

ABRAXAS PETROLEUM CORP
Form DEFM14A
September 08, 2009
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- | | |
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| <input type="checkbox"/> Preliminary Proxy Statement | <input type="checkbox"/> Confidential, for Use of the Commission Only (as permitted by |
| <input checked="" type="checkbox"/> Definitive Proxy Statement | Rule 14a-6(e)(2)) |
| <input type="checkbox"/> Definitive Additional Materials | |
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Abraxas Petroleum Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:
Common Stock, par value \$0.01 per share

(2) Aggregate number of securities to which transaction applies:
36,952,836

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
Transaction Value of \$35,474,723 calculated by multiplying \$0.96, the average of the high and low sales price of the registrant's common stock on July 9, 2009, as reported on the NASDAQ Stock Market, by 36,952,836, the maximum number of shares issuable in the transaction described in this proxy statement. In accordance with Section 14(g) of the Securities Exchange Act of 1934, as amended, the filing fee was determined by multiplying 0.0000558 by the amount determined in the preceding sentence.

(4) Proposed maximum aggregate value of transaction: \$35,474,723

(5) Total fee paid: \$1,980

x Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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ABRAXAS PETROLEUM CORPORATION

18803 Meisner Drive

San Antonio, Texas 78258

(210) 490-4788

September 8, 2009

Dear Stockholders:

You are cordially invited to attend a Special Meeting of Stockholders of Abraxas Petroleum Corporation, which we refer to as the Special Meeting, to be held on October 5, 2009, at 9:00 a.m., local time, at Abraxas Petroleum's corporate office located at 18803 Meisner Drive, San Antonio, Texas 78258. We have signed an agreement to merge our business with Abraxas Energy Partners, L.P., a Delaware limited partnership, which we refer to as the Merger, the purpose of which is to merge our business with Abraxas Energy's business. We believe that a combination of the two entities will improve the combined company's ability to accelerate our capital expenditure program which should result in significant growth in our core properties and improved access to capital markets while simplifying our organizational structure and reducing costs. The principal purpose of the Special Meeting is to take the actions necessary to complete the Merger, including approving the issuance of shares of our common stock in the Merger, and approving an amendment to our 2005 Employee Long-Term Equity Incentive Plan, or LTIP, to increase the authorized number of shares of our common stock issuable under the plan in order to accommodate the restricted units, phantom units and unit options of Abraxas Energy being converted in the Merger.

If the Merger is completed, holders of Abraxas Energy's common units, other than common units held by Abraxas Petroleum and its subsidiaries, will have the right to receive shares of our common stock. The number of shares of our common stock that holders of Abraxas Energy's common units will receive will be based on an exchange ratio determined prior to the date of the Special Meeting. This exchange ratio will be determined by dividing \$6.00 by the volume weighted average closing price of our common stock on the NASDAQ during the 20 trading days ending three business days prior to the date of the Special Meeting, which we refer to as the VWAP. However, if the VWAP is \$1.412 or more, then the exchange ratio will be fixed at 4.25 shares of our common stock for each Abraxas Energy common unit, and if the VWAP is \$1.00 or less, then the exchange ratio will be fixed at 6.00 shares of our common stock for each Abraxas Energy common unit. The mid-point of the exchange ratio is 5.125, or \$1.17 per share.

In the Merger, we will issue a maximum of 36,952,836 shares of our common stock. This would represent approximately 42.6% of our outstanding shares of common stock upon the closing of the Merger. We anticipate that upon completion of the Merger, depending upon the exchange ratio, Abraxas Energy's former unitholders, other than Abraxas Petroleum and its subsidiaries, will own between 34.4% and 42.6% of the shares of our common stock then outstanding. At the mid-point of the exchange ratio, or \$1.17 per share, we would issue 31,563,881 shares of our common stock, or approximately 38.8% of the shares of our common stock then outstanding. Our stockholders will continue to own their existing Abraxas Petroleum shares, which will not be affected by the Merger.

The Abraxas Petroleum board of directors recommends that its stockholders vote FOR the proposals before them. The proxy statement describes the proposed Merger and the actions to be taken at the Special Meeting. We encourage you to read the entire proxy statement carefully, including the section entitled "Risk Factors" beginning on page 19.

