

Edgar Filing: ABRAXAS PETROLEUM CORP - Form POS AM

ABRAXAS PETROLEUM CORP

Form POS AM

July 25, 2005

As filed with the Securities and Exchange  
Commission on July 25, 2005

Registration No. 333-103027

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 4

TO FORM S-1

REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

Abraxas Petroleum Corporation  
Grey Wolf Exploration Inc.  
Sandia Oil & Gas Corporation  
Sandia Operating Corp.  
Wamsutter Holdings, Inc.  
Western Associated Energy Corporation  
Eastside Coal Company, Inc.

(Exact Name of Registrant as Specified in its Charter)

|          |      |            |
|----------|------|------------|
| Nevada   | 1331 | 74-2584033 |
| Alberta  | 1331 | N/A        |
| Texas    | 1331 | 74-2368968 |
| Texas    | 1331 | 74-2468708 |
| Wyoming  | 1331 | 74-2897013 |
| Texas    | 1331 | 74-1937878 |
| Colorado | 1331 | 74-2275407 |

(State or other jurisdiction of incorporation or organization) (Primary Standard Industrial Classification Code Number) (I.R.S. Employer Identification Number)

500 North Loop 1604 East, Suite 100, San Antonio, Texas 78232, (210) 490-4788

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Robert L. G. Watson  
President and Chief Executive Officer  
Abraxas Petroleum Corporation  
500 North Loop 1604 East, Suite 100  
San Antonio, Texas 78232  
(210) 490-4788

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a copy to:

Edgar Filing: ABRAXAS PETROLEUM CORP - Form POS AM

Cox Smith Matthews Incorporated  
112 East Pecan, Suite 1800  
San Antonio, Texas 78205  
Attn: Steven R. Jacobs  
Jeffrey C. Gifford  
(210) 554-5500

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:

As soon as practicable after this registration statement becomes effective.

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, 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, 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 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.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

DEREGISTRATION OF SECURITIES

In accordance with the registrant's undertaking set forth in the registration statement, effective as of the date and time that this post-effective amendment no. 4 is declared effective, the registrant hereby deregisters such securities that were registered on the registration statement but were not sold under the registration statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Antonio, Texas, on July 25, 2005.

Edgar Filing: ABRAXAS PETROLEUM CORP - Form POS AM

ABRAXAS PETROLEUM CORPORATION

By: \_\_\_\_\_

Robert L. G. Watson, Chairman of the Board,  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| Signature<br>-----     | Name and Title<br>-----  | Date<br>----  |
|------------------------|--|---------------|
| *                      | Chairman of the Board,<br>President, Chief Executive<br>Officer (Principal Executive<br>Officer), and Director of<br>Abraxas Petroleum Corporation     | July 25, 2005 |
| Robert L. G. Watson    |  |               |
| *                      | Executive Vice President,<br>Chief Financial Officer,<br>Treasurer (Principal Financial<br>and Accounting Officer) of<br>Abraxas Petroleum Corporation | July 25, 2005 |
| Chris E. Williford     |  |               |
| *                      | Director of Abraxas<br>Petroleum Corporation   | July 25, 2005 |
| Craig S. Bartlett, Jr. |  |               |
| *                      | Director of Abraxas<br>Corporation   | July 25, 2005 |
| Franklin A. Burke      |  |               |
| *                      | Director of Abraxas<br>Corporation   | July 25, 2005 |
| Harold D. Carter       |  |               |
| *                      | Director of Abraxas<br>Corporation   | July 25, 2005 |
| Ralph F. Cox           |  |               |
| *                      | Director of Abraxas<br>Corporation   | July 25, 2005 |
| Barry J. Galt          |  |               |
| *                      | Director of Abraxas<br>Corporation   | July 25, 2005 |
| Dennis E. Logue        |  |               |
| *                      | Director of Abraxas<br>Corporation   | July 25, 2005 |
| James C. Phelps        |  |               |
| *                      | Director of Abraxas<br>Corporation   | July 25, 2005 |
| Joseph A. Wagda        |  |               |

\*By: \_\_\_\_\_

Chris E. Williford  
Attorney-in-fact

Edgar Filing: ABRAXAS PETROLEUM CORP - Form POS AM

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Antonio, Texas, on July 25, 2005.

SANDIA OIL & GAS CORPORATION

By:

-----  
Robert L. G. Watson, President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| Signature<br>-----                 | Name and Title<br>-----  | Date<br>----  |
|------------------------------------|--|---------------|
| -----<br>Robert L. G. Watson       | President (Principal Executive Officer) and Director of Sandia Oil & Gas Corporation                     | July 25, 2005 |
| -----<br>Chris E. Williford        | Vice President (Principal Financial and Accounting Officer) and Director of Sandia Oil & Gas Corporation | July 25, 2005 |
| -----<br>Robert W. Carrington, Jr. | Vice President and Director of Sandia Oil & Gas Corporation  | July 25, 2005 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Antonio, Texas, on July 25, 2005.

