

PetroHunter Energy Corp
Form S-1
June 30, 2008

As filed June 30, 2008

File No. 333-_____

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

FORM S-1
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

PetroHunter Energy Corporation
(Exact name of registrant as specified in its charter)

Maryland	1311	98-0431245
(State or jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

1600 Stout Street, Suite 2000
Denver, Colorado 80202
(303) 572-8900; (720) 889-8371 fax

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

Charles B. Crowell, Chairman and Chief Executive Officer
1600 Stout Street, Suite 2000
Denver, Colorado 80202
(303) 572-8900; (720) 889-8371 fax

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

Copies of all communications to:
Fay M. Matsukage, Esq.
Dill Dill Carr Stonbraker & Hutchings, P.C.
455 Sherman Street, Suite 300
Denver, Colorado 80203
(303) 777-3737; (303) 777-3823 fax

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of the Registration Statement.

If any of the securities registered on this Form are being offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 9 _____

Edgar Filing: PetroHunter Energy Corp - Form S-1

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. 9 _____

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. 9 _____

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 “small reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer []

Accelerated filer []

Non-accelerated filer []

Smaller reporting company [X]

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
Common stock, \$0.001 par value per share, issuable upon exercise of warrants	34,442,500 shares	\$1.00 (2)	\$34,442,500 (2)	\$1,353.59
Common stock, \$0.001 par value per share, issuable upon exercise of warrants	48,230,950 shares	\$0.25 - \$0.28 (2)	\$12,610,716 (2)	\$495.60
Common stock, \$0.001 par value per share	400,000 shares	\$0.20 (3)	\$80,000 (3)	\$3.14
Common stock, \$0.001 par value per share	18,917,109 shares	\$0.20 (3)	\$3,783,422 (3)	\$148.69
	101,990,559 shares		\$50,916,638	\$2,001.02

-
- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended, this registration statement also covers such additional number of shares of common stock that may become issuable as a result of any stock splits, stock dividends, or other similar transactions.
- (2) Pursuant to Rule 457(g) of the Securities Act of 1933, as amended, the registration fee has been calculated using the price at which the warrants may be exercised.
- (3) Estimated pursuant to Rule 457(c) solely for the purpose of calculating the registration fee, based upon the average of the bid and asked prices for such shares of common stock on June 26, 2008, as reported by the OTC Bulletin Board.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to Completion, Dated June 30, 2008

PetroHunter Energy Corporation
Up to 101,990,559 Shares of Common Stock

Unless the context otherwise requires, the terms “we”, “our” and “us” refers to PetroHunter Energy Corporation.

This prospectus relates to the resale by selling stockholders of up to 101,990,559 shares of common stock. We will not receive any proceeds from sale of any of the shares offered by the selling stockholders. We will pay the expenses of registering these shares.

Our common stock is traded on the OTC Bulletin Board under the symbol “PHUN.OB.” On June 27, 2008, the closing bid price for our common stock was \$0.20 per share.

Investing in these securities involves a high degree of risk. A detailed explanation of these risks is included in the section entitled “Risk Factors” of this prospectus, beginning on page 5.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

_____, 2008

TABLE OF CONTENTS

	Page
PROSPECTUS SUMMARY	3
RISK FACTORS	7
SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS	7
USE OF PROCEEDS	20
MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS	20
SELECTED FINANCIAL DATA	21
MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	22
QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK	33
CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE	33
BUSINESS	36
PROPERTIES	42
MANAGEMENT	48
EXECUTIVE COMPENSATION	53
SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT	60
CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS	62
DESCRIPTION OF SECURITIES	67
SELLING STOCKHOLDERS	69
PLAN OF DISTRIBUTION	74
LEGAL MATTERS	75
EXPERTS	75
ADDITIONAL INFORMATION	75
REPORTS TO STOCKHOLDERS	76
INDEX TO FINANCIAL STATEMENTS	76

PROSPECTUS SUMMARY

This summary highlights information contained elsewhere in this prospectus. You should carefully read this entire prospectus and the financial statements contained in this prospectus before purchasing our securities.

