

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**  
**FORM 10-K / A**  
**(Amendment No. 2)**

(Mark One)

 **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended September 30, 2019

or

 **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number 1-5103

**BARNWELL INDUSTRIES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**72-0496921**

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

**1100 Alakea Street, Suite 2900, Honolulu, Hawaii**

(Address of principal executive offices)

**96813-2840**

(Zip code)

Registrant's telephone number, including area code: **(808) 531-8400****Securities registered pursuant to Section 12(b) of the Act:**

<u>Title of each class</u>	<u>Trading Symbols(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.50 par value	BRN	NYSE American

**Securities registered pursuant to Section 12(g) of the Act: None**Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes NoIndicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  Yes NoIndicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  NoIndicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer  (Do not check if a smaller reporting company)Smaller reporting company Emerging growth company If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).  Yes  No

The aggregate market value of the voting common stock held by non-affiliates of the registrant, computed by reference to the closing price of a share of common stock on March 31, 2019 (the last business day of the registrant's most recently completed second fiscal quarter) was \$3,839,000.

As of December 3, 2019 there were 8,277,160 shares of common stock outstanding.

Documents Incorporated by Reference

None.

## EXPLANATORY NOTE

Barnwell Industries, Inc. (the “Company”, “our” or “Barnwell”) is filing this Amendment No. 2 on Form 10-K/A (this “Amendment No. 2”) to its Annual Report on Form 10-K for the fiscal year ended September 30, 2019, which was originally filed on December 20, 2019 (the “Original Filing”) and amended by Amendment No. 1 on Form 10-K/A filed with the SEC on January 28, 2020 (“Amendment No. 1”), to amend and restate in its entirety the information required by Item 13 of Part III of the Original Filing, as previously included in Amendment No. 1, which contained an incorrect statement regarding certain share ownership. In addition, Item 15 of Part IV of the Original Filing is being amended by this Amendment No. 2 to include new certifications by our principal executive officer and principal financial officer, as required by Rules 12b-15 and 13a-14 promulgated under the Securities Exchange Act of 1934, as amended, which are filed as Exhibits 31.1 and 31.2 to this Amendment No. 2.

Except as described above, this Amendment No. 2 does not modify or update the disclosure in, or exhibits to, the Original Filing or Amendment No. 1 in any way, and the parts or exhibits of the Original Filing and Amendment No. 1 which have not been modified or updated are not included in this Amendment No. 2. Information not affected by this Form 10-K/A remains unchanged and reflects the disclosures made at the time the Original Filing or Amendment No. 1 was filed, as applicable. This Amendment No. 2 continues to speak as of the date of the Original Filing, does not change any previously reported financial results and, except as expressly set forth in this Amendment No. 2, does not reflect events occurring after December 20, 2019, the filing date of the Original Filing, or modify or update those disclosures that may have been affected by subsequent events. Accordingly, this Amendment No. 2 should be read in conjunction with the Original Filing and the Company’s other filings made with the Securities and Exchange Commission since the filing of the Original Filing, including Amendment No. 1 and other amendments to those filings, if any.

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### **SIGNATURES**

### **PART III**

#### **ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

Below are the transactions that occurred during fiscal years 2018 and 2019 in which, to our knowledge, the Company was or is a party, in which the amount involved exceeded the disclosure thresholds set forth in the applicable SEC rules and regulations, and in which any director, director nominee, executive officer, person known by us to be a holder of more than 5% of our Common Stock or any member of the immediate family of any of the foregoing persons had or will have a direct or indirect material interest.

On June 10, 2018, Mr. Morton H. Kinzler, a director of the Company, passed away. On August 9, 2018, Mr. A. Kinzler became a co-personal representative of the Estate of Morton H. Kinzler together with Mr. M. Kinzler's wife, Mrs. Ruth G. Kinzler.

### **PART IV**

#### **ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(a) The following documents are filed as part of this report:

(1) Exhibits. The exhibits listed in the Index to Exhibits of the Original Filing, which was filed with the SEC on December 20, 2019, and the exhibits listed in the Index to Exhibits of this Amendment are filed with, or incorporated by reference in this report.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

### BARNWELL INDUSTRIES, INC.

Dated February 3, 2020

By: /s/ Alexander C. Kinzler  
Alexander C. Kinzler  
President, Chief Executive Officer,  
Chief Operating Officer, General Counsel  
and Director

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Dated February 3, 2020

/s/ Russell M. Gifford  
Russell M. Gifford  
Executive Vice President,  
Chief Financial Officer, Treasurer, Secretary  
and Director

Dated February 3, 2020

/s/ James S. Barnwell  
James S. Barnwell III  
Chairman of the Board

Dated February 3, 2020

/s/ Martin Anderson  
Martin Anderson  
Director

Dated February 3, 2020

/s/ Murray C. Gardner  
Murray C. Gardner  
Director

Dated February 3, 2020

/s/ Kevin K. Takata  
Kevin K. Takata  
Director

Dated February 3, 2020

/s/ Robert J. Inglima, Jr.  
Robert J. Inglima, Jr.  
Director

## INDEX TO EXHIBITS

The following documents are filed as part of this Amendment and they supplement the exhibits filed and furnished with the Original Filing.

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
<a href="#"><u>31.1</u></a>	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
<a href="#"><u>31.2</u></a>	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

