which the Common Stock is traded for any period on Pink Sheets or on the principal exchange or other securities market on which the Common Stock is then being traded.

Each share of Series B Preferred Stock shall automatically be converted into shares of Common Stock at the Conversion Price at the time in effect for such Series B Preferred Stock immediately upon the earlier of (i) except as provided in the Section of the Company's Articles of Incorporation titled "Mechanics of Conversion," the Company's sale of Common Stock in a firm commitment underwritten public offering pursuant to a registration statement under the Securities Act of 1933, as amended, the public offering price of which is not less than $0.60 per share (as adjusted for stock splits, stock dividends, recapitalizations or the like), and the aggregate offering proceeds of which to the Company (net of underwriting commissions, discounts, fees and expenses) are not less than $5,000,000 (a **"Qualified Public Offering"**), or (ii) the date specified by written consent or agreement of the holders of a majority of the then-outstanding shares of Series B Preferred Stock.

Liquidation rights: In the event of any liquidation, dissolution or winding up of the Company, either voluntary or involuntary, subject to the rights of any series of Preferred Stock that from time to time may come into existence, the holders of Series B Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Company to the holders of Common Stock, Series A Preferred Stock or any other series of Preferred Stock by reason of their ownership thereof, an amount per share equal to the sum of (i) $0.20 for each outstanding share of Series B Preferred Stock (the **"Original Series B Issue Price"**) and (ii) an amount equal to declared but unpaid dividends on such share (if any) (subject to adjustment of such fixed dollar amounts for stock splits, stock dividends, combinations, recapitalizations or the like). If, upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series B Preferred Stock are insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then, subject to the rights of any series of Preferred Stock that from time to time may come into existence, the entire assets and funds of the Company legally available for distribution shall be distributed ratably among the holders of the Series B Preferred Stock, in proportion to the amount of such stock owned by each such holder. Upon the completion of the distribution required by the foregoing, the distribution to the holders of Series A Preferred Stock required by the Company's Articles of Incorporation and any other distribution that may be required with respect to any series of Preferred Stock that from time to time may come into existence, all of the remaining assets of the Company available for distribution to stockholders shall be distributed among

the holders of Common Stock *pro rata* based on the number of shares of Common Stock held by each. For purposes of the foregoing, a liquidation, dissolution or winding up of the Company shall be deemed to be occasioned by, or to include (unless the holders of at least a majority of the shares of Series A Preferred Stock then outstanding determine otherwise), (i) the acquisition of the Company by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation, but excluding any merger effected exclusively for the purpose of changing the domicile of the Company) or (ii) a sale of all or substantially all of the assets of the Company; unless, with respect to the foregoing clause (i) or clause (ii), the Company's stockholders of record as constituted immediately before such acquisition or sale will immediately after such acquisition or sale (by virtue of securities issued as consideration for the Company's acquisition or sale or otherwise) hold at least fifty percent (50%) of the voting power of the surviving or acquiring entity.

Redemption: At any time after the date immediately preceding the first anniversary of the Purchase Date (as defined in the Company's Articles of Incorporation) of the Series B Preferred Stock, the Company shall have the right, but not the obligation, to the extent that it may lawfully do so, at any time and from time to time to repurchase and redeem from the holder or holders thereof all or any portion of the then-outstanding shares of Series B Preferred Stock for a purchase/redemption price per share equal to the sum of (i) $0.20 per share and (ii) an amount equal to declared but unpaid dividends on such share (if any) (subject to adjustment of such fixed dollar amounts for stock splits, stock dividends, combinations, recapitalizations or the like) in cash or its equivalent (the **"Series B Redemption Price"**). In order to exercise this right of redemption, at least thirty (30) but no more than sixty (60) days before the applicable Series B Redemption Date (as defined below), the Company shall provide written notice that the Company is redeeming all or a portion of the then-outstanding shares of Series B Preferred Stock (the **"Series B Redemption Notice"**) by mail, first class postage prepaid, to each holder of record (at the close of business on the business day next preceding the day on which such notice is given) of the then-outstanding shares of Series B Preferred Stock to be redeemed (at the address last shown on the records of the Company for each such holder), notifying such holder of the redemption to be effected on the applicable Series B Redemption Date (as defined below), specifying the number of shares of Series B Preferred Stock to be redeemed from such holder on the applicable Series B Redemption Date (as defined below), the date as of which such redemption shall be (or be deemed to be) effective (any and each such date, the **"Series B Redemption Date"**), the place at which payment of the Series B Redemption Price for the shares of Series B

Preferred Stock to be redeemed on the Series B Redemption Date may be obtained by such holder and calling upon such holder to surrender to the Company, in the manner and at the place designated, such holder's certificate or certificates representing the shares of Series B Preferred Stock to be redeemed on the Series B Redemption Date. On or after the Series B Redemption Date, each such holder shall surrender to the Company the certificate or certificates representing such shares of Series B Preferred Stock to be redeemed on the Series B Redemption Date as specified in the Series B Redemption Notice, in the manner and at the place designated in the Series B Redemption Notice, and thereupon the Series B Redemption Price for such shares shall be payable to the order of the person whose name appears on such certificate or certificates as the owner thereof, and each surrendered certificate shall be cancelled. In the event that less than all of the shares of Series B Preferred Stock represented by any such surrendered certificate are redeemed, a new certificate shall be issued representing the unredeemed shares. From and after each Series B Redemption Date, all rights of the holder or holders of shares of Series B Preferred Stock designated for redemption on such Series B Redemption Date in the Series B Redemption Notice (except the right to receive the applicable Series B Redemption Price for such shares without interest upon surrender of such holder or holders' certificate or certificates representing such shares) shall cease with respect to such shares, such shares shall not thereafter be transferred on the books of the Company or be deemed to be outstanding for any purpose whatsoever, and such shares shall be cancelled and shall not be issuable by the Company. The Company's Articles of Incorporation shall be appropriately amended to effect the corresponding reduction in the Company's authorized capital stock. Notwithstanding any of the foregoing provisions, each holder of shares of Series B Preferred Stock to be redeemed pursuant to a Series B Redemption Notice shall have the right to elect, in lieu of having such shares redeemed as specified in such Series B Redemption Notice, to convert all of such shares into shares of Common Stock pursuant to and in accordance with the provisions of the Company's Articles of Incorporation that provide conversion rights to the holders of Series B Preferred Stock within fifteen (15) days after the date on which such holder receives such Series B Redemption Notice. In order to exercise this right to make such election, such holder within such fifteen (15) days must surrender the certificate or certificates representing the shares of Series B Preferred Stock to be converted into shares of Common Stock, duly endorsed, at the office of the Company or of any transfer agent for the Series B Preferred Stock and give written notice to the Company at its principal corporate office of the election to convert the same, stating therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued.