Whether or not you expect to attend the Special Meeting, it is important that you vote your shares. We are offering multiple options for voting your shares. All holders may vote their shares by mail or written ballot at the Special Meeting. If you are a beneficial holder, you may also vote your shares by telephone or the Internet using the instructions on each proxy card. In order to vote your shares by mail, please mark, sign, and date the enclosed proxy card and return it promptly in the enclosed envelope. **Your vote is very important.**

Robert L.G. Watson

Chairman of the Board, President,

and Chief Executive Officer

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ABRAXAS PETROLEUM CORPORATION

18803 Meisner Drive

San Antonio, Texas 78258

(210) 490-4788

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD OCTOBER 5, 2009

To the Stockholders of Abraxas Petroleum Corporation:

NOTICE IS HEREBY GIVEN that a Special Meeting of Stockholders of Abraxas Petroleum Corporation will be held at Abraxas Petroleum's corporate office located at 18803 Meisner Drive, San Antonio, Texas 78258, on October 5, 2009, at 9:00 a.m., local time, for the following purposes:

- (1) To approve the issuance of shares of Abraxas Petroleum common stock in connection with the transactions contemplated by the Amended and Restated Agreement and Plan of Merger dated as of July 17, 2009 by and among Abraxas Petroleum Corporation (Abraxas Petroleum), Abraxas Energy Partners, L.P. (Abraxas Energy) and Abraxas Merger Sub, LLC (Merger Sub), as such agreement may be amended from time to time;
- (2) If Proposal 1 is approved, to approve an amendment to the Abraxas Petroleum Corporation 2005 Employee Long-Term Equity Incentive Plan (the LTIP) to increase the number of shares of Abraxas Petroleum common stock reserved for issuance under the LTIP; and
- (3) To approve the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies in the event that there are not sufficient votes at the time of the Special Meeting to approve the foregoing proposals.

Our Board recommends that you vote FOR all of the proposals.

Any action may be taken on the foregoing proposals at the Special Meeting on the date specified above or on any date or dates to which the Special Meeting may be postponed or adjourned.

We cordially invite you to attend the Special Meeting in person. Whether or not you expect to attend the Special Meeting, we urge you to mark, sign, date and return the enclosed proxy card as soon as possible in the enclosed envelope. If you are a beneficial holder, you may also vote your shares by telephone or the Internet using the instructions on each proxy card. You may revoke your proxy at any time prior to the Special Meeting, and, if you attend the Special Meeting, you may vote your shares of Abraxas Petroleum common stock in person.

The Board of Directors has fixed the close of business on August 28, 2009 as the record date for the determination of the stockholders entitled to notice of and to vote at the Special Meeting and any adjournment thereof.

By Order of the Board of Directors

Stephen T. Wendel

SECRETARY

San Antonio, Texas

September 8, 2009

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QUESTIONS AND ANSWERS ABOUT THE ABRAXAS PETROLEUM SPECIAL MEETING

Q: When and where is the Abraxas Petroleum Special Meeting?

A: The Special Meeting will take place on October 5, 2009 at Abraxas Petroleum's corporate office located at 18803 Meisner Drive, San Antonio, Texas 78258 at 9:00 a.m., local time. This proxy statement and the accompanying proxy card are first being mailed to Abraxas Petroleum stockholders on or about September 8, 2009.

Q: What is Abraxas Petroleum proposing?

A: Abraxas Petroleum is proposing to issue shares of Abraxas Petroleum common stock in connection with the merger, which we sometimes refer to as the Merger, of Abraxas Energy into Abraxas Merger Sub, LLC, a wholly-owned subsidiary of Abraxas Petroleum, which we sometimes refer to as Merger Sub. If the Merger is completed, Merger Sub will survive as a wholly-owned subsidiary of Abraxas Petroleum and the common units of Abraxas Energy not owned by Abraxas Petroleum and its wholly-owned subsidiary, Abraxas Energy Investments, LLC, or Investments, will be converted into the right to receive between 4.25 and 6.00 shares of Abraxas Petroleum common stock, which we sometimes refer to as the Merger Consideration, for each Abraxas Energy common unit not owned by Abraxas Petroleum or Investments. The final number of shares of Abraxas Petroleum common stock to be issued in the Merger will be determined by dividing \$6.00 by the average volume weighted average closing price of Abraxas Petroleum common stock on the NASDAQ during the 20 trading days ending three business days prior to the date of the Special Meeting, or the VWAP. For example, if the VWAP is \$1.00 or less, holders of Abraxas Energy common units would receive 6.00 shares of Abraxas Petroleum common stock for each of their common units and if the VWAP is \$1.412 or more, holders of Abraxas Energy common units would receive 4.25 shares of Abraxas Petroleum common stock for each of their common units. If the VWAP is at the mid-point of the exchange ratio, or \$1.17 per share, holders of Abraxas Energy common units would receive 5.125 shares of Abraxas Petroleum common stock for each of their common units. Abraxas Petroleum and Investments currently own approximately 46.7% of Abraxas Energy's common units. In addition, certain directors and executive officers of Abraxas Petroleum beneficially own approximately 1.3% of Abraxas Energy's common units. The common units of Abraxas Energy owned by Investments will be cancelled at the effective time of the Merger. In addition, the general partner units held by Abraxas General Partner, LLC, the general partner of Abraxas Energy, which we refer to as the GP, will be cancelled at the effective time of the Merger. Abraxas Petroleum is also proposing an amendment to the Abraxas Petroleum Corporation 2005 Employee Long-Term Equity Incentive Plan, or LTIP, in order to increase the number of shares of Abraxas Petroleum common stock reserved thereunder. The increase is necessary in order to accommodate the restricted units, phantom units and unit options of Abraxas Energy to be converted in the Merger.

