

GEOPETRO RESOURCES CO  
Form 10-Q/A  
February 08, 2010

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

Washington, D.C. 20549

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**FORM 10-Q/A**

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(Amendment No. 1)

(Mark One)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2009

OR

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-16749

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## GeoPetro Resources Company

(Exact name of registrant as specified in its charter)

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**California**

(State of incorporation)

**94-3214487**

(IRS Employer Identification Number)

**One Maritime Plaza, Suite 700**

**San Francisco, CA**

(Address of principal executive offices)

**94111**

(Zip Code)

**(415) 398-8186**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No .

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No .

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No .

There were 34,284,646 shares of no par value common stock outstanding on May 11, 2009.



**EXPLANATORY NOTE**

In connection with our quarterly report on Form 10-Q for the three months ended March 31, 2009, GeoPetro Resources Company (the Company) is filing this Amendment No. 1 to include the following information:

1. With respect to Exhibits 31.1 and 31.2, we revised paragraph 4 of the certifications to include the following text: and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)).

With the exception of the foregoing changes, no other information in the report on Form 10-Q for the three months ended March 31, 2009 has been supplemented, updated or amended.

**Item 6. Exhibits**

**EXHIBIT INDEX**

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 3.1 (2)               | Amended and Restated Articles of Incorporation of GeoPetro Resources Company   |
| 3.2 (8)               | Second Amended and Restated Bylaws of the GeoPetro Resources Company   |
| 4.1 (2)               | Form of Warrant issued by GeoPetro Resources Company to various investors on various dates.  |
| 4.2 (3)               | Specimen Common Stock Certificate  |
| 4.3                   | Form of common stock purchase warrant issued to various investors dated August 13, 2007 (filed as exhibit 4.1 to the Company's Report on Form 8-K as filed with the Securities and Exchange Commission on August 16, 2007, and incorporated herein by reference)   |
| 4.4                   | Registration Rights Agreement between GeoPetro Resources Company and various investors dated August 13, 2007 (filed as Exhibit B to the Form of Unit Subscription Agreement dated August 13, 2007 filed as Exhibit 10.20 to the Company's Report on Form 8-K as filed with the Securities and Exchange Commission on August 16, 2007 and incorporated herein by reference) |
| 4.5 (6)               | Placement Agent Warrant dated August 13, 2007  |
| 5.1 (6)               | Opinion of Greene Radovsky Maloney Share & Hennigh LLP   |
| 10.1 (2)              | Joint Venture Agreement Bengara II, Dated January 1, 2000  |
| 10.2 (2)              | Production Sharing Contract Bengara II, Dated December 4, 1997   |
| 10.4 (2)              | Exploration Permit#408, Dated July 2, 1997   |

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- 10.5 (2) Madisonville Field Development Agreement Dated August 1, 2005
- 10.6 (2) Alaska Cook Inlet Option dated April 20, 2005
- 10.7 (2) The 2001 Stock Incentive Plan
- 10.8 (2) The 2004 Stock Option and Appreciation Rights Plan
- 10.9 (2) 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 (2) David Creel Employment Agreement, Dated April 28, 1998 and amendments dated September 15, 2000, May 12, 2003 and January 1, 2005
- 10.11 (2) J. Chris Steinhauser Employment Agreement, Dated September 19, 2000 and amendments dated December 12, 2002 and January 1, 2005
- 10.12 (2) Office Lease Agreement, Dated effective March 1, 2004
- 10.13 (4) Form of Subscription Agreement for GeoPetro Resources Company stock executed by various investors on various dates.

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- 10.19 (5) Shares Sale & Purchase Agreement Dated September 29, 2006
- 10.20 (6) Form of Unit Subscription Agreement Dated August 13, 2007
- 10.22 (6) Promissory Note to Stuart Doshi dated February 12, 2007
- 10.23 (7) Third Amendment to J. Chris Steinhauser Employment Agreement dated December 18, 2007
- 10.24 (9) Employment Agreement with J. Chris Steinhauser dated April 27, 2009
- 10.25 (9) Sixth Amendment to David Creel Employment Agreement dated April 28, 2009
- 31.1 (1) Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer.
- 31.2 (1) Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer.
- 32.1 (1) Certification of Chief Executive Officer and Chief Financial Officer of GeoPetro Resources Company pursuant to 18 U.S.C. § 1350.

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- (1) Filed herewith.
  - (2) Filed as the identically numbered exhibit to the Registration Statement on Form S-1, (No. 333-135485), as filed with the Securities and Exchange Commission on September 30, 2006, and incorporated herein by reference.
  - (3) Filed as the identically numbered exhibit to the Registration Statement on Form S-1, (No. 333-135485), as filed with the Securities and Exchange Commission on January 31, 2007, and incorporated herein by reference.
  - (4) Filed as Exhibit 10.14 to the Registration Statement on Form S-1 (No. 333-135485) as filed with the Securities and Exchange Commission on September 30, 2006, and incorporated herein by reference.
  - (5) Filed as the identically numbered exhibit to the Registration Statement on Form S-1 (No. 333-135485), as filed with the Securities and Exchange Commission on January 9, 2007, and incorporated herein by reference.
  - (6) Filed as the identically numbered exhibit to the Registration Statement on Form S-1 (No. 333-146557), as filed with the Securities and Exchange Commission on October 9, 2007, and incorporated herein by reference.
  - (7) Filed as Exhibit 10.1 to the Company's Report on Form 8-K, as filed with the Securities and Exchange Commission on December 21, 2007 and incorporated herein by reference.
  - (8) Filed as the identically numbered exhibit to the Registration Statement on Form S-1 (No. 333-135485), as filed with the Securities and Exchange Commission on April 25, 2008, and incorporated herein by reference.
  - (9) Filed as the identically numbered exhibit to the Form 10-Q, as filed with the Securities and Exchange Commission on May 11, 2009, and incorporated herein by reference.

Indicates a management or compensatory plan or arrangement

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on February 8, 2010.

**GEOPETRO RESOURCES COMPANY**

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

By: /s/ J. Chris Steinhauser  
J. Chris Steinhauser  
Vice President of Finance and  
Chief Financial Officer, Principal  
Accounting Officer and Director