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GULFWEST ENERGY INC

Form S-1

June 01, 2004

As filed with the Securities and Exchange Commission on May 28, 2004  
 Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549

FORM S-1  
 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

GulfWest Energy Inc.  
 (Exact name of registrant as specified in its charter)

Texas 6790 87-0444770  
 (State or other jurisdiction of (Primary standard industrial (I.R.S. employer  
 incorporation or organization) classification code number) identification number)

GULFWEST ENERGY INC.  
 480 N. Sam Houston Parkway, Suite 300  
 Houston, Texas 77060  
 ( 281) 820-1919  
 (Address including zip code, and  
 telephone number, including area code, of  
 registrant's principal executive offices)

JIM C. BIGHAM  
 Executive Vice President and Secretary  
 480 N. Sam Houston Parkway, Suite 300  
 (281) 820-1919  
 Houston, Texas 77060  
 (Name, address, including zip  
 code, and telephone number,  
 including area code, of  
 agent for service)

COPY TO:  
 BRAD L. WHITLOCK  
 Jackson Walker L.L.P.  
 901 Main Street, Suite 6000  
 Dallas, Texas 75202  
 (214) 953-5687

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement as selling shareholders may decide. If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: ? If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: ? If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box: ?

CALCULATION OF REGISTRATION FEE

| Title of Each<br>Class of Securities<br>To be Registered  | Amount to be<br>Registered | Proposed Maximum<br>Offering Price<br>Per Share (1) | Pr<br>Agg |
|---|----------------------------|---|-----------|
| Class A Common Stock, par value \$.001 per share to be offered for resale by certain holders of preferred |                            |   |           |

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|  |            |        |
|--|------------|--------|
| stock and warrants assuming the exchange or conversion<br>of such preferred stock and the exercise of such<br>warrants | 19,179,191 | \$ .38 |
|--|------------|--------|

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(1) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(c), the offering price and registration fee are computed on the basis of the average of the high and low bid and asked prices of the common stock as traded over-the-counter on May 26, 2004.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such a date as the Commission, acting pursuant to said Section 8(a), may determine.