Q: Why is Abraxas Petroleum proposing the merger?

A: Abraxas Petroleum and Abraxas Energy both believe that a combination of the two entities will improve the combined company's ability to accelerate its capital expenditure program which should result in significant growth in its core properties and improved access to capital markets while simplifying the organizational structure and reducing costs.

Q: Why am I receiving this proxy statement?

A: In order to complete the Merger, Abraxas Petroleum stockholders must vote to approve (i) the issuance of Abraxas Petroleum common stock in the Merger and (ii) an amendment to our LTIP to increase the number of shares of Abraxas Petroleum common stock reserved thereunder.

We are sending this proxy statement and the enclosed proxy card to Abraxas Petroleum stockholders to solicit their vote on these proposals at the Special Meeting. This proxy statement contains important information about the Merger and the proposals to be voted upon.

Q: Has the Abraxas Petroleum Board of Directors made a recommendation on how I should vote?

A: Yes. Our Board of Directors appointed a committee of independent directors, who have no interest in Abraxas Energy, to review the terms of the Merger. We refer to this committee in this proxy statement as

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the Special Committee. **Based on the Special Committee's recommendation, our Board of Directors has recommended that you vote FOR the issuance of shares of Abraxas Petroleum common stock in the Merger and the amendment to the LTIP.** The reasons for our Board's recommendations are discussed in detail in Proposal 1 Approval of Stock Issuance Abraxas Petroleum's Reasons for the Merger; Recommendation of the Abraxas Petroleum Special Committee and the Abraxas Petroleum Board and Proposal 2 Amendment of LTIP Reasons for the Amendment of the LTIP.

Q: Have any holders of Abraxas Energy Common Units agreed to vote for the Merger?

A: Yes. In addition to Investments, which owns 46.7% of Abraxas Energy's common units, the holders of 50.9% of Abraxas Energy's outstanding common units have voted their common units in favor of the Merger, for a total of 97.6%. It is anticipated that certain officers and directors of Abraxas Petroleum who beneficially own 1.3% of Abraxas Energy's common units will also vote in favor of the Merger.

Q: Are there risks I should consider in deciding whether to vote to approve the issuance of Abraxas Petroleum common stock in the Merger?

A: Yes. In evaluating the Merger and the issuance of Abraxas Petroleum common stock in the Merger, you should carefully consider the information discussed in this proxy statement, including the section entitled Risk Factors.

Q: What percentage of Abraxas Petroleum common stock will Abraxas Energy common unitholders own after the Merger?

A: Abraxas Energy's former unitholders, other than Abraxas Petroleum and its subsidiaries, will own between 34.4% and 42.6% of the shares of our common stock then outstanding. At the mid-point of the exchange ratio, or \$1.17 per share, former Abraxas Energy common unitholders will own approximately 38.8% of the shares of our common stock then outstanding.

Q: Do I have appraisal rights?

A: No. Nevada law does not provide dissenters' rights or rights of appraisal for Abraxas Petroleum stockholders in connection with the Merger.

Q: What will happen to my shares of Abraxas Petroleum common stock?

A: You will continue to own the same number of shares of Abraxas Petroleum common stock that you owned immediately before the Merger but the percentage of Abraxas Petroleum represented by your shares will be reduced.

Q: Should I send in my share certificates of Abraxas Petroleum common stock?

A: No. Your share certificates of Abraxas Petroleum common stock will not be exchanged in the Merger.

Q: What vote is required from Abraxas Petroleum stockholders to complete the issuance of shares in the Merger and the amendment to the LTIP?

A: The issuance of shares of Abraxas Petroleum common stock in the Merger and the amendment to the LTIP require the approval of the holders of a majority of the shares of Abraxas Petroleum common stock present and voting at the Special Meeting, assuming a quorum.

Q: When do you expect the Merger to be completed?

A: Abraxas Petroleum and Abraxas Energy are working to complete the Merger in the third quarter of 2009. However, the Merger is subject to various conditions set forth in the Merger Agreement and it is possible that factors outside the control of Abraxas Petroleum and Abraxas Energy could result in the Merger being completed at a later time, or not at all.

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Q: As an Abraxas Petroleum stockholder, what do I need to do now?

