

GEOPETRO RESOURCES CO  
Form S-1/A  
February 01, 2007

As filed with the Securities and Exchange Commission on February 1, 2007

Registration No. 333-135485

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## AMENDMENT NO. 5 TO

## FORM S-1

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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## GEOPETRO RESOURCES COMPANY

(Exact Name of Registrant as specified in its Charter)

**California**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**1311**  
(Primary Standard Industrial  
Classification Code Number)

**94-3214487**  
(I.R.S. Employer  
Identification Number)

**One Maritime Plaza, Suite 700**  
**San Francisco, CA 94111**  
**(415) 398-8186**  
**(415) 398-9227-Fax**

(Address Including Zip Code and Telephone Number Including Area Code  
of Registrant's Principal Executive Offices)

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**Stuart J. Doshi**  
**President**  
**GeoPetro Resources Company**  
**One Maritime Plaza, Suite 700**  
**San Francisco, CA 94111**  
**(415) 398-8186**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Adam P. Siegman  
Greene Radovsky Maloney Share & Hennigh LLP  
Four Embarcadero Center, Suite 4000  
San Francisco, CA 94111  
Tel: (415) 981-1400  
Fax: (415) 777-4961

Dana T. Ackerly II  
Covington & Burling  
1201 Pennsylvania Avenue, NW  
Washington, DC 20004-2401  
Tel: (202) 662-5296  
Fax: (202) 662-6291

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Approximate date of proposed sale to the public: As soon as practicable after this Registration Statement is declared effective.

## Edgar Filing: GEOPETRO RESOURCES CO - Form S-1/A

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.  x

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.  o

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.  o

If this form is a post-effective amendment filed pursuant to Rule 462(d) 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.  o

The Registrant hereby amends this Registrant 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 date as the Commission, acting pursuant to said Section 8(a), may determine.

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**EXPLANATORY NOTE**

This pre-effective amendment is being filed solely for the purpose of amending Part II Information Not Required In Prospectus.

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**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 13.\***

**Item 14.\***

**Item 15.\***

\* Filed in Amendment No. 4 to this Registration Statement on Form S-1 of GeoPetro Resources Company, Registration No. 333-135485, filed on January 31, 2007 and is incorporated herein.

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**Item 16. Exhibits**

The following documents are filed as exhibits to this registration statement:

**Exhibit**

| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 3.1**         | Amended and Restated Articles of Incorporation of GeoPetro Resources Company   |
| 3.2**         | Amended and Restated Bylaws of the GeoPetro Resources Company  |
| 4.1**         | Form of Warrant issued by GeoPetro Resources Company to various investors on various dates.  |
| 4.2**         | Specimen Common Stock Certificate  |
| 5.1           | Opinion of Greene Radovsky Maloney Share & Hennigh LLP   |
| 10.1**        | Joint Venture Agreement Bengara II, Dated January 1, 2000  |
| 10.2**        | Production Sharing Contract Bengara II, Dated December 4, 1997   |
| 10.3**        | Joint Venture Agreement Whicher Range, Dated October 28, 1996  |
| 10.4**        | Exploration Permit #408, Dated July 2, 1997  |
| 10.5**        | Madisonville Field Development Agreement Dated August 1, 2005  |
| 10.6**        | Alaska Cook Inlet Option dated April 20, 2005  |
| 10.7**        | The 2001 Stock Incentive Plan  |
| 10.8**        | The 2004 Stock Option and Appreciation Rights Plan   |
| 10.9**        | Stuart Doshi Employment Agreement, Dated July 28, 1997 (effective July 1, 1997) and amendments dated January 11, 2001, July 1, 2003, April 20, 2004, May 9, 2005, July 28, 2005 and January 30, 2006 |
| 10.10**       | David Creel Employment Agreement, Dated April 28, 1998 and amendments dated June 15, 2000, May 12, 2003 and January 1, 2005  |
| 10.11**       | J. Chris Steinhauser Employment Agreement, Dated June 19, 2000 and amendments dated December 12, 2002 and January 1, 2005  |
| 10.12**       | Office Lease Agreement, Dated effective March 1, 2004  |
| 10.13**       | Promissory Note to Pinehill Capital Inc., Dated January 31, 2006   |
| 10.14**       | Form of Subscription Agreement for GeoPetro Resources Company stock executed by various investors on various dates.  |
| 10.15**       | Promissory Note between GeoPetro Resources Company and G. Carter Sednaoui, Dated June 7, 2006  |
| 10.16**       | Flow-Through Share Agreement between GeoPetro Resources Company and GeoPetro Canada Ltd., Dated March 30, 2006   |
| 10.17**       | Form of Flow-Through Share Agreement between GeoPetro Resources Company and various investors, Dated March 30, 2006  |
| 10.18**       | Promissory Notes between GeoPetro Resources Company and Stuart J. Doshi, various dates   |
| 10.19**       | Shares Sale & Purchase Agreement Dated September 29, 2006  |
| 21.1**        | List of Subsidiaries of GeoPetro   |
| 23.1**        | Consent of Hein & Associates LLP   |
| 23.2          | Consent of Greene Radovsky Maloney Share & Hennigh LLP (included in Exhibit 5.1)   |
| 23.3**        | Consent of Sproule Associates Inc.   |
| 24.1**        | Powers of Attorney (included on signature page)  |

\*\* Previously filed

Previously filed, but amended version filed herewith

**Item 17.\***

\* Filed in Amendment No. 4 to this Registration Statement on Form S-1 of GeoPetro Resources Company, Registration No. 333-135485, filed on January 31, 2007 and is incorporated herein.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Amendment No. 5 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in San Francisco, California on February 1, 2007.

**GEOPETRO RESOURCES COMPANY**

By: */s/ STUART J. DOSHI*  
Stuart J. Doshi  
Chairman of the Board of Directors, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 5 to the Registration Statement has been signed below by the following persons on behalf of the GeoPetro and in the capacities and on the dates indicated.

| <b>Signature</b>                                   | <b>Title</b>   | <b>Date</b>      |
|--|--|------------------|
| <i>/s/ STUART J. DOSHI</i><br>Stuart J. Doshi<br>* | Chairman of the Board, President<br>and Chief Executive Officer  | February 1, 2007 |
| David V. Creel<br>*                                | Vice President of Exploration and<br>Director  | February 1, 2007 |
| J. Chris Steinhauser<br>*                          | Vice President of Finance and<br>Chief Financial Officer, Principal Accounting<br>Officer and Director | February 1, 2007 |
| Kevin M. Delehanty<br>*                            | Director   | February 1, 2007 |
| Thomas D. Cunningham<br>*                          | Director   | February 1, 2007 |
| David G. Anderson<br>*                             | Director   | February 1, 2007 |
| Nick DeMare  | Director   | February 1, 2007 |

\* By: */s/ STUART J. DOSHI*  
**Stuart J. Doshi**  
**Attorney-in-Fact**

**EXHIBIT INDEX**

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