

IVANHOE ENERGY INC

Form S-8

May 16, 2007

As filed with the Securities and Exchange Commission on May 16, 2007.

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**IVANHOE ENERGY INC.**

(Exact name of registrant as specified in its charter)

**Yukon, Canada**

(State or other jurisdiction of incorporation  
or organization)

**98-0372143**

(IRS Employer Identification No.)

Suite 654, 999 Canada Place

Vancouver, British Columbia, Canada V6C 3E1

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

Employees and Directors Equity Incentive Plan

(Full title of the plan)

Beverly A. Bartlett

Ivanhoe Energy Inc.

Suite 654, 999 Canada Place

Vancouver, British Columbia

Canada V6C 3E1

(Name and address of agent for service)

(604) 331-9803

(Telephone number, including area code, of agent for service)

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*Copies to:*

Beverly A. Bartlett	Andrew J. Foley	Paul L. Goldman
Ivanhoe Energy Inc.	Paul, Weiss, Rifkind, Wharton & Garrison LLP	Goodmans LLP
Suite 654, 999 Canada Place	1285 Avenue of the Americas	355 Burrard Street, Suite 1900
Vancouver, British Columbia	New York, New York 10019-6064	Vancouver, British Columbia
Canada V6C 3E1		Canada V6C 2G8

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (1)(2)	Proposed Maximum Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (4)
Common Shares, no par value	4,000,000 shares	\$1.84	\$7,360,000	\$225.95

- (1) This Registration shall, in accordance with Rule 416 under the Securities Act of 1933, as amended, be deemed to cover such additional shares as may be issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
  - (2) Represents additional Common Shares reserved for issuance under the Employees and Directors Equity Incentive Plan.
  - (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457 under the Securities Act of 1933, as amended, based on the average of the high and low prices of the Common Shares as reported on the Nasdaq Capital Market on May 14, 2007, a date within five business days of the filing of this Registration Statement.
  - (4) Registration fees were previously paid for the registration of 20,000,000 common shares (File Nos. 333-12976 and 333-113054) under the Employees and Directors Equity Incentive Plan. The fee being paid herewith pertains to an aggregate of 4,000,000 common shares issuable under the Employees and Directors Equity Incentive Plan.
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**EXPLANATORY NOTE UNDER GENERAL INSTRUCTION E**

**REGISTRATION OF ADDITIONAL SECURITIES**

Pursuant to General Instruction E of Form S-8, the registrant, Ivanhoe Energy Inc. (the Registrant), is filing this registration statement to (i) register an additional 4,000,000 Common Shares, no par value (the Common Shares), issuable under its Employees and Directors Equity Incentive Plan (the Plan) and (ii) file a revised Plan as Exhibit 4.1. On December 8, 2000, the Registrant filed a registration statement (the Original Registration Statement) on Form S-8 (File No. 333-12976) with respect to the issuance of Common Shares under the Plan. On February 24, 2004, the Registrant registered on Form S-8 (File No. 333-113054) (the 2004 Registration Statement) additional Common Shares for issuance under the Plan. The contents of the Original Registration Statement and the 2004 Registration Statement are hereby incorporated in this registration statement by reference.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS**

**Item 1. Plan Information**

The information required by Item 1 is included in documents sent or given to participants in the Plan pursuant to Rule 428(b)(1) of the Securities Act of 1933, as amended (the Securities Act).

**Item 2. Registrant Information and Employee Plan Annual Information**

The written statement required by Item 2 is included in documents sent or given to participants in the Plan pursuant to Rule 428(b)(1) of the Securities Act. The Registrant will provide to the participants in the Plan a written statement advising them of the availability without charge, upon written or oral request, of the documents incorporated by reference herein, as required by Item 2 of Part I of Form S-8. The statement indicates the availability without charge, upon written or oral request, of other documents required to be delivered to employees pursuant to Rule 428(b). The statement includes the address (giving title or department) and telephone number to which the request is to be directed.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

<b><u>Item 8.</u></b>	<b><u>Exhibits</u></b>
<b><u>Exhibit</u></b>	<b><u>Description</u></b>
4.1	Amended and Restated Employees and Directors Equity Incentive Plan
5.1	Opinion of Lackowicz & Shier, counsel to the Registrant, regarding the legality of the securities being registered hereby
23.1	Consent of Lackowicz & Shier, counsel to the Registrant (included in Exhibit 5.1)
23.2	Consent of GLJ Petroleum Consultants Ltd., Petroleum Engineers
23.3	Consent of Netherland, Sewell & Associates, Inc.
23.4	Consent of Deloitte & Touche LLP
24.1	Power of Attorney (included on signature page of this registration statement)

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Vancouver, Province of British Columbia, on May 16, 2007.

IVANHOE ENERGY INC.

By: /s/ Beverly A. Bartlett  
Name: Beverly A. Bartlett  
Title: Vice President and Corporate Secretary

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Gordon Lancaster and Beverly Bartlett as such person's true and lawful attorneys-in-fact and agents, with full power of substitution and revocation, for such person and in such person's name, place and stead, in any and all capacities (until revoked in writing), to sign any and all amendments (including post-effective amendments) to this registration statement and to file the same with all exhibits thereto, and the other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and things requisite and necessary to be done, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated effective May 16, 2007:

<b>SIGNATURE</b>	<b>TITLE</b>
/s/ Joseph I. Gasca Joseph I. Gasca	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ W. Gordon Lancaster W. Gordon Lancaster	Chief Financial Officer (Principal Financial and Accounting Officer)

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**SIGNATURE**

**TITLE**

/s/ David R. Martin David R. Martin	Executive Co-Chairman of the Board and Director
/s/ A. Robert Abboud A. Robert Abboud	Independent Co-Chairman of the Board and Lead Director
/s/ Robert M. Friedland Robert M. Friedland	Deputy Chairman    Capital Markets and Director
/s/ E. Leon Daniel E. Leon Daniel	Deputy Chairman    Projects and Engineering and Director
/s/ Shun-ichi Shimizu Shun-ichi Shimizu	Director
/s/ Howard R. Balloch Howard R. Balloch	Director
/s/ J. Steven Rhodes J. Steven Rhodes	Director
/s/ Robert G. Graham Robert G. Graham	Director
/s/ Robert A. Pirraglia Robert A. Pirraglia	Director
/s/ Brian Downey Brian Downey	Director

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Pursuant to the requirements to Section 6(a) of the Securities Act, the undersigned has signed this Registration Statement solely in the capacity of the duly authorized representative of the Registrant in the United States on May 16, 2007.

IVANHOE ENERGY (U.S.A.) INC.

By: /s/ Mary Vincelli  
Name: Mary Vincelli  
Title: Corporate Secretary

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**Exhibit Index**

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