A: If you are an Abraxas Petroleum stockholder, you should read this proxy statement and indicate on your proxy card how you want to vote with respect to each proposal, and sign and mail your proxy card in the enclosed return envelope as soon as possible, so that your shares may be represented at the Special Meeting. If you sign and send in your proxy and do not indicate how you want to vote, your proxy will be counted as a vote in favor of the issuance of Abraxas Petroleum common stock and the other proposals to be considered at the Special Meeting, as the case may be. If you are a beneficial holder, you may also vote your shares by telephone or the Internet using the instructions on each proxy card. If you are an Abraxas Petroleum stockholder, you may also choose to attend the Special Meeting and vote your shares in person.

Q: What do Abraxas Petroleum stockholders do to change or revoke their vote?

A: Abraxas Petroleum stockholders may change their vote by submitting a later-dated signed proxy by mail, telephone or the Internet, or by attending the Special Meeting in person and voting. You may also revoke your proxy by sending a notice of revocation to Abraxas Petroleum's Secretary at 18803 Meisner Drive, San Antonio, Texas 78258 before the Special Meeting.

Q: If my shares of Abraxas Petroleum common stock are held in street name by my broker, will my broker vote my shares for me?

A: If you are an Abraxas Petroleum stockholder, your broker will vote your shares only if you provide instructions on how to vote. Without instructions, your shares of Abraxas Petroleum common stock will not be voted. You should instruct your broker to vote your shares, following the directions provided by your broker.

Q: Where can I find more information about Abraxas Petroleum and Abraxas Energy?

A: You can find more information about Abraxas Petroleum and Abraxas Energy from various sources described under [Where You Can Find More Information](#) on page 202 as well as in this proxy statement under the headings [Information about Abraxas Petroleum](#) and [Information about Abraxas Energy](#).

Q: Who can I call with questions about the Merger or the Special Meeting?

A: For questions about the Merger, the Special Meeting and for any other matters, including directions to attend the Special Meeting in person, Abraxas Petroleum stockholders may call Abraxas Petroleum at (210) 490-4788 and ask for Investor Relations.

Q: How can I find out the results of the voting at the Special Meeting?

A: Preliminary voting results will be announced at the Special Meeting. Final voting results will be published in our public filings with the SEC after the date of the Special Meeting.

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SUMMARY

*The following is a summary of the principal features of this proxy statement and should be read together with the more detailed information and financial data and statements contained elsewhere in this proxy statement. To better understand and for a more complete description of the Merger, you should carefully read this entire proxy statement, the financial data and statements contained elsewhere in this proxy statement and the documents to which Abraxas Petroleum has referred you under the heading *Where You Can Find More Information* beginning on page 202. References in this proxy statement to *we*, *us* or *our* refer to Abraxas Petroleum and all of its subsidiaries, including Abraxas Energy and its wholly-owned subsidiary, Abraxas Operating, LLC, or Abraxas Operating. Unless otherwise indicated, all data and results of Abraxas Petroleum are consolidated with those of Abraxas Energy and Abraxas Operating and references to *on a stand alone basis* mean that the data and results are of Abraxas Petroleum and its subsidiaries other than Abraxas Energy and Abraxas Operating. Gas equivalents are determined using the ratio of six Mcf of gas to one barrel of oil and oil equivalents are determined using the ratio of one barrel of oil to six Mcf of gas.*

Abraxas Petroleum, Abraxas Energy and Merger Sub

Abraxas Petroleum Corporation

18803 Meisner Drive

San Antonio, Texas 78258

(210) 490-4788

Abraxas Petroleum is an independent energy company primarily engaged in the development and production of oil and gas. Historically, we have grown through the acquisition and subsequent development and exploration of producing properties, principally through the redevelopment of old fields utilizing new technologies such as modern log analysis and reservoir modeling techniques as well as 3-D seismic surveys, horizontal drilling and modern completion techniques. As a result of these activities, we believe that we have a number of development opportunities on our properties. In addition, we intend to expand upon our development activities with complementary exploration projects in our core areas of operation. Success in our development and exploration activities is critical in the maintenance and growth of our current production levels and associated reserves.

At December 31, 2008, Abraxas Petroleum (on a stand-alone basis) had 6,736 MBoe of estimated net proved reserves, of which 38% were oil, with a standardized measure of \$33.4 million. Abraxas Petroleum's net proved reserves (on a stand-alone basis) as of December 31, 2008 were 35% proved developed and 65% proved undeveloped. At December 31, 2008, Abraxas Petroleum (on a stand-alone basis) owned an average working interest of 79% in 172 gross (135.9 net) producing wells that produced 237 net MBoe during 2008. Abraxas Petroleum has identified numerous drilling locations, of which 29 were classified as proved undeveloped as of December 31, 2008, which Abraxas Petroleum believes provides it with a multi-year inventory of drilling opportunities.