Sinking fund provisions: None.

3. Describe any other material rights of common or preferred stockholders.

   None.

4. Describe any provision in the issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.

   The Company's Articles of Incorporation gives the Company's Board of Directors blank check authority to issue the Company's Preferred Stock, which in certain circumstances could be used to delay, defer or prevent a change in control of the issuer. As of the date hereof, the Company is authorized to issue 100,000,000 shares of Preferred Stock, of which 2,000,000 shares are designated as Series A Preferred Stock, all of which are issued and outstanding, and 50,000,000 shares are designated as Series B Preferred Stock, of which 42,277,520 shares are issued and outstanding.

Item 6 The number of shares or total amount of the securities outstanding for each class of securities authorized.

In answering this item, provide the information below for each class of securities authorized. Please provide this information (i) as of the end of the issuer's most recent fiscal quarter and (ii) as of the end of the issuer's last two fiscal years.

(i) Period end date;
(ii) Number of securities authorized;
(iii) Number of shares outstanding;
(iv) Freely tradable shares (public float);
(v) Total number of beneficial stockholders; and
(vi) Total number of stockholders of record.

Common Stock:

As of September 30, 2014, there were 205,320,707 shares of common stock outstanding, of which approximately 44,070,637 shares are freely tradable (public float), and there were approximately 105 beneficial stockholders and 73 stockholders of record.

At December 31, 2013, there were 203,135,860 shares of common stock outstanding, of which approximately 41,885,790 shares are freely tradable (public float), and there were approximately 104 beneficial stockholders and 72 stockholders of record.

At December 31, 2012, there were 20,246,506 shares of Common Stock authorized, of which of which 236,506 shares were outstanding; there were 175,844 freely tradable shares (public float); and there were approximately 137 beneficial stockholders and approximately 92 stockholders of record.

Preferred Stock:

As of September 30, 2014 and December 31, 2013, there were 100,000,000 shares of Preferred Stock authorized for issuance, 2,000,000 of which were issued as shares of Series A Preferred Stock, held of record and beneficially by AKMN Trust. As of September 30, 2014 and December 31, 2013 there were 42,277,520 and 4,275,000 of which were issued as shares of Series B Preferred Stock to investors. None of these shares are freely tradable.

As of December 31, 2012, there were 10,000,000 shares of Preferred Stock authorized, 1,000,000 of which shares were issued as shares of Series A Preferred Stock and outstanding and held of record and beneficially by AKMN Trust. None of these shares is freely tradable.

Item 7 The name and address of the transfer agent.

The Company's transfer agent is Empire Stock Transfer. Its address is 1859 Whitney Mesa Drive, Henderson, Nevada 89014. Its telephone number is (702) 818-5898. Empire Stock Transfer is registered under the Exchange Act and is an SEC approved transfer agent.

Part C Business Information

Item 8 The nature of the issuer's business.

A. Business Development. Describe the development of the issuer and material events during the last three years so that a potential investor can clearly understand the history and development of the business. If the issuer has not been in business for three years, provide this information for any predecessor company. This business development description must also include:

1. the form of organization of the issuer;

The Company is a corporation under Nevada law.

2. the year that the issuer (or any predecessor) was organized;

The Company was incorporated in the State of Nevada on April 30, 2008. Upon incorporation, NGI Holdings, LLC, a Nevada limited liability company, was converted into the Company as a

corporation pursuant to Articles of Conversion filed with the Nevada Secretary of State on April 30, 2008.

3. the issuer's fiscal year end date;

December 31.

4. whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding;

The Company has never been in bankruptcy, receivership or any similar proceeding.

5. any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets;

On September 8, 2008, the Company acquired 5,000,000 shares of Common Stock of HealthAmerica, Inc. (**"HealthAmerica"**), which represented approximately 84% of the outstanding shares of Common Stock of HealthAmerica, in exchange for 25,000,000 shares of the Company's Common Stock and $1,500,000. On December 9, 2009, the Company distributed a number of its shares of HealthAmerica common stock to its stockholders of record, reducing its interest in HealthAmerica to approximately 62%.

6. any default of the terms of any note, loan, lease or other indebtedness or financing arrangement requiring the issuer to make payments;

The Company is not currently is in default on any note, loan, lease or other indebtedness.

7. any change of control;

In 2011 the Company agreed to convert $200,000 into 1,000,000 shares of Series A Preferred Stock. In 2013 the Company agreed to convert $1,000,000 of accrued liabilities into 1,000,000 shares of Series A Preferred Stock. The Series A Preferred Stock provides for 25 votes for each share of Common Stock into which each share of Series A Preferred Stock can be converted pursuant to the Company's Articles of Incorporation, resulting in AKMN Trust currently having 500,000,000 votes, representing voting control of the Company.

8. any increase of 10% or more of the same class of outstanding equity securities;

On August 24, 2012, the Company issued 20,010,000 shares of common stock for a $361,000 reduction in debts owed to investors.

On September 30, 2013, the Company issued 1,000,000 shares of Series A Preferred Stock for a $1,000,000 reduction in outstanding Company debt.

In December 2013, the Company issued 4,275,000 shares of Series B Preferred Stock for a $849,375 reduction in convertible debt and related interest expense owed to investors and $5,625 in cash.

For the period January 2014 through September 2014, the Company has converted $4,509,950 of convertible debt and related interest expense into 22,161,000 shares of Series B Preferred Stock. For this period the Company also issued 15,309,050 of Series B Preferred Stock for $3,035,709.

9. any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;

On April 14, 2011, the Company affected a reverse stock split of both its authorized and its outstanding shares of Common Stock, on a one share for 1,000 shares basis.

On December 16, 2013, the Company completed a 10-for-1 stock split for common stock. Par value was revalued at $.001.

Except as described above, there are no past, pending or anticipated stock splits, stock dividends, recapitalizations, mergers, acquisitions, spin-offs or reorganizations.

10. any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board; and

On February 3, 2012, the Company filed Form 15 with the Securities and Exchange Commission terminating its reporting status under the Securities Exchange Act of 1934, as amended. As a result, the Company's Common Stock was delisted from the OTC Electronic Bulletin Board. Since February 2012, the Company's Common Stock has traded and currently trades in the OTC Pink Sheets under the trading symbol VIVK.

11. any current, past, pending or threatened legal proceedings or administrative actions whether by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved.

There are no current, past, pending or threatened legal proceedings or administrative actions either by or against the Company. There are no current, past or pending trading suspensions by a securities regulator.