PetroHunter Energy Corporation

PetroHunter Energy Corporation (collectively, with its subsidiaries, referred to herein as “PetroHunter”, “Company”, “we”, “us” or “our”) is a development stage global oil and gas exploration and production company committed to acquiring and developing primarily unconventional natural gas and oil prospects that we believe have a very high probability of economic success. Since our inception in 2005, our principal business activities have been raising capital through the sale of common stock and convertible notes and acquiring oil and gas properties in the western United States and Australia. Currently, we own property in Colorado, where we have drilled five wells on our Buckskin Mesa property, Australia, where we have drilled one well on our property in the Northern Territory, and in Montana, where we hold a land position in the Bear Creek area. The wells on these properties have not yet commenced oil production. We also have working interests in eight additional wells in Colorado which are operated by EnCana Oil & Gas USA (“EnCana”). In November 2007, we sold 66,000 net acres of land and two wells in Montana and 177,445 net acres of land in Utah, and in May 2008, we sold 625 net acres of land and 16 wells in the Southern Piceance in Colorado, allowing us to focus on our Buckskin Mesa property and Australia.

Our principal executive offices are located at 1600 Stout Street, Suite 2000, Denver, CO 80202. The telephone number is (303) 572-8900, the facsimile number is (303) 572-8927, and our web site is www.petrohunter.com. Information contained in our website is not part of this prospectus.

The Offering

Securities offered	101,990,559 shares of common stock.
Use of proceeds	We will not receive any of the proceeds from the selling stockholders of shares of our common stock.
Securities outstanding	338,065,950 shares of common stock as of June 27, 2008.
Plan of distribution	The offering is made by the selling stockholders named in this prospectus, to the extent they sell shares. Sales may be made in the open market or in private negotiated transactions, at fixed or negotiated prices. See “Plan of Distribution.”

Risk Factors

Investing in our securities involves a high degree of risk. You should consider carefully the information under the caption “Risk Factors” in deciding whether to purchase the shares.

Summary Financial Information

The following summary financial data is derived from the interim (unaudited) financial statements for the six months ended March 31, 2008 and 2007 and audited financial statements for the fiscal years ended September 30, 2007 and 2006 and the period from inception (June 20, 2005) through September 30, 2005.

We have prepared the financial statements in accordance with generally accepted accounting principles. You should read this summary financial data in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” “Business,” and our financial statements.

STATEMENT OF OPERATIONS DATA

	Six Months Ended March 31, 2008	Six Months Ended March 31, 2007 (restated)	Year Ended September 30, 2007	Year Ended September 30, 2006	From Inception (June 20, 2005) to September 30, 2005	Cumulative from Inception (June 20, 2005) to March 31, 2008
(\$ in thousands, except per share amounts)						
Total Revenues	\$ 992	\$ 1,338	\$ 2,820	\$ 36	\$ --	\$ 3,848
Total Operating Expenses	\$ 6,371	\$ 20,442	\$ 45,981	\$ 18,245	\$ 2,096	\$ 72,693
Loss from Operations	\$ (5,379)	\$ (19,104)	\$ (43,161)	\$ (18,209)	\$ (2,096)	\$ (68,845)
Total Other Expense	\$ (10,374)	\$ (2,217)	\$ (6,650)	\$ (2,483)	\$ (23)	\$ (19,530)
Net Loss	\$ (15,753)	\$ (21,321)	\$ (49,811)	\$ (20,692)	\$ (2,119)	\$ (88,375)
Net Loss per Common Share – Basic and Diluted	\$ (0.05)	\$ (0.10)	\$ (0.20)	\$ (0.14)	\$ (0.02)	

