

PRIMEENERGY CORP
Form 10-Q/A
March 26, 2009

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

FORM 10-Q/A

Quarterly Report under Section 13 or 15(d) of the Securities Exchange Act of 1934
For the Quarterly Period Ended September 30, 2008

Or

Transition Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934
For the Transition Period From _____ to _____

Commission File Number 0-7406

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

Delaware
(State or other jurisdiction of incorporation or organization)

84-0637348
(IRS employer identification number)

One Landmark Square, Stamford, Connecticut 06901
(Address of principal executive offices)

(203) 358-5700
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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 filings required for the past 90 days. Yes No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer" and "smaller reporting company" in Rule 12-B of the Exchange Act.

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Large Accelerated Filer Accelerated Filer
Non-Accelerated Filer 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

The number of shares outstanding of each class of the Registrant's Common Stock as of November 7, 2008 was:
Common Stock, \$0.10 par value, 3,049,406 shares.

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PrimeEnergy Corporation
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September 30, 2008

Part I – Financial Information

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EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A (the “Form 10-Q/A”) amends the Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 filed by PrimeEnergy Corporation (the “Company”), originally filed with the Securities and Exchange Commission on November 19, 2008. The Form 10-Q/A includes amended and restated consolidated financial statements and related financial information for the year ended December 31, 2007 and the quarters ended September 30, 2008 and 2007. This information is disclosed in Note 2 to the consolidated financial statements.

The restatements reflect the update of the previously reported unaudited restated December 31, 2007 Balance Sheet with the audited restated December 31, 2007 Balance Sheet and adjusts the September 30, 2008 Financial Statements to reflect the effects of the audited December 31, 2007 restatement.

The following items are included in this amendment:

PART I - ITEM 1. Financial Statements

ITEM 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

All other information contained in the original Form 10-Q remains unchanged. However, the entire report with all Items is included in this Form 10-Q/A-1 for the convenience of the reader. This Amendment No.1 on Form 10-Q/A does not reflect events occurring after the filing of our Report on Form 10-Q on November 19, 2008 or include, or otherwise modify or update, the disclosure contained therein in any way except as expressly indicated above.

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PrimeEnergy Corporation
Consolidated Balance Sheets
September 30, 2008 and December 31, 2007

	September 30, 2008 Unaudited and Restated)	December 31, 2007 (Audited and Restated)
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 23,888,000	\$ 25,373,000
Restricted cash and cash equivalents	7,863,000	3,633,000
Accounts receivable (net)	23,393,000	21,311,000
Due from related parties	92,000	32,000
Prepaid expenses	1,470,000	1,391,000
Derivative contracts	1,426,000	1,332,000
Inventory at cost	6,017,000	3,705,000
Deferred income tax	1,649,000	1,582,000
Total current assets	65,798,000	58,359,000
Property and equipment, at cost		
Oil and gas properties (successful efforts method), net	221,836,000	237,852,000
Field and office equipment	8,927,000	8,209,000
Net property and equipment	230,763,000	246,061,000
Other assets	821,000	1,245,000
Total assets	\$ 297,382,000	\$ 305,665,000

See accompanying notes to the consolidated financial statements.

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PrimeEnergy Corporation
Consolidated Balance Sheets
September 30, 2008 and December 31, 2007

	September, 2008 (Unaudited and Restated)	December 31, 2007 (Audited and Restated)
LIABILITIES and STOCKHOLDERS' EQUITY		
Current liabilities:		
Current bank debt	\$ 24,900,000	\$ 34,950,000
Accounts payable	31,072,000	26,780,000
Current portion of asset retirement and other long term obligation	2,849,000	1,065,000
Derivative liability short term	4,618,000	4,340,000
Accrued liabilities	12,766,000	10,032,000
Due to related parties	1,175,000	520,000
Total current liabilities	77,380,000	77,687,000
Long-term bank debt	85,500,000	120,050,000
Indebtedness to related parties	20,000,000	--
Asset retirement obligation	17,747,000	16,936,000
Derivative liability long term	9,650,000	3,369,000
Deferred income taxes	25,137,000	26,022,000
Total liabilities	235,414,000	244,064,000