B. Business of Issuer. Describe the issuer's business so a potential investor can clearly understand it.

Vivakor, Inc. (the "Company") was organized in March 2008. The Company's strategy is to identify existing companies that have developed new and promising technologies or processes, and then acquire or enter into joint venture or strategic alliances with these companies, provide

secured funding to commence or expand operations and own or participate in revenue generated from such technologies. Our intention is to select technologies that have gone beyond design and have achieved some proof of concept or commenced operation. The Company has developed and reached commercialization of some technologies, and continues to market and sell certain commercialized products, but due in part to its research into the application of nanotechnology to the health care and nutraceutical industries, the Company has identified other strategic investment opportunities and applied this technology to other industries. While sales of existing commercial products will continue, the Company intends to concentrate future fund raising and development efforts in the following industries:

- Mining and minerals – new processes and materials for the extraction of precious metals from sand and clay-based deposits.

- Alternative energy – specifically the use of nano and other new materials in the generation and storage of energy.

- Petroleum – new processes and materials for the extraction of petroleum, mainly in the areas of tar sands and shale-based deposits.

Our financial statements include the accounts of our company and its wholly-owned subsidiaries, VivaSight, Inc., VivaTherma, Inc. and VivaVentures, Inc., and its majority-owned subsidiary, HealthAmerica, Inc.

To the extent material to an understanding of the issuer, please also include the following:

1. the issuer's primary and secondary SIC codes;

The Company's primary SIC codes are: 8731, 1000 and 2833.

2. if the issuer has never conducted operations, is in the development stage, or is currently conducting operations;

The Company currently is conducting operations.

3. whether the issuer is or has at any time been a "shell company";

The Company has never been a shell company.

4. the names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement;

The Company has no parent entity. The Company has the following wholly-owned or majority-owned subsidiaries: VivaSight, Inc., a Nevada corporation; VivaThermic, Inc., a Nevada corporation; and VivaVentures, Inc., a Nevada corporation. The Company also owns approximately 15% of the outstanding shares of VivaCeuticals, Inc., a Nevada corporation, and

approximately 62% of the outstanding shares of HealthAmerica, Inc., a Nevada corporation, approximately 39% of VivaVentures Precious Metals, LLC, a Nevada limited liability company. A description of the business purpose of each subsidiary is listed below. The financial statements incorporated by reference herein and attached to this Disclosure Statement include the accounts of the Company and its wholly-owned subsidiaries VivaSight, Inc., VivaTherma, Inc. and VivaVentures, Inc. and its majority-owned subsidiary Health America, Inc.

Our Company's Active Subsidiaries

Set forth below is a brief description of the business of each of the Company's active subsidiaries.

VivaVentures, Inc., a green energy alternatives and mineral asset subsidiary

- To date this subsidiary has acquired a minority interest in QuantumSphere, Inc. (www.qsinano.com) and continues to look for other ground-breaking technologies in green energy.

- This subsidiary also focuses on mineral and other such assets that may be extracted or leveraged to add value to our stockholders.

- This subsidiary has signed letters of intent with such assets that are backed by at least a 10 to one value.

- Acquired 39% ownership interest in certain mining claims in Arizona and Colorado.

- Acquired a 39% ownership in VivaVentures Precious Metals, LLC and a proprietary technology to extract precious metals from the claims.

- VivaVentures Precious Metals, LLC has developed a small capacity (1-3 tons per day) unit built and operated at our Henderson, Nevada facility, and has finished developing a larger capacity unit, which is in initial production testing and is expected to begin producing in Q1 2015.

Our Company's Inactive Subsidiaries

Our company has the following wholly-owned or partially-owned subsidiaries, which are either inactive or are not generating any material revenue:

- VivaSight, Inc., a Nevada corporation (wholly owned);

- VivaOptics, Inc., a Nevada corporation (wholly owned);

- VivaThermic, Inc., a Nevada corporation (wholly owned); and

- HealthAmerica, Inc., a Nevada corporation (majority owned (approximately 62%)).

5. the effect of existing or probable governmental regulations on the business;

The Company's mining activities are subject to federal, state and local laws, regulations and policies, including laws regulating the removal of natural resources from the ground and the discharge of materials into the environment. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Exploration and exploitation activities are also subject to federal, state and local laws and regulations which seek to maintain health and safety standards by regulating the design and use of exploration methods and equipment. Environmental and other legal standards imposed by federal, state or local authorities are constantly evolving, and typically in a manner which will require stricter standards and enforcement, and increased fines and penalties for non-compliance. Such changes may prevent us from conducting planned activities or increase our costs of doing so, which would have material adverse effects on our business. Moreover, compliance with such laws may cause substantial delays or require capital outlays in excess of those anticipated, thus causing an adverse effect on us. Additionally, we may be subject to liability for pollution or other environmental damages that we may not be able to or elect not to insure against due to prohibitive premium costs and other reasons. Unknown environmental hazards may exist on our mining claims, or we may acquire properties in the future that have unknown environmental issues caused by previous owners or operators, or that may have occurred naturally.

Some aspects of our company's medical, biotechnology and nutraceutical supplements businesses and product candidates are subject to some degree of government regulation. As a provider of medical and biotechnology products, we are subject to extensive regulation by, among other governmental entities, the United States Food and Drug Administration (the **"FDA"**). In addition, before selling any of our product candidates, we will be required to comply with the rules and regulations of state, local and foreign regulatory bodies in jurisdictions where we desire to sell our products. These regulations govern the introduction of new products, the observance of certain standards with respect to the manufacture, safety, efficacy and labeling of such products, the maintenance of certain records, the tracking of such products and other matters.

For some of our product candidates, and in some countries, government regulation is significant, and generally there is a trend toward more stringent regulation. In recent years, the FDA and certain foreign regulatory bodies have pursued a more rigorous enforcement program to ensure that regulated businesses like our company's businesses comply with applicable laws and regulations. We devote significant time, effort and expense addressing the extensive governmental regulatory requirements applicable to our company's businesses. To date, we have received no notifications or warning letters from the FDA or any other regulatory body of alleged deficiencies in our company's compliance with the relevant requirements, and we have not recalled or issued safety alerts with respect to any of our company's products. There can be no assurance, however, that a warning letter, recall or safety alert, if it occurred, would not have a material adverse effect on our company.

Failure to comply with applicable federal, state, local or foreign laws or regulations could subject our company to enforcement action, including product seizures, recalls, withdrawal of marketing clearances and civil and criminal penalties, any one or more of which could have a material adverse effect on our company's businesses. We believe that our company is in substantial compliance with such governmental regulations. However, federal, state, local and foreign laws and regulations regarding the manufacture and sale of medical devices are subject to future changes. There can be no assurance that such changes would not have a material adverse effect on our company.

6. an estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers;

During the last two fiscal years, the Company only had R&D expense that is related to the amortization of the HealthAmerica patent.