A wholly-owned subsidiary of Abraxas Petroleum, Abraxas General Partner, LLC, which we refer to as the GP or the General Partner, is the general partner of Abraxas Energy and the owner of 227,232 general partner units of Abraxas Energy, and Investments, a wholly-owned subsidiary of Abraxas Petroleum, is the owner of 5,350,598 common units of Abraxas Energy, representing approximately 46.7% of the outstanding common units of Abraxas Energy. In addition, certain officers and directors of Abraxas Petroleum own a total of 145,128 common units of Abraxas Energy, representing approximately 1.3% of the outstanding common units of Abraxas Energy.

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Abraxas Energy Partners, L.P.

18803 Meisner Drive

San Antonio, Texas 78258

(210) 490-4788

Abraxas Energy is a Delaware limited partnership formed by Abraxas Petroleum in May 2007 to exploit, develop, produce and acquire oil and gas properties. Abraxas Energy's assets consist primarily of producing and non-producing properties located in the Rocky Mountain, Mid-Continent, Permian Basin and Gulf Coast regions of the United States.

At December 31, 2008, Abraxas Energy had 110.3 Bcfe of estimated net proved reserves, of which 76% were gas, with a standardized measure of \$118.6 million. Abraxas Energy's net proved reserves as of December 31, 2008 were 61% proved developed and 39% proved undeveloped. At December 31, 2008, Abraxas Energy owned an average working interest of 18% in 1,639 gross (293 net) producing wells that produced 8.2 net Bcfe during 2008. Abraxas Energy has identified 226 drilling locations, of which 129 were classified as proved undeveloped as of December 31, 2008, which Abraxas Energy believes provides it with a multi-year inventory of drilling opportunities.

Abraxas Merger Sub, LLC

18803 Meisner Drive

San Antonio, Texas 78258

(210) 490-4788

Merger Sub, a direct wholly-owned subsidiary of Abraxas Petroleum, was formed solely for the purpose of consummating the Merger. Merger Sub has not carried on any activities to date, except for activities incidental to its formation and activities undertaken in connection with the transactions contemplated by the Merger Agreement, including the Merger.

The Merger Agreement (see page 58)

On June 30, 2009, Abraxas Petroleum and Abraxas Energy signed an Agreement and Plan of Merger, which we refer to as the Original Merger Agreement, pursuant to which Abraxas Energy agreed to merge with and into Abraxas Petroleum with Abraxas Petroleum surviving and on July 17, 2009, Abraxas Petroleum and Abraxas Energy signed an Amended and Restated Agreement and Plan of Merger, which we refer to as the Merger Agreement, pursuant to which Abraxas Energy agreed to merge with and into Merger Sub with Merger Sub surviving the merger as a wholly-owned subsidiary of Abraxas Petroleum. We refer to this merger as the Merger. Under the terms of the Merger Agreement, at the effective time of the Merger, which we refer to as the Effective Time, the common units of Abraxas Energy not owned by Abraxas Petroleum and Investments will be converted into the right to receive between 4.25 and 6.00 shares of Abraxas Petroleum common stock for each Abraxas Energy common unit not owned by Abraxas Petroleum or Investments. The final number of shares of Abraxas Petroleum common stock to be issued in the Merger will be determined by dividing \$6.00 by the average volume weighted average closing price of Abraxas Petroleum common stock on the NASDAQ during the 20 trading days ending three business days prior to the date of the Special Meeting, or the VWAP. For example, if the VWAP is \$1.00 or less, holders of Abraxas Energy common units would receive 6.00 shares of Abraxas Petroleum common stock for each of their common units and if the VWAP is \$1.412 or more, holders of Abraxas Energy common units would receive 4.25 shares of Abraxas Petroleum common stock for each of their common units. At the mid-point of the exchange ratio, \$1.17 per share, holders of Abraxas Energy common units would receive 5.125 shares of Abraxas Petroleum common stock for each of their common units. The common units of Abraxas Energy owned by Investments will be cancelled at the Effective Time. In addition, the general partner units held by the GP will be cancelled at the Effective Time.

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In the Merger, we will issue a maximum of 36,952,836 shares of our common stock. This would represent approximately 42.6% of our outstanding shares of common stock upon the closing of the Merger. We anticipate that upon completion of the Merger, depending upon the exchange ratio, Abraxas Energy's former unitholders will own between 34.4% and 42.6% of the shares of our common stock then outstanding. At the mid-point of the exchange ratio, or \$1.17 per share, we would issue 31,563,881 shares of our common stock, or approximately 38.8% of the shares of our common stock then outstanding. Our stockholders will continue to own their existing Abraxas Petroleum shares, which will not be affected by the Merger.

