

GEOPETRO RESOURCES CO  
Form 8-K/A  
November 19, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

(Amendment No. 4)

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **December 31, 2008**

**GeoPetro Resources Company**

(Exact name of registrant as specified in its charter)

**California**  
(State or other jurisdiction of  
incorporation)

**001-16749**  
(Commission File Number)

**94-3214487**  
(IRS Employer Identification  
No.)

**One Maritime Plaza, Suite 700**  
**San Francisco, CA 94111**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(415) 398-8186**

N/A

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 2.01. COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS.**

**Explanatory Note:**

This Form 8-K/A ( Amendment No. 4 ) amends and supplements the Current Report on Form 8-K filed by GeoPetro Resources Company (the Company or GeoPetro ) on January 7, 2009, amended on January 14, 2009, ( Amendment No. 1 ), March 19, 2009 ( Amendment No. 2 ) and April 7, 2009 (Amendment No. 3 ), to include certain unaudited interim condensed financial statements required pursuant to Item 9.01 of Form 8-K. As previously reported on December 31, 2008, the Company completed the acquisition of a natural gas treatment plant and related gas gathering pipelines and facilities (collectively, the Plant ) from Madisonville Gas Processing, LP ( MGP ), in exchange for assumption of secured debt, payment of certain outstanding payables of MGP and shares of GeoPetro s common stock ( the Acquisition ). The Company is amending and supplementing the Current Report on Form 8-K to include certain historical financial statements of MGP for the interim nine month period ended September 30, 2007 which were previously omitted in error.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

**(a) Financial statements of businesses acquired:**

(1) Unaudited Condensed Financial Statements of MGP for the nine months ended September 30, 2008 and 2007, as required by this Item 9.01(a) are included as Exhibit 99.2 to this Current Report on Form 8-K/A.

**(b) Pro forma financial information:**

None.

**(c) Shell company transactions:**

None

**(d) Exhibits:**

Exhibit 23.2 Consent of Hein & Associates LLP

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Exhibit 99.2 Unaudited Condensed Financial Statements of MGP for the nine months ended September 30, 2008 and 2007.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GEOPETRO RESOURCES COMPANY

Date: November 19, 2009

By: /s/ Stuart J. Doshi  
Stuart J. Doshi, President, Chief  
Executive Officer and  
Chairman

By: /s/ J. Chris Steinhauser  
J. Chris Steinhauser, Chief Financial Officer

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
Exhibit 23.2	Consent of Hein & Associates LLP
Exhibit 99.2	Unaudited Condensed Financial Statements of MGP for the nine months ended September 30, 2008 and 2007.