7. costs and effects of compliance with environmental laws (federal, state, and local); and

Some aspects of the Company's contemplated mining, mineral extraction and alternative energy businesses may be subject to certain environmental laws. The costs and effects of compliance with such environmental laws are yet to be determined by the Company. Any failure by the Company to comply with applicable federal, state or local environment laws could subject the Company to enforcement action, including civil and criminal penalties, any one or more of which could have a material adverse effect on the Company.

8. the number of total employees and number of full-time employees.

As of September 30, 2014, the Company had 15 employees and consultants, consisting of the Company's CEO, who performs financial, administrative and operational activities, the Company's Director of Finance and additional administrative personnel.

Risk Factors.

Risks Relating to our Business

We are at a very early operational stage, and our success is subject to the substantial risks inherent in the establishment of a new business venture.

The implementation of our business strategy is in a very early stage. We are in the process of developing numerous product candidates but none has proven to be commercially successful. Our business and operations should be considered to be in a very early stage and subject to all of the risks inherent in the establishment of a new business venture. Accordingly, our intended business and operations may not prove to be successful in the near future, if at all. Any future success that we might enjoy will depend on many factors, several of which may be

beyond our control, or which cannot be predicted at this time, and which could have a material adverse effect on our financial condition, business prospects and operations and the value of an investment in our company.

We have a very limited operating history, and our business plan is unproven and may not be successful.

Although we began operations in March 2008, we have recently adopted a new business plan and investment strategy that has not been proven to be successful. We have not sold any substantial amount of products commercially and have not proven that our business model will allow us to identify and develop commercially feasible products.

We have suffered operating losses since inception, and we may not be able to achieve profitability.

We had an accumulated deficit of $7,321,275 as of September 30, 2014, and we expect to continue to incur significant development expenses in the foreseeable future related to the completion of development and commercialization of our products. As a result, we are incurring substantial operating and net losses, and it is possible that we never will be able to sustain or develop the revenue levels necessary to attain profitability. If we fail to generate sufficient revenues to operate profitably, or if we are unable to fund our continuing losses, you could lose all or part of your investment.

We may have difficulty raising additional capital, which could deprive us of necessary resources, and you may experience dilution or subordinate stockholder rights, preferences and privileges as a result of our financing efforts.

We expect to continue to devote significant capital resources to fund the acquisition and development of new products and processes. In order to support the initiatives envisioned in our business plan, we will need to raise additional funds through the sale of assets, public or private debt or equity financing or other arrangements. Our ability to raise additional financing depends on many factors beyond our control, including the state of capital markets, the market price of our Common Stock and the development or prospects for development of competitive technologies by others. Because our Common Stock is not listed on a major stock exchange, many investors may not be willing or allowed to purchase it or may demand steep discounts. Sufficient additional financing may not be available to us or may be available only on terms that would result in further dilution to the current owners of our Common Stock.

We expect to raise additional capital during 2013 and 2014, but we do not have any firm commitments for funding. If we are unsuccessful in raising additional capital or the terms of raising such capital are unacceptable, then we may have to modify our business plan and/or curtail our planned activities and other operations.

Failure to effectively manage our growth could place strains on our managerial, operational and financial resources and could adversely affect our business and operating results.

Our growth has placed, and is expected to continue to place, a strain on our managerial, operational and financial resources. Further, if our subsidiaries' businesses grow, then we will be required to manage multiple relationships. Any further growth by us or our subsidiaries, or any increase in the number of our strategic relationships, will increase this strain on our managerial, operational and financial resources. This strain may inhibit our ability to achieve the rapid execution necessary to implement our business plan and could have a material adverse effect on our financial condition, business prospects and operations and the value of an investment in our company.

There are substantial inherent risks in attempting to commercialize new technological applications, and, as a result, we may not be able to successfully develop products or technologies for commercial use.

Our company intends to acquire or invest in products in numerous technological fields. We have limited scientific experience in some of these fields. Often development requires significant amounts of capital and takes an extremely long time to reach commercial viability, if at all. During the development process, we may experience technological barriers that we may be unable to overcome. Because of these uncertainties, it is possible that many of our product candidates may never be successfully developed. If we are unable to successfully develop products or technology for commercial use, then we will be unable to generate revenue or build a sustainable or profitable business.

We will need to achieve commercial acceptance of our products to generate revenues and achieve profitability.

Even if our efforts to acquire or develop products yields technologically feasible applications, we may not successfully develop commercial products, and even if we do, we may not do so on a timely basis. If our research efforts are successful on the technology side, it could take at least several years before this technology will be commercially viable. During this period, superior competitive technologies may be introduced or customer needs may change, which will diminish or extinguish the commercial uses for our applications. We cannot predict when significant commercial market acceptance for our products will develop, if at all, and we cannot reliably estimate the projected size of any such potential market. If markets fail to accept our products, then we may not be able to generate revenues from the commercial application of our technologies. Our revenue growth and achievement of profitability will depend substantially on our ability to introduce new products that are accepted by customers. If we are unable to cost-effectively achieve acceptance of our technology by customers, or if the associated products do not achieve wide market acceptance, then our business will be materially and adversely affected.

We expect to rely on third parties for the worldwide marketing and distribution of our product candidates, who may not be successful in selling our products.

We currently do not have adequate resources to market and distribute products worldwide and expect to engage third party marketing and distribution companies to perform these tasks. While we believe that distribution partners will be available, we cannot assure you that the

distribution partners, if any, will succeed in marketing our products on a global basis. We may not be able to maintain satisfactory arrangements with our marketing and distribution partners, who may not devote adequate resources to selling our products. If this happens, we may not be able to successfully market our products, which would decrease or eliminate our ability to generate revenues.

We may lose out to larger and better-established competitors.

The industries in which we compete are intensely competitive. Most of our competitors have significantly greater financial, technical, manufacturing, marketing and distribution resources as well as greater experience in industry than we have. Competition may result in price reductions, reduced gross margins and loss of market share.

We could be damaged by product liability claims.

Some of our products are intended to be used by consumers. If one of our products malfunctions or a consumer misuses it or has a reaction to it and injury results, then the injured party could assert a product liability claim against our company. We currently do not have product liability insurance and may not be able to obtain such insurance at a rate that is acceptable to us or at all. Furthermore, even if we can obtain insurance, insurance may not be sufficient to cover all of the liabilities resulting from a product liability claim, and we might not have sufficient funds available to pay any claim over the limits of our insurance. Because personal injury claims based on product liability may be very large, an underinsured or an uninsured claim could financially damage our company.

We may indemnify our directors and officer against liability to us and holders of our securities, and such indemnification could increase our operating costs.