All of the shares of Abraxas Petroleum common stock to be issued in the Merger will be listed on the NASDAQ. The shares of Abraxas Petroleum common stock to be issued to the unitholders of Abraxas Energy, other than to unitholders who hold restricted units and phantom units issued under the Abraxas Energy Long-Term Incentive Plan, which we sometimes refer to as the Partnership LTIP Units, will be issued pursuant to the exemption from the registration requirements of the Securities Act of 1933, as amended, provided in Section 4(2) and Regulation D of that Act. The shares of Abraxas Petroleum common stock to be issued in reliance on this exemption will be issued to 25 investors, each of whom has represented to us that it is an accredited investor and/or qualified institutional buyer and that such investor was not solicited by means of a general solicitation. Under the terms of the Voting, Registration Rights & Lock-Up Agreement among Abraxas Petroleum, Abraxas Energy and the holders of 96% of Abraxas Energy's common units not owned by Investments, which we refer to as the Voting, Registration Rights & Lock-Up Agreement or the Voting Agreement, Abraxas Petroleum has agreed to file a registration statement relating to the resale of the shares of Abraxas Petroleum common stock issued in the Merger. The Abraxas Energy unitholders, whom we refer to as the unitholders, may sell or dispose of their Abraxas Petroleum common stock pursuant to (A) a registration statement covering Abraxas Petroleum common stock, (B) any section of Rule 144 (or any similar provision then in force under applicable securities laws), (C) private sales in compliance with applicable securities laws to accredited investors or qualified institutional buyers or (D) pursuant to an underwritten offering requested by the unitholders with reasonable fees and expenses (excluding underwriting discounts and commissions) being paid by Abraxas Petroleum in which the gross proceeds of the underwritten offering shall not be less than \$10.0 million.

The shares of Abraxas Petroleum common stock to be issued in exchange for the outstanding Partnership LTIP Units will be registered on a Form S-8 to be filed by Abraxas Petroleum upon consummation of the Merger. For more information on Abraxas Energy's outstanding units, see Proposal 1 Approval of Stock Issuance General.

Under the rules of the NASDAQ, Abraxas Petroleum must receive the approval of the holders of a majority of its common stock present and voting at the Special Meeting in order to approve the issuance of a number of shares of its common stock which is greater than 20% of the amount outstanding prior to the issuance. As of June 30, 2009, Abraxas Petroleum had 49,804,894 shares of common stock outstanding.

The Voting, Registration Rights & Lock-Up Agreement (see page 63)

On June 30, 2009, Abraxas Petroleum, Abraxas Energy and the holders of 51% of the common units of Abraxas Energy (or 96% of the common units not owned by Investments) entered into the Voting, Registration Rights & Lock-Up Agreement, which was amended on July 17, 2009 to reflect the change in the structure of the Merger from a merger of Abraxas Energy with and into Abraxas Petroleum with Abraxas Petroleum surviving to a merger of Abraxas Energy with and into Merger Sub with Merger Sub surviving as a wholly-owned subsidiary of Abraxas Petroleum. Pursuant to the terms of the Voting, Registration Rights & Lock-Up Agreement, as amended, among other things, each of the unitholders agreed:

to vote their common units of Abraxas Energy in favor of the Merger; and

not to offer for sale, sell, pledge, or otherwise dispose of the Abraxas Petroleum common stock received in the Merger for the 90-day period immediately following the Effective Time, which we refer

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to as the Lock-Up Period. Upon the expiration of the Lock-Up Period, one-third of the Abraxas Petroleum common stock held by the former Abraxas Energy unitholders will be unrestricted and freely-tradable, subject to applicable securities laws. From and after the date which is 12 months after the end of the Lock-Up Period, an additional, one-third (or a total of two-thirds) of the Abraxas Petroleum common stock held by the former Abraxas Energy unitholders would become unrestricted and freely-tradable and after the expiration of a total of 24 months following the end of the Lock-Up Period, all remaining shares of the Abraxas Petroleum common stock held by the former Abraxas Energy unitholders would become unrestricted and freely-tradable.