BALANCE SHEET DATA

	March 31, 2008	September 30, 2007	September 30, 2006	September 30, 2005
(\$ in thousands, except per share amounts)				
Working (Deficit) Capital	\$ (39,773)	\$ (37,865)	\$ 1,275	\$ 8,438
Oil and Gas Properties, Net	\$ 173,975	\$ 162,843	\$ 45,973	\$ 7,231
Total Assets	\$ 181,537	\$ 182,024	\$ 59,242	\$ 8,500
Non-Current Liabilities	\$ 34,601	\$ 37,130	\$ 522	\$ --
Stockholders' Equity (Deficit)	\$ 105,143	\$ 100,324	\$ 48,353	\$ (1,196)

GLOSSARY

Unless otherwise indicated in this document, oil equivalents are determined using the ratio of six Mcf of natural gas to one barrel of crude oil, condensate or natural gas liquids so that six Mcf of natural gas are referred to as one barrel of oil equivalent.

API Gravity. A specific gravity scale developed by the American Petroleum Institute (API) for measuring the relative density of various petroleum liquids, expressed in degrees. API gravity is gradated in degrees on a

hydrometer instrument and was designed so that most values would fall between 10° and 70° API gravity. The arbitrary formula used to obtain this effect is: $\text{API gravity} = (141.5/\text{SG at } 60^\circ\text{F}) - 131.5$, where SG is the specific gravity of the fluid.

Bbl. One stock tank barrel, or 42 U.S. gallons liquid volume, used in reference to oil or other liquid hydrocarbons.

Bcf. One billion cubic feet of natural gas at standard atmospheric conditions.

Capital Expenditures. Costs associated with exploratory and development drilling (including exploratory dry holes); leasehold acquisitions; seismic data acquisitions; geological, geophysical and land-related overhead expenditures; delay rentals; producing property acquisitions; other miscellaneous capital expenditures; compression equipment and pipeline costs.

Carried Interest. The owner of this type of interest in the drilling of a well incurs no liability for costs associated with the well until the well is drilled, completed and connected to commercial production/processing facilities.

Completion. The installation of permanent equipment for the production of oil or natural gas.

Developed Acreage. The number of acres that are allocated or assignable to producing wells or wells capable of production.

Development Well. A well drilled within the proved area of an oil or natural gas reservoir to a depth that is known to be productive.

Exploitation. The continuing development of a known producing formation in a previously discovered field. To make complete or maximize the ultimate recovery of oil or natural gas from the field by work including development wells, secondary recovery equipment or other suitable processes and technology.

Exploration. The search for natural accumulations of oil and natural gas by any geological, geophysical or other suitable means.

Exploratory Well. A well drilled to find and produce oil or natural gas in an unproved area, to find a new reservoir in a field previously found to be productive of oil or natural gas in another reservoir, or to extend a known reservoir.

Farm-In or Farm-Out. An agreement under which the owner of a working interest in a natural gas and oil lease assigns the working interest or a portion of the working interest to another party who desires to drill on the leased acreage. Generally, the assignee is required to drill one or more wells in order to earn its interest in the acreage. The assignor usually retains a royalty or reversionary interest in the lease. The interest received by an assignee is a "farm-in" while the interest transferred by the assignor is a "farm-out".

Field. An area consisting of either a single reservoir or multiple reservoirs, all grouped on or related to the same individual geological structural feature and/or stratigraphic condition.

Finding and Development Costs. The total capital expenditures, including acquisition costs and exploration and abandonment costs, for oil and gas activities divided by the amount of proved reserves added in the specified period.

Force Pooling. The process by which interests not voluntarily participating in the drilling of a well, may be involuntarily committed to the operator of the well (by a regulatory agency) for the purpose of allocating costs and revenues attributable to such well.

Gross Acres or Gross Wells. The total acres or wells, as the case may be, in which we have a working interest.

Lease. An instrument which grants to another (the lessee) the exclusive right to enter to explore for, drill for, produce, store and remove oil and natural gas on the mineral interest, in consideration for which the lessor is entitled to certain rents and royalties payable under the terms of the lease. Typically, the duration of the lessee's authorization is for a stated term of years and "for so long thereafter" as minerals are producing.