Our Bylaws allow us to indemnify our directors and officers against claims associated with carrying out the duties of their offices. Our Bylaws also allow us to reimburse them for the costs of certain legal defenses. Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the "Securities Act") may be permitted to our directors, officers or control persons, we have been advised by the SEC that such indemnification is against public policy and is therefore unenforceable.

Since our officers and directors are aware that they may be indemnified for carrying out the duties of their offices, they may be less motivated to meet the standards required by law to properly carry out such duties, which could increase our operating costs. Further, if our officers and directors file a claim against us for indemnification, the associated expenses could also increase our operating costs.

We are exposed to risks associated with the recent worldwide economic slowdown and related uncertainties.

We plan to expand our level of operations. Slower economic activity, concerns about inflation or deflation, decreased consumer confidence, reduced corporate profits and capital

spending, adverse business conditions and liquidity concerns in the general economy and recent international conflicts and terrorist and military activity have resulted in a downturn in worldwide economic conditions, especially in the United States. Recent political and social turmoil related to international conflicts and terrorist acts can be expected to place further pressure on economic conditions in the United States and worldwide. These political, social and economic conditions make it extremely difficult for us to accurately forecast and plan future business activities. If such conditions continue or worsen, then our business, financial condition and results of operations could be materially and adversely affected.

Risks Relating to our Stock

We have issued shares of Series A Preferred Stock, which have super voting rights, permitting the holder of voting power over those shares to control the affairs of our company.

AKMN Irrevocable Trust, of which Matthew Nicosia is the trustee, and Johnathan Nicosia (Matthew Nicosia's son) is the beneficiary is the record holder of 2,000,000 shares of Series A Preferred Stock. The Series A Preferred Stock provides for 25 votes for each share of Common Stock into which such shares of Series A Preferred Stock can then be converted (with a current conversion ratio of 10 shares of Common Stock for each outstanding share of Series A Preferred Stock), resulting in AKMN Irrevocable Trust (currently) having 500,000,000 votes, representing voting control of our company. Matthew Nicosia, our CEO, has voting power over these shares (*i.e.*, he has the power to vote or to direct the voting of these shares), which permits him to control the affairs of our company.

The sale of shares of our Common Stock and securities convertible into shares or our Common Stock in private placements could cause the price of our Common Stock to decline.

The trading volume in our shares of Common Stock is very small. A sale of shares at any given time could cause the trading price of our Common Stock to decline. The sale of a substantial number of shares of our Common Stock, or the anticipation of such sales, could make it more difficult for us to sell equity or equity-related securities in the future at a time and at a price at which we otherwise might desire to effect sales.

Our Common Stock is traded in the Pink Sheets, which may deprive stockholders of the full value of their shares.

Our Common Stock is approved for quotation on the Pink Sheets. Therefore, our Common Stock is expected to have fewer market makers, lower trading volumes and larger spreads between bid and asked prices than securities listed on an exchange such as the New York Stock Exchange or the NASDAQ Stock Market. These factors may result in higher price volatility and less market liquidity for our Common Stock.

A low market price would severely limit the potential market for our Common Stock.

Since trading commenced, our Common Stock has traded at a price substantially below $5.00 per share, subjecting trading in the stock to certain SEC rules requiring additional disclosures by broker-dealers. These rules generally apply to any non-FINRA equity security that has a market price share of less than $5.00 per share, subject to certain exceptions (a "penny stock"). Such rules require the delivery, before any penny stock transaction, of a disclosure schedule explaining the penny stock market and the risks associated therewith, and impose various sales practice requirements on broker-dealers who sell penny stocks to persons other than established customers and institutional or wealthy investors. For these types of transactions, the broker-dealer must make a special suitability determination for the purchaser and have received the purchaser's written consent to the transaction before the sale. The broker-dealer also must disclose the commissions payable to the broker-dealer and current bid and offer quotations for the penny stock, and, if the broker-dealer is the sole market maker, the broker-dealer must disclose that fact and the broker-dealer's presumed control over the market. Such information must be provided to the customer orally or in writing before or with the written confirmation of trade sent to the customer. Monthly statements must be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks. The additional burdens imposed on broker-dealers by such requirements could discourage broker-dealers from effecting transactions in our Common Stock.

FINRA sales practice requirements also may limit a stockholder's ability to buy and sell our Common Stock.

In addition to the penny stock rules promulgated by the SEC, which are discussed in the immediately preceding risk factor, FINRA rules require that, in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Before recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA believes that there is a high probability that speculative low priced securities will not be suitable for at least some customers. FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our Common Stock, which may limit the ability to buy and sell our Common Stock and have an adverse effect on the market value for our shares.

A stockholder's ability to trade our Common Stock may be limited by trading volume.

A consistently active trading market for our Common Stock may not occur on the Pink Sheets. A limited trading volume may prevent our stockholders from selling shares at such times or in such amounts as they otherwise may desire.

Our company has a concentration of stock ownership and control, which may have the effect of delaying, preventing or deterring a change of control.

Our Common Stock ownership is highly concentrated. AKMN Irrevocable Trust, of which Matthew Nicosia, our CEO, is the trustee, is the record owner of all 2,000,000 shares of our Series A Preferred Stock, which has super voting rights, with respect to which Mr. Nicosia

has voting power giving him voting control of our company. As a result of the concentrated ownership of our stock, Mr. Nicosia, as the trustee of this stockholder, will be able to control all matters requiring stockholder approval, including the election of directors and approval of mergers and other significant corporate transactions. This concentration of ownership may have the effect of delaying, preventing or deterring a change in control of our company. It also could deprive our stockholders of an opportunity to receive a premium for their shares as part of a sale of our company, and it may affect the market price of our Common Stock.

We have not voluntarily implemented various corporate governance measures, in the absence of which stockholders may have more limited protections against interested director transactions, conflicts of interest and similar matters.

Recent federal legislation, including the Sarbanes-Oxley Act of 2002, has resulted in the adoption of various corporate governance measures designed to promote the integrity of corporate management and the securities markets. Some of these measures have been adopted in response to legal requirements. Others have been adopted by companies in response to the requirements of national securities exchanges, such as the NYSE or the NASDAQ Stock Market, on which their securities are listed. Among the corporate governance measures that are required under the rules of national securities exchanges and FINRA are those that address board of directors' independence, audit committee oversight and the adoption of a code of ethics. While our board of directors has adopted a Code of Ethics and Business Conduct, we have not yet adopted any of these corporate governance measures and, since our securities are not listed on a national securities exchange or NASDAQ, we are not required to do so. It is possible that, if we were to adopt some or all of these corporate governance measures, stockholders would benefit from somewhat greater assurances that internal corporate decisions were being made by disinterested directors and that policies had been implemented to define responsible conduct. For example, in the absence of audit, nominating and compensation committees comprised of at least a majority of independent directors, decisions concerning matters such as compensation packages to our senior officers and recommendations for director nominees may be made by a majority of directors who have an interest in the outcome of the matters being decided. Prospective investors should bear in mind our current lack of corporate governance measures in formulating their investment decisions.