Abraxas Petroleum agreed:

within 120 days of the Effective Time, to file a registration statement relating to the resale of the shares of Abraxas Petroleum common stock to be issued in the Merger, which we refer to as the Registration Statement, pursuant to the Securities Act of 1933, as amended, and to use commercially reasonable efforts to cause the Registration Statement to become effective and to keep the Registration Statement effective until the earlier of (A) the date that is 24 months after the end of the Lock-Up Period and (B) the date that all shares of Abraxas Petroleum common stock received in the Merger have been sold;

that in the event the former Abraxas Energy unitholders propose to sell their shares of Abraxas Petroleum common stock received in the Merger in an underwritten public offering, to use commercially reasonable efforts to retain underwriters and effect such sale through an underwritten offering and take all commercially reasonable actions as are reasonably requested by the managing underwriter or underwriters to expedite or facilitate the disposition of such shares of Abraxas Petroleum common stock, including entering into an underwriting agreement, and participation by Abraxas Petroleum's management in a road show or similar marketing effort; *provided, however*, that Abraxas Petroleum would not be required to cause its management to participate in a road show or similar marketing effort on behalf of any unitholder if (A) the managing underwriter or underwriters of any such proposed underwritten offering advise Abraxas Petroleum that the gross proceeds of the underwritten offering are not expected to exceed \$10.0 million and (B) a bought deal or overnight transaction is contemplated; and

that in the event Abraxas Petroleum proposes, during the period from and after the end of the Lock-Up Period to the date that is 24 months after the end of the Lock-Up Period, to issue and sell shares of Abraxas Petroleum common stock pursuant to a registration statement other than a shelf registration statement or pursuant to a supplement to a shelf registration statement in an underwritten offering for its own account, then as soon as practicable but not less than 10 business days prior to the filing of (A) any preliminary prospectus supplement to a prospectus that includes Abraxas Petroleum common stock, relating to such underwritten offering pursuant to Rule 424(b), (B) the prospectus supplement to a prospectus that includes Abraxas Petroleum common stock, relating to such underwritten offering pursuant to Rule 424(b) (if no preliminary prospectus supplement is used) or (C) such registration statement, as the case may be, Abraxas Petroleum shall give notice of such proposed underwritten offering to the unitholders and such notice shall offer the former Abraxas Energy unitholders the opportunity to include in such underwritten offering such number of shares of Abraxas Petroleum common stock as each such unitholder may request in writing subject to a customary underwriter's cut back.

The New Credit Facility (see page 66)

We have received a non-binding term sheet for a new \$300.0 million senior secured revolving credit facility and a \$10.0 million senior secured term loan from Société Générale, as administrative agent and issuing lender, which we refer to as the new credit facility. The initial availability under the new credit facility is expected to be approximately \$155.0 million.

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We expect to borrow approximately \$140.9 million under the new credit facility, of which \$130.9 million will be borrowed under the revolving portion of the new credit facility and \$10.0 million will be borrowed under the term loan portion of the new credit facility, and repay all of Abraxas Petroleum's and Abraxas Energy's indebtedness currently outstanding under their existing credit facilities.

For more information about the new credit facility, please see Proposal 1 Approval of Stock Issuance New Credit Facility.

Abraxas Petroleum's Reasons for the Merger (see page 43)

In determining that the Merger Agreement and the transactions contemplated thereby, including the stock issuance and amendment to the LTIP, are advisable and in the best interests of Abraxas Petroleum and its stockholders, and in reaching its decision to approve the Merger Agreement and the transactions contemplated thereby, including the stock issuance and amendment to the LTIP, the Abraxas Petroleum Board considered a variety of factors that it believed weighted favorably toward the Merger, including the following:

the acceleration of drilling activity;

the reduction of consolidated debt resulting in a stronger balance sheet;

a simplified organizational structure;

synergies;

greater liquidity; and

improved access to capital markets.

Conditions to the Completion of the Merger (see page 62)

The completion of the Merger depends upon the satisfaction of a number of conditions, unless waived, including:

the receipt of the approval of the holders of a majority of the issued and outstanding shares of Abraxas Petroleum common stock present and voting at the Special Meeting of the issuance of shares of Abraxas Petroleum common stock in the Merger and the amendment to the LTIP;

the receipt by Abraxas Petroleum of financing sufficient to repay all of the outstanding indebtedness under Abraxas Energy's existing credit facilities; and

the approval for listing of the shares of Abraxas Petroleum common stock issuable in the Merger on the NASDAQ, subject to official notice of issuance.

Termination (see page 62)

The Merger Agreement may be terminated by mutual agreement of the parties at any time prior to closing. The Merger Agreement may also be terminated in the following situations:

if the Merger has not been consummated by October 28, 2009;

if the Abraxas Petroleum stockholders fail to approve the issuance of shares of Abraxas Petroleum common stock in the Merger and the amendment to the LTIP;

if a governmental entity permanently restrains or otherwise prohibits the consummation of the Merger;

if there is an uncured breach of or inaccuracy in a representation, warranty, covenant or agreement by one of the parties;

by Abraxas Petroleum, if there is a change in the recommendation regarding the Merger of the Abraxas Energy Board; or

by Abraxas Energy, if there is a change in the recommendation regarding the Merger of the Abraxas Petroleum Board.