SANDIA OPERATING CORP.

Edgar Filing: ABRAXAS PETROLEUM CORP - Form POS AM

By:

-----  
Robert L. G. Watson, President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| Signature<br>-----                 | Name and Title<br>-----  | Date<br>----  |
|------------------------------------|--|---------------|
| -----<br>Robert L. G. Watson       | President (Principal Executive Officer) and Director of Sandia Operating Corp.                     | July 25, 2005 |
| -----<br>Chris E. Williford        | Vice President (Principal Financial and Accounting Officer) and Director of Sandia Operating Corp. | July 25, 2005 |
| -----<br>Robert W. Carrington, Jr. | Vice President and Director of Sandia Operating Corp.  | July 25, 2005 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Antonio, Texas, on July 25, 2005.

WAMSUTTER HOLDINGS, INC.

By:

-----  
Robert L. G. Watson, President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| Signature<br>----- | Name and Title<br>-----                 | Date<br>----  |
|--------------------|---|---------------|
| -----              | President (Principal Executive Officer) | July 25, 2005 |

Edgar Filing: ABRAXAS PETROLEUM CORP - Form POS AM

|                           |   |               |
|---------------------------|---|---------------|
| Robert L. G. Watson       | and Director of<br>Wamsutter Holdings, Inc.   |               |
| -----                     | Vice President (Principal<br>Financial and Accounting<br>Officer) and Director of<br>Wamsutter Holdings, Inc. | July 25, 2005 |
| Chris E. Williford        |   |               |
| -----                     | Vice President and<br>Director of Wamsutter<br>Holdings, Inc.   | July 25, 2005 |
| Robert W. Carrington, Jr. |   |               |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Antonio, Texas, on July 25, 2005.

WESTERN ASSOCIATED ENERGY CORPORATION

By: \_\_\_\_\_  
Robert L. G. Watson, President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| Signature                 | Name and Title   | Date          |
|---------------------------|--|---------------|
| -----                     | -----  | ----          |
| -----                     | President (Principal<br>Executive Officer) and<br>Director of Western<br>Associated Energy Corporation       | July 25, 2005 |
| Robert L. G. Watson       |  |               |
| -----                     | Vice President (Principal<br>Accounting Officer) and<br>Director of Western Associated<br>Energy Corporation | July 25, 2005 |
| Chris E. Williford        |  |               |
| -----                     | Vice President and Director<br>of Western Associated Energy<br>Corporation                                   | July 25, 2005 |
| Robert W. Carrington, Jr. |  |               |

Edgar Filing: ABRAXAS PETROLEUM CORP - Form POS AM

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Antonio, Texas, on July 25, 2005.

EASTSIDE COAL COMPANY, INC.

By:

-----  
Robert L. G. Watson, President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| Signature<br>-----                 | Name and Title<br>-----  | Date<br>----  |
|------------------------------------|--|---------------|
| -----<br>Robert L. G. Watson       | President (Principal<br>Executive Officer)<br>and Director of Eastside<br>Coal Company, Inc.       | July 25, 2005 |
| -----<br>Chris E. Williford        | Vice President (Principal<br>Accounting Officer) and<br>Director of Eastside Coal<br>Company, Inc. | July 25, 2005 |
| -----<br>Robert W. Carrington, Jr. | Vice President and Director<br>of Eastside Coal Company, Inc.                                      | July 25, 2005 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Antonio, Texas, on July 25, 2005.

GREY WOLF EXPLORATION INC.

By:

-----  
Robert L. G. Watson, President

Edgar Filing: ABRAXAS PETROLEUM CORP - Form POS AM

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| Signature<br>-----            | Name and Title<br>-----  | Date<br>----  |
|-------------------------------|--|---------------|
| -----<br>Robert L. G. Watson  | Chairman, Chief Executive Officer (Principal Executive Officer) and Director of Grey Wolf Exploration Inc. | July 25, 2005 |
| -----<br>Vincent J. Tkachyk   | President, Chief Operating Officer and Director of Grey Wolf Exploration Inc.                              | July 25, 2005 |
| -----<br>Francis T. W. Cheung | Chief Financial Officer (Principal Financial and Accounting Officer) of Grey Wolf Exploration Inc.         | July 25, 2005 |
| -----<br>John B. Maher        | Director of Grey Wolf Exploration Inc.   | July 25, 2005 |
| -----<br>James C. Smith       | Director of Grey Wolf Exploration Inc.   | July 25, 2005 |
| -----<br>Mark R. Smith        | Director of Grey Wolf Exploration Inc.   | July 25, 2005 |
| -----<br>Murray B. Todd       | Director of Grey Wolf Exploration Inc.   | July 25, 2005 |