Our board of directors has the authority to issue shares of "blank check" Preferred Stock, which may make an acquisition of our company by another company more difficult.

We have adopted and may in the future adopt certain measures that may have the effect of delaying, deferring or preventing a takeover or other change in control of our company that a holder of our Common Stock might consider in its best interest. Specifically, our board of directors, without further action by our stockholders, currently has the authority to issue up to 48,000,000 additional shares of Preferred Stock (not counting the 2,000,000 shares of Series A Preferred Stock or the 50,000,000 shares of Series B Preferred Stock) and to fix the rights (including voting rights), preferences and privileges of these shares ("blank check" Preferred Stock). Such Preferred Stock may have rights, including economic rights, senior to our Common Stock. As a result, the issuance of the Preferred Stock could have a material adverse effect on the

price of our Common Stock and could make it more difficult for a third party to acquire a majority of our outstanding Common Stock.

Because we will not pay dividends on our Common Stock in the foreseeable future, stockholders will only benefit from owning Common Stock if it appreciates.

We never have paid cash dividends on our Common Stock, and we do not intend to do so in the foreseeable future. We intend to retain any future earnings to finance our growth. Accordingly, any potential investor who anticipates the need for current dividends from his investment should not purchase our Common Stock.

Item 9 The nature of products or services offered.

In responding to this item, please describe the following so that a potential investor can clearly understand the products and services of the issuer:

A. principal products or service, and their markets;

Commercialized Products.

Mining and Minerals

The Company intends to continue marketing and selling its existing commercial products, which include those described below.

The Company intends to assist VivaVentures Precious Metals, LLC and hold the investments in the products, companies or investments acquired in this process.

VivaVentures Inc.

The Company has entered into agreements to acquire a 39% ownership interest in certain mining claims and technology for the extraction of precious metals from sand-based ore products. The mining claims are located in Arizona, Colorado, and prospective claims in Utah and consist of sand-based ore. The proprietary technology uses a thermal vapor extraction process to remove and process precious metals, including gold, silver, platinum, palladium and rhodium. We acquired a 39% in VivaVentures Precious Metals, LLC, which was formed to conduct mining operations, and which is performing the mining operations on the Arizona and Colorado claims. In September 2012, the Company successfully funded the establishment of a small pilot plant and the initial processing. Due to the success of the pilot plant, we have assisted in the launch of a larger more efficient precious metals processing center and additional, scaled up vaporization machine.

The Company intends to finance the construction of additional thermal vaporization machines increasing the daily production of the precious metals. The Company believes that this proprietary thermal vapor extraction process, when fully implemented, would be one of the most efficient methods of extracting precious metals in the world. The mining claims contain an

estimated 32,400,000 tons of sand-based ore, which is estimated to include 150 million ounces of gold and 320 million ounces of silver, as well as platinum and valuable rare earth minerals.

The Company has agreed to loan to VivaVentures Precious Metals, LLC sufficient funds to conduct the mining operations, including construction of the additional thermal vaporization machines. The Company has no commitments to invest such capital, but after verification of the initial test results, it is attracting substantial investment for this venture.

Alternative Energy

The Company has acquired a minority ownership position in QuantumSphere, Inc., an industry leader in the design, development and manufacture of high performance, low cost zinc-air power systems targeted at the $50 billion portable power market. Founded in 2002 and based in Santa Ana, California, QSI's ISO 9001:2008 certified advanced catalyst production processes deliver a line of safe, reliable MetAir™ power generation products with the highest energy density of any commercially available primary battery, and at the lowest cost per kilowatt hour.

Natural and Formulary Products

The Company developed two bioactive beverages in the nutraceutical/supplement space, VivaBlend and VivaBoost. VivaBlend is a highly concentrated extract of natural products rich in antioxidants and other phytochemicals. VivaBoost is a nutraceutical, bioactive beverage enriched with phytochemicals and antioxidants. In December 2009, Vivakor entered into an agreement with Regeneca International, Inc. giving Regeneca the exclusive rights to distribute VivaBoost in the direct-to-consumer market. In 2012, the Company reacquired the rights to market and sell VivaBoost and VivaBlend.

In addition, the Company has acquired from Matt Nicosia, CEO, the rights to market RegeneSlim weight loss and other supplement products. These products currently generate approximately $60,000 per month in gross sales through multilevel marketing sales channels. The Company anticipates that it could achieve approximately $1.0 million in sales of the RegeneSlim products during the fiscal year 2014.

Cryovials. The Company has developed commercial products for cryogenic preservation and storage through its VivaThermic Cryovials (USPTO Utility Patent # 12423998). The Company has not actively marketed cryovials, but has occasional sales occur as solicited by customers.

Future Products; Research and Acquisition

The Company intends to identify, develop or acquire and bring to market various products. Generally, the Company selects products or processes that are at or near commercial viability and have a time to market of less than six months. The Company agrees to provide secured financing to complete development, testing and product launch in exchange for control of or a significant ownership interest in the products or companies. The Company intends to assist

VivaVentures Precious Metals, LLC, which holds the investments in the products, companies or investments acquired in this process.

Natural and Formulary Products

In addition to RegeneSlim, VivaBlend and VivaBoost, the Company has invested in VivaCeuticals, Inc. to continue to acquire consumer products in the nutraceutical industry.

B. distribution methods of the products or services;

The Company distributes its products through a number of channels, depending upon the product. Certain retail and consumer products are distributed through direct marketing or multilevel marketing. All other products and services are marketed and sold by the company directly to the user.

C. status of any publicly announced new product or service;

The Company is still in the process of developing its metals extraction technology and is in the process of completing production scale up.

D. competitive business conditions, the issuer's competitive position in the industry, and method of competition;

The Company competes in numerous industries, all of which are characterized as intensively competitive. The Company's competitors have substantially greater resources, financial capabilities, marketing and sales forces and name recognition,

E. sources and availability of raw materials and the names of principal suppliers;

The Company believes that all of its raw materials are readily available from numerous sources, and does not depend on any one source.

F. dependence on one or a few major customers;

The Company does not depend on one or a few customers.

G. patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration; and

The Company has a royalty agreement with Vivaceuticals, Inc. and receives two percent (2%) of Regeneca sales, subject to a minimum of $18,000 quarterly.

The Company entered into a royalty agreement with an affiliate for mining operations on claims, where the Company has a 39% interest. Royalty payments can be in cash or commodity and are made quarterly based on mining production.

H. the need for any government approval of principal products or services and the status of any requested government approvals.

None.

