

TETON ENERGY CORP  
Form S-8 POS  
December 31, 2009

As filed with the Securities and Exchange Commission on December 31, 2009

Registration No. 333-139966

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

POST-EFFECTIVE AMENDMENT NO. 3  
TO FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

TETON ENERGY CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)

84-1482290  
(I.R.S. Employer Identification Number)

600 17th Street, Suite 1600 North  
Denver, CO 80202  
(Address of principal executive offices, including zip code)

2005 Long Term Incentive Plan  
(Full title of the plan)

James J. Woodcock  
Interim Chief Executive Officer  
Teton Energy Corporation  
600 17th Street, Suite 1600 North  
Denver, CO 80202  
(303) 565-4600  
(Name, address and telephone number, including area code,, of agent for service)

Copies to:  
David Danovitch, Esq.  
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New York, New York 10022  
(212) 752-9700

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 the 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

Smaller reporting company

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EXPLANATORY NOTE: DEREGISTRATION

This Post-Effective Amendment No. 3 to Form S-8 Registration Statement amends the Form S-8 Registration Statement (File No. 333-139966) filed by Teton Energy Corporation (the “Company”) on January 12, 2007, as amended on January 16, 2007 and March 19, 2007, to register the issuance of shares of the Company’s Common Stock, par value \$0.001 per share (the “Common Stock”) to employees pursuant to the vesting of performance share units or restricted stock awards under the Company’s 2005 Long-Term Incentive Plan (the “Registration Statement”).

On November 8, 2009, the Company and each of its subsidiaries filed voluntary petitions for relief and a proposed plan of reorganization (collectively, the “Bankruptcy Filing”) under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware. On November 9, 2009, the Company received written notice from the listing qualifications department of The NASDAQ Stock Market (“NASDAQ”) that trading in the Company’s securities would be suspended on November 18, 2009 and subsequently would be delisted from the NASDAQ Capital Market by the filing of a Form 25 with the Securities and Exchange Commission (the “Commission”). NASDAQ filed the Form 25 with the Commission on December 15, 2009, and the delisting became effective ten days after such filing.

Additionally, on November 16, 2009, the Company failed to file its Quarterly Report on Form 10-Q for the quarter ended September 30, 2009 by the extension deadline and therefore is no longer in compliance with the requirement of Rule 144 of the Securities Act of 1933, as amended, regarding the availability of adequate current public information about an issuer of securities.

As a result of concerns about (i) the liquidity of the Company’s stock due to the Bankruptcy Filing and the delisting from the NASDAQ Capital Market and (ii) the lack of availability of adequate current public information about the Company, the Company hereby removes from registration all shares of Common Stock that have not been sold under the 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 Post-Effective Amendment No. 3 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado, on December 30, 2009.

TETON ENERGY CORPORATION

By: /s/ James J.  
Woodcock  
James J.  
Woodcock  
Chairman of the  
Board and Interim  
Chief Executive  
Officer (Principal  
Executive Officer)

By: /s/ Jonathan  
Bloomfield  
Jonathan  
Bloomfield  
Executive Vice  
President and  
Chief Financial  
Officer  
(Principal  
Financial Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ James J. Woodcock James J. Woodcock	Chairman of the Board and Interim Chief Executive Officer (Principal Executive Officer)	December 30, 2009
/s/ Jonathan Bloomfield Jonathan Bloomfield	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	December 30, 2009
/s/ Dominic J. Bazile, II Dominic J. Bazile, II	President, Chief Operating Officer and Director	December 30, 2009
/s/ Thomas F. Conroy Thomas F. Conroy	Director	December 30, 2009

