

PRAIRIE OPERATING CO.
Filed by
BRISTOL INVESTMENT FUND LTD

FORM SC 13G
(Statement of Ownership)

Filed 04/02/25

Address 55 WAUGH DRIVE
 SUITE 400
 HOUSTON, TX, 77007
Telephone (713) 424-4247
CIK 0001162896
Symbol PROP
SIC Code 1311 - Crude Petroleum and Natural Gas
Industry Oil & Gas Exploration and Production
Sector Energy
Fiscal Year 12/31

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Prairie Operating Co.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

739650109

(CUSIP Number)

04/01/2025

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

SCHEDULE 13G

CUSIP No. 739650109

| | |
|---|---|
| 1 | Names of Reporting Persons Bristol Investment Fund, Ltd. |
| 2 | Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b) |
| 3 | SEC Use Only |

| | | | | | | | | | |
|--|--|---|--|---|----------------------------------|---|---|---|---------------------------------------|
| 4 | Citizenship or Place of Organization | | | | | | | | |
| | CAYMAN ISLANDS | | | | | | | | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 5%; text-align: center;">5</td><td>Sole Voting Power: 1,105,183.00</td></tr> <tr> <td style="text-align: center;">6</td><td>Shared Voting Power: 0.00</td></tr> <tr> <td style="text-align: center;">7</td><td>Sole Dispositive Power: 1,105,183.00</td></tr> <tr> <td style="text-align: center;">8</td><td>Shared Dispositive Power: 0.00</td></tr> </table> | 5 | Sole Voting Power: 1,105,183.00 | 6 | Shared Voting Power: 0.00 | 7 | Sole Dispositive Power: 1,105,183.00 | 8 | Shared Dispositive Power: 0.00 |
| 5 | Sole Voting Power: 1,105,183.00 | | | | | | | | |
| 6 | Shared Voting Power: 0.00 | | | | | | | | |
| 7 | Sole Dispositive Power: 1,105,183.00 | | | | | | | | |
| 8 | Shared Dispositive Power: 0.00 | | | | | | | | |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 1,105,183.00 | | | | | | | | |
| 10 | Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/> | | | | | | | | |
| 11 | Percent of class represented by amount in row (9) 2.67 % | | | | | | | | |
| 12 | Type of Reporting Person (See Instructions) CO | | | | | | | | |

Comment for Type of Reporting Person: For Items 7, 9 and 11: Common stock only (excludes 797,072 shares underlying Series D preferred stock and 292,472 shares underlying Series D "A" warrant, both of which are subject to beneficial ownership limitations)

SCHEDULE 13G

CUSIP No. 739650109

| | | | | | | | | | |
|--|--|---|--|---|----------------------------------|---|---|---|---------------------------------------|
| 1 | Names of Reporting Persons Bristol Capital, LLC | | | | | | | | |
| 2 | Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b) | | | | | | | | |
| 3 | SEC Use Only | | | | | | | | |
| 4 | Citizenship or Place of Organization DELAWARE | | | | | | | | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 5%; text-align: center;">5</td><td>Sole Voting Power: 2,632,333.00</td></tr> <tr> <td style="text-align: center;">6</td><td>Shared Voting Power: 0.00</td></tr> <tr> <td style="text-align: center;">7</td><td>Sole Dispositive Power: 2,632,333.00</td></tr> <tr> <td style="text-align: center;">8</td><td>Shared Dispositive Power: 0.00</td></tr> </table> | 5 | Sole Voting Power: 2,632,333.00 | 6 | Shared Voting Power: 0.00 | 7 | Sole Dispositive Power: 2,632,333.00 | 8 | Shared Dispositive Power: 0.00 |
| 5 | Sole Voting Power: 2,632,333.00 | | | | | | | | |
| 6 | Shared Voting Power: 0.00 | | | | | | | | |
| 7 | Sole Dispositive Power: 2,632,333.00 | | | | | | | | |
| 8 | Shared Dispositive Power: 0.00 | | | | | | | | |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 2,632,333.00 | | | | | | | | |
| | Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) | | | | | | | | |

| | |
|----|---|
| 10 | <input type="checkbox"/> |
| 11 | Percent of class represented by amount in row (9) 6.36 % |
| 12 | Type of Reporting Person (See Instructions) CO |

SCHEDULE 13G

CUSIP No. 739650109

| | |
|--|---|
| 1 | Names of Reporting Persons Paul Kessler |
| 2 | Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b) |
| 3 | SEC Use Only |
| 4 | Citizenship or Place of Organization UNITED STATES |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5 Sole Voting Power: 7,248.00 |
| | 6 Shared Voting Power: 0.00 |
| | 7 Sole Dispositive Power: 7,248.00 |
| | 8 Shared Dispositive Power: 0.00 |
| | 9 Aggregate Amount Beneficially Owned by Each Reporting Person 7,248.00 |
| 10 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/> | |
| 11 Percent of class represented by amount in row (9) 0 % | |
| 12 Type of Reporting Person (See Instructions) IN | |

Comment for Type of Reporting Person: Item 13: Beneficial ownership is less than 1%

SCHEDULE 13G

(a) **Name of issuer:**

Prairie Operating Co.

(b) **Address of issuer's principal executive offices:**

55 WAUGH DRIVE, SUITE 400, HOUSTON, TX 77007

Item 2.

(a) **Name of person filing:**

(i) Bristol Investment Fund, Ltd.
(ii) Bristol Capital, LLC
(iii) Paul Kessler

(b) **Address or principal business office or, if none, residence:**

(i) 10960 Wilshire Blvd., #1050, Los Angeles, CA 90024
(ii) 10960 Wilshire Blvd., #1050, Los Angeles, CA 90024
(iii) 555 Marin Street, Suite 140, Thousand Oaks, CA 91360

(c) **Citizenship:**

(i) Cayman Islands
(ii) Delaware
(iii) United States

(d) **Title of class of securities:**

Common Stock

(e) **CUSIP No.:**

739650109

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) **Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);**
- (b) **Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);**
- (c) **Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);**
- (d) **Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);**
- (e) **An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);**
- (f) **An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);**
- (g) **A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);**
- (h) **A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);**
- (i) **A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);**
- (j) **A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:**
- (k) **Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).**

Item 4. Ownership

(a) Amount beneficially owned:

- (i) 1,105,183.00
- (ii) 2,632,333.00
- (iii) 7,248.00

(b) Percent of class:

- (i) 2.67%
- (ii) 6.36%
- (iii) 0% %

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

- (i) 1,105,183.00
- (ii) 2,632,333.00
- (iii) 7,248.00

(ii) Shared power to vote or to direct the vote:

- (i) 0.00
- (ii) 0.00
- (iii) 0.00

(iii) Sole power to dispose or to direct the disposition of:

- (i) 1,105,183.00
- (ii) 2,632,333.00
- (iii) 7,248.00

(iv) Shared power to dispose or to direct the disposition of:

- (i) 0.00
- (ii) 0.00
- (iii) 0.00

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

No person other than the Reporting Person is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under ?? 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Bristol Investment Fund, Ltd.

Signature: */s/ Paul Kessler*
Name/Title: **Paul Kessler, Director**
Date: **04/02/2025**

Bristol Capital, LLC

Signature: */s/ Paul Kessler*
Name/Title: **Paul Kessler, Manager**
Date: **04/02/2025**

Paul Kessler

Signature: */s/ Paul Kessler*
Name/Title: **PAUL KESSLER, an individual**
Date: **04/02/2025**