Item 10 The nature and extent of the issuer's facilities.

We currently lease executive office space in Henderson Nevada and Irvine, California as our principal offices. The current lease is a month to month lease at a monthly base rent of approximately $14,500 throughout the term. Additionally the Company has VivaThermic offices in Des Moines, Iowa and an executive office in Las Vegas, Nevada. Each lease is on a month to month basis. We believe these facilities are in good condition but that we may need to expand our leased space as needs increase.

Part D Management Structure and Financial Information

Item 11 The name of the chief executive officer, members of the board of directors, as well as control persons.

A. Officers and Directors.

1. Full name;

Matthew Nicosia.

2. Business address;

2 Park Plaza, Suite 1200, Irvine, CA 92614

3. Employment history (which must list all previous employers for the past 5 years, positions held, responsibilities and employment dates);

Mr. Nicosia has served as a director of the Company since its inception. From 2000 to 2007, before joining the Company as Executive Chairman of the Board, Mr. Nicosia was the founder and Chief Executive Officer and served as a director of Dermacia, Inc., a company that became insolvent and subject to foreclosure proceedings by its principal creditor in 2008. While founding Dermacia, Inc., in 2002, Mr. Nicosia co-founded QuantumSphere, Inc. and served as a director of that company until 2004.

4. Board memberships and other affiliations;

Mr. Nicosia currently is a director and the President, CEO, and Secretary of the Company.

5. Compensation by the issuer; and

Mr. Nicosia does not have a written employment agreement with the Company. As of September 30, 2013, Mr. Nicosia received approximately $5,000 per month as compensation from the Company. In fiscal 2012, Mr. Nicosia received no compensation from the Company. In fiscal year 2011, Mr. Nicosia received no compensation from the Company.

6. Number and class of the issuer's securities beneficially owned by each such person.

Mr. Nicosia beneficially owns 7,580 shares of Common Stock.

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None.

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None.

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None.

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

None.

C. Disclosure of Family Relationships.

None.

D. Disclosure of Related Party Transactions.

On September 30, 2013, the Company agreed to convert $1,000,000 of payables owed to Matthew Nicosia into 1,000,000 shares of our Series A Preferred Stock. At Mr. Nicosia's request, the Company issued these shares of our Series A Preferred Stock directly to AKMN Irrevocable Trust.

As of December 31, 2013 and 2012, the Company engaged consultants that are stockholders of the Company to provide financial consulting, investor relations and legal services. Total fees incurred to these stockholders totaled $0 and $25,000 for the years ended December 31, 2013 and 2012.

As of December 31, 2013, loans and advances from related parties of $34,564 were offset with receivables due from these related parties.

As of December 31, 2012, the Company received an investment in an affiliate with a fair value of $41,234 to offset the accounts receivable due from the affiliate. The investment is accounted for using the cost method and is included in "Equity and cost method investments".

E. Disclosure of Conflicts of Interest.

Mr. Nicosia acquired the rights to market certain of our products from Regeneca, Inc. in exchange for past due obligations.

Item 12 Financial information for the issuer's most recent fiscal period.

The Consolidated Financial Statements of the Company for the quarter ended September 30, 2014 have been published as a Quarterly Report through the OTC Disclosure and News Service and are incorporated by reference herein. These financial statements of the Company are unaudited.

(i) List describing the financial statements that are incorporated by reference herein:

Consolidated Balance Sheets for the Quarter Ended September 30, 2014 and the Year Ended December 31, 2013

Consolidated Statements of Operations for the Quarters Ended September 30, 2014 and 2013

Consolidated Statements of Stockholders' Equity for the Quarters Ended September 30, 2014 and 2013

Consolidated Statements of Cash Flows for the Quarter Ended September 30, 2014 and 2013

Notes to Consolidated Financial Statements for Quarter Ended September 30, 2014

(ii) Where financial statements can be found:

The full Quarterly Report with the complete Consolidated Financial Statements of the Company for the Quarter Ended September 30, 2014 and can be found at http://www.otcmarkets.com/stock/VIVK/filings

(iii) Cross-references to the specific location where the information requested by this Item 12 can be found in the incorporated documents:

See Index to Consolidated Financial Statements at Page F-1 of the full Quarterly Report described above.

Item 13 Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

The Consolidated Financial Statements of the Company for the fiscal years ended December 31, 2013 and 2012 have been published as an Annual Report through the OTC Disclosure and News Service and are incorporated by reference herein. These financial statements of the Company are unaudited.

(i) List describing the financial statements that are incorporated by reference herein:

Consolidated Balance Sheets for the Years Ended December 31, 2013 and 2012

Consolidated Statements of Operations for the Years Ended December 31, 2013 and 2012

Consolidated Statements of Stockholders' Equity for the Years Ended December 31, 2013 and 2012

Consolidated Statements of Cash Flows for the Years Ended December 31, 2013 and 2012

Notes to Consolidated Financial Statements for the Years Ended December 31, 2013 and 2012

(ii) Where financial statements can be found:

The full Annual Report with the complete Consolidated Financial Statements of the Company for the fiscal years ended December 31, 2013 and December 31, 2012 can be found at http://www.otcmarkets.com/stock/VIVK/filings

(iii) Cross-references to the specific location where the information requested by this Item 13 can be found in the incorporated documents:

See Index to Consolidated Financial Statements at Page F-1 of the full Annual Report described above.

Item 14 Beneficial Owners.

Provide a list of the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities.

To the extent not otherwise disclosed, if any of the above shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

The following information is set out as of September 30, 2014:

Name and Address[(1)]	Shares of Common Stock Beneficially Owned	Percent of Common Stock Beneficially Owned	Shares of Series A Preferred Stock Beneficially Owned	Percent of Series A Preferred Stock Beneficially Owned
AKMN Irrevocable Trust (2)	160,101,110	78.8%	2,000,000	100%
Matt Nicosia	7,580	0		

(1) The address for these stockholders is: c/o Vivakor, Inc., 2 Park Plaza, Suite 1200, Irvine, CA 92614.
(2) Matt Nicosia is the trustee of the Trust, of which Johnathan Nicosia is the beneficiary. Matt Nicosia disclaims beneficial ownership of these shares. The address for the stock holder is 2 Park Plaza, Suite 1200, Irvine, CA 92614

Item 15 The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure.

1. Investment Banker:

None.

2. Promoters:

None.

3. Counsel:

Christopher A. Wilson, Esq.
Wilson & Oskam, LLP
9110 Irvine Center Drive
Irvine, CA 92618

4. Accountant or Auditor:

Tyler Nelson, CPA.

5. Public Relations Consultant(s):

None.

6. Investor Relations Consultant:

None.

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement – the information shall include telephone number and email address of each advisor.

None.

