

TEXEN OIL & GAS INC  
Form 8-K  
February 22, 2005

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

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) **January 31, 2005**

**TEXEN OIL & GAS, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of incorporation)

**000-33193**

(Commission File Number)

**88-0435904**

(IRS Employer Identification No.)

**2401 Fountain View Drive, Houston, Texas 77070**

(Address of principal executive offices and Zip Code)

**(713) 782-5758**

Registrant's telephone number, including area code

**Not Applicable**

(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:

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 8.01 Other Events.**

Pursuant to Rule 135c of the Securities Act of 1933, a news release with respect to the subscription for a private placement in the amount of \$500,000 by Texen Holdings LLC, an entity controlled by D. Elroy Fimrite, the Registrant's President, is appended to this Form 8-K Current Report as exhibit 99.1.

### **Item 9.01 Financial Statements and Exhibits.**

99.1 News Release issued by the Registrant on February 16, 2005.

### **SIGNATURES**

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.

### **TEXEN OIL & GAS, INC.**

By: /s/ D. Elroy Fimrite  
D. Elroy Fimrite  
President and Chief Executive Officer  
Date: February 18, 2005