

Lapinski Thomas
Form SC 13D
December 03, 2010

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)**

(Amendment No. _____)*

Pole Perfect Studios, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

731100103

(CUSIP Number)

Thomas Lapinski

2007 Enterprise Avenue

League City, Texas 77573

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Telephone: (281) 538-5938

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

November 23, 2010

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes.*)

CUSIP No.

731100103

1 NAMES OF REPORTING PERSONS:

Thomas Lapinski

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

- (a) .
- (b) X .

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

.

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

United States

7 SOLE VOTING POWER:

1,150,000 (1)

8 NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SHARED VOTING POWER:

0

9 SOLE DISPOSITIVE POWER:

1,150,000 (1)

10 SHARED DISPOSITIVE POWER:

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

1,150,000 (1)

12

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CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13

37.5%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

14

IN

(1) All 1,150,000 shares are held in Thomas Lapinski's Roth IRA account.

Item 1. Security and Issuer.

The class of equity securities to which this statement on Schedule 13D (this Statement) relates is the common stock, par value \$0.001 per share, of Pole Perfect Studios, Inc. (the Issuer), with its principal executive offices located at 2007 Enterprise Avenue, League City, Texas 77573.

Item 2. Identity and Background.

(a)-(c) and (f): The name of the person filing this Statement is Thomas Lapinski. Mr. Lapinski is a United States citizen, residing at 2007 Enterprise Avenue, League City, Texas 77573. Mr. Lapinski's principal occupation is serving as President and Chief Executive Officer of the Issuer. The Issuer is an exploration stage energy company engaged in the acquisition, exploration, exploitation and/or development of oil and natural gas properties in the United States.

(d) (e): During the last five years, Thomas Lapinski has not been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

On November 23, 2010, Issuer entered into a Share Exchange Agreement (the Exchange Agreement) with Tammy Skalko, an executive officer, director and major stockholder of the Issuer, James Beshara, a director and major stockholder of the Issuer, Harry Stone II, a major stockholder of the Issuer, Torchlight Energy, Inc., a Nevada corporation ("Torchlight"), and the persons owning 100% of the outstanding capital stock of Torchlight (the Torchlight Stockholders). At closing of the Exchange Agreement on November 23, 2010, the Torchlight Stockholders transferred 9,444,501 shares of common stock, representing 100% of the common stock of Torchlight, to the Issuer in exchange for an aggregate of 2,361,125 restricted shares of newly issued common stock of the Issuer.

Thomas Lapinski was a Torchlight Stockholder. At closing of the Exchange Agreement, Mr. Lapinski exchanged his shares of common stock of Torchlight for 1,150,000 restricted shares of the Issuer's common stock.

Item 4. Purpose of Transaction.

Thomas Lapinski acquired the shares of common stock of the Issuer for investment purposes. From time to time, Mr. Lapinski may consider the feasibility and advisability of various alternative courses of action with respect to his investment in the Issuer including, without limitation, (i) to hold the shares as a passive investor or as an active investor (including as a member of a group with other beneficial owners of the Issuer's securities), (ii) to acquire beneficial ownership of additional securities of the Issuer in the open market, in privately negotiated transactions or otherwise, (iii) to take other actions which could involve one or more of the types of transactions or have one or more of the results described in Item 4 of Schedule 13D (including, without limitation, a change in the present composition of the Board of Directors of the Issuer and to fill any then existing vacancies on such Board), (iv) to enter into agreements with potential business combination partners to facilitate a transaction with the Issuer or (v) to change his intention with respect to any or all of the matters referred to above or in Item 4. Mr. Lapinski's decisions and actions with respect to such possibilities will depend upon a number of factors, including, without limitation, the actions of the Issuer with respect to the potential acquisitions or business combinations, market activity in the Issuer's securities, an evaluation of the Issuer and its prospects, general market and economic conditions, conditions specifically affecting Mr. Lapinski and other factors which Mr. Lapinski may deem relevant to his investment decisions.

Except as set forth above, Mr. Lapinski does not have any plans or proposals that relate to or would result in any of the actions described in Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a)

As of December 3, 2010, the Thomas Lapinski directly owns 1,150,000 restricted shares of common stock, representing 37.5% of all of the issued and outstanding shares of common stock of the Issuer.

The percentage set forth in this response is based on the 3,062,855 shares of common stock outstanding as of November 24, 2010, as reported by the Issuer in its Form 8-K filed on November 24, 2010.

(b)

Mr. Lapinski has sole power to vote or direct the vote of and to dispose or direct the disposition of the 1,150,000 restricted shares of common stock beneficially owned by him.

(c)

Other than the share exchange described in Item 3, Mr. Lapinski has effected no transactions in the common stock of the Issuer in the last 60 days.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Not applicable.

Item 7. Material to be Filed as Exhibits.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned each certifies that the information with respect to it set forth in this Statement is true, complete and correct.

Dated: December 3, 2010

By: /s/ Thomas Lapinski

Thomas Lapinski, individually