Item 16 Management's Discussion and Analysis or Plan of Operation.

A. Plan of Operation.

The Company intends to continue sales of its existing commercial products, while developing a new business plan and strategy to acquire or invest in new technologies in the mining and mineral, alternative energy and natural products industries. The Company intends to invest in companies or persons having designed or invented such products and technologies and to retain them for the purpose of continuing product development, marketing and sales.

B. Management's Discussion and Analysis of Financial Condition and Results of Operations.

As of September 30, 2014, the Company had $915,588 in cash and cash equivalents, $141,062 in accounts receivable, and $1,766,376 in precious metal concentrate and our current liabilities consisted of $9,657 in accounts payable, $1,556,518 in notes payable, and a $166,789 grant payable. The grant payable is required to be repaid upon the occurrence of certain events, including termination of office facilities in Iowa.

Cash and cash equivalents decreased by $919,241 as of September 30, 2014 from $1,834,829 on December 31, 2013 to $915,588 on September 30, 2014. The decrease is mainly attributed to the net effect of convertible debt conversions to Series B Preferred Stock, convertible debt paid off, and the Company taking on commodity assets, such as precious metal concentrate, rather than cash for royalty receivables.

Net cash provided by financing activities as of September 30, 2014 was $899,929. The cash provided by financing activities is mainly due to the net effect of an increase in investments in ongoing investment projects and incoming investment into the Company for Series B Preferred shares issuances.

As of September 30, 2014, net cash used for operating activities was $1,819,170 is mainly due to the net effect of the Company taking $1,256,616 in commodity payments of precious metal concentrate for royalty payables rather than cash and the year to date net loss. The net loss is attributed to interest expense from notes payable. In 2014 and 2013, respectively, net cash provided by investing activities was $0.

As of December 31, 2012, the Company commenced a private offering of convertible notes to raise $5,000,000, which was completed as of December 31, 2013. The notes bear interest at 12% per annum and mature in 12 months from investment. These notes continue to convert to Series B Preferred shares or are paid and retired. As of December 16, 2013, the Company commenced a private offering of Series B Preferred Stock, from which the Company intends to raise an additional $10,000,000 by issuing 50,000,000 shares of 12.5% Cumulative Redeemable Series B Preferred Stock at an offering price of $0.20 and $.25 per share.

We do have sufficient cash on hand to fund our administrative and marketing functions, and investments in VivaCeuticals, Inc., but we do not have sufficient cash on hand to fund our proposed investments in precious metals technology expansion for the next twelve months. During 2012 we reacquired the rights to distribute VivaBlend and VivaBoost, and acquired the rights to the weight loss and similar products relating to RegeneSlim. These products constitute the primary source of revenue, which remains insufficient to support and sustain certain operations in all of our investments. In order to meet our obligations as they come due and to fund the expansion of our asset acquisition strategy, we will require new funding to pay for these expenses. We may do so through loans from current stockholders, public or private equity or debt offerings, grants or strategic arrangements with third parties. There can be no assurance that additional capital will be available to the Company. We currently have no agreements, arrangements or understandings with any person to obtain funds through bank loans, lines of credit or any other sources.

We have no material commitments or contractual purchase obligations for the next twelve months other than the amounts that may be agreed to under our acquisition agreements relating to our mining operations.

As of September 30, 2014, the Company had a net loss of $506,588 compared to a net loss of $227,375 as of September 30, 2013. The 2014 net loss is attributed to the interest expense from notes payable for the quarter. The net loss as of September 30, 2013 is mainly attributed to the amortization of patents. The increase in interest expense as of September 30, 2014 is due to the notes taken on through the 2012 $5M private offering. The decrease in research and development or patent amortization is due to the patents being fully amortized as of December 31, 2013.

As of September 30, 2014, the Company has a royalty agreement with an affiliate for mining operations on claims, where the Company has a 39% interest. Royalty payments are also made quarterly to the Company and are based on mining production. Furthermore, the Company has a lending agreement with the affiliate, where the Company receives an additional 20% interest in total production until the note is paid in full. Royalties can be paid in cash or commodity. As of September 30, 2014, the Company was paid in commodity and received 59% interest in the total

production for 2014. Royalty revenue from this agreement was $1,256,616 as of September 30, 2014.

The Company has a royalty agreement with an affiliate to assist in marketing and distribution of its products. Royalty revenue for this agreement was $54,000 as September 30, 2014 and 2013.

The Company's research and development expense decreased from $185,484 as of September 30, 2013 to zero as of September 30, 2014. The decrease is due to the expiration of the HealthAmerica patent in the fourth quarter of 2013. The patent was derecognized as of December 31, 2013.

C. Off-Balance Sheet Arrangements.

None.

Part E Issuance History

Item 17 List of securities offerings and shares issued for services in the past two years.

See "Sales of Unregistered Securities" commencing on page 13 in the Company's Annual Report for the Years Ended December 31, 2013 and 2012, which was filed with the OTC Markets Group in conjunction with this disclosure. The full Annual Report can be found at http://www.otcmarkets.com/stock/VIVK/filings

In August 2012, the Company issued 20,010,000 shares of common stock upon exercise of conversion rights or in exchange for cancellation of debt at a price per share equal to approximately $0.05. Of such shares, 16,010,111 are restricted securities and bear legends preventing their transfer, and 4,000,000 were free trading.

In September 2013, the Company issued 1,000,000 shares of Series A Preferred Stock in exchange for the cancellation of $1,000,000 in liabilities owed.

Part F Exhibits

Item 18 Material Contracts.

None.

Item 19 Articles of Incorporation and Bylaws.

The Company's Articles of Incorporation, as amended through December 16, 2013, are attached hereto as **Exhibit 19.1**.

Item 20 Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

None.

Item 21 Issuer's Certifications.

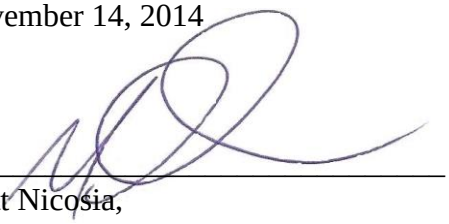
I, Matt Nicosia, Chief Executive Officer of Vivakor, Inc., certify that:

1. I have reviewed the foregoing Disclosure Statement and Quarterly Update for the quarter ended September 30, 2014 (collectively, this **"Disclosure Statement"**) of Vivakor, Inc.

2. Based on my knowledge, this Disclosure Statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Disclosure Statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this Disclosure Statement, fairly present in all material respects the financial condition, results of operations and cash flows of Vivakor, Inc. as of, and for, the periods presented in this Disclosure Statement.

November 14, 2014



Matt Nicosia,
Chief Executive Officer

EXHIBIT 19.1

Articles of Incorporation