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Director Designees (see page 61)

Abraxas Petroleum has agreed to appoint Brian L. Melton and Edward P. Russell, whom we refer to as the New Directors, to the Abraxas Petroleum Board. Subject to the fulfillment of its fiduciary duties, and provided that such New Directors remain independent as defined in the rules and regulations of the SEC and the securities exchange on which Abraxas Petroleum common stock is then traded, the Abraxas Petroleum Board will nominate and recommend approval of both of the New Directors at its annual meeting in 2010 for a full three-year term. On the date which is 24 months after the Effective Time, one of the New Directors will offer to resign from the Abraxas Petroleum Board and on the date which is 36 months after the Effective Time, the remaining New Director will offer to resign from the Abraxas Petroleum Board. If at any time either of the New Directors creates a vacancy on the Abraxas Petroleum Board (by means of death, resignation, retirement, disqualification, removal from office or otherwise), the Abraxas Petroleum Board shall fill such vacancy with a person designated by the former Abraxas Energy unitholders and the Abraxas Petroleum Board shall continue to nominate and recommend approval of such person in any stockholder election.

Dissenters' Rights (see page 57)

Abraxas Petroleum stockholders and Abraxas Energy unitholders do not have any right to an appraisal of the value of their shares or common units in connection with the Merger.

Interests of Certain Persons in the Merger (see page 57)

Some of Abraxas Petroleum's directors and officers have interests in the Merger and the proposal to amend the LTIP that may differ from or be in addition to, the interests of Abraxas Petroleum stockholders. These interests include:

Robert L.G. Watson, Chairman of the Board, President and Chief Executive Officer of Abraxas Petroleum and Chairman of the Board and Chief Executive Officer of the GP, owns 34,714 Abraxas Energy common units, 6,000 restricted units, 7,493 phantom units and has the right to receive options to purchase 63,000 common units. As a result of the Merger, Mr. Watson will receive, assuming the mid-point of the exchange ratio of 5.125, or \$1.17 per share, 177,909 shares of Abraxas Petroleum common stock, 69,152 shares of Abraxas Petroleum restricted stock and options to purchase 322,875 shares of Abraxas Petroleum common stock at an exercise price equal to the closing price of Abraxas Petroleum common stock on the date the Merger is consummated;

Barbara M. Stuckey, Vice President - Corporate Finance of Abraxas Petroleum and President of the GP, owns 14,986 Abraxas Energy common units, 4,000 restricted units, 6,582 phantom units and has the right to receive options to purchase 42,000 common units. As a result of the Merger, Ms. Stuckey will receive, assuming the mid-point of the exchange ratio of 5.125, or \$1.17 per share, 76,803 shares of Abraxas Petroleum common stock, 54,233 shares of Abraxas Petroleum restricted stock and options to purchase 215,250 shares of Abraxas Petroleum common stock at an exercise price equal to the closing price of Abraxas Petroleum common stock on the date the Merger is consummated; and

In addition to Mr. Watson and Ms. Stuckey, certain directors and officers of Abraxas Petroleum beneficially own a total of 71,428 Abraxas Energy common units, 18,000 Abraxas Energy restricted units, 17,080 Abraxas Energy phantom units and have the right to receive options to purchase 63,000 Abraxas Energy common units. As a result of the Merger, these individuals will receive, assuming the mid-point of the exchange ratio of 5.125, or \$1.17 per share, 366,069 shares of Abraxas Petroleum common stock, 179,785 shares of Abraxas Petroleum restricted stock and options to purchase 322,875 shares of Abraxas Petroleum common stock at an exercise price equal to the closing price of Abraxas Petroleum common stock on the date the Merger is consummated.

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Directors of Abraxas Petroleum Following the Merger (see page 152)

Pursuant to the terms of the Merger Agreement, at the closing of the Merger, the Abraxas Petroleum Board will consist of nine persons, including six independent directors from the Abraxas Petroleum Board, the two New Directors and Robert L.G. Watson.

U.S. Federal Income Tax Consequences (see page 69)

The closing of the Merger and related transactions under the Merger Agreement will not have any U.S. federal income tax consequences to the holders of Abraxas Petroleum common stock with respect to their ownership of such stock. Abraxas Petroleum is taxable with respect to its position as the parent of both the General Partner and Investments. Additionally, the Merger will be a taxable transaction to the Abraxas Energy unitholders receiving shares of Abraxas Petroleum common stock.

Anticipated Accounting Treatment (see page 70)

It is anticipated that Abraxas Petroleum will account for the acquisition of Abraxas Energy common units under Statement of Financial Accounting Standards No. 160, Non-controlling Interests in Consolidated Financial Statements an amendment of ARB No. 51 (which we refer to as SFAS No. 160). In accordance with SFAS No. 160, Abraxas Petroleum will not recognize a gain or loss in its net income as a result of the transaction and it will continue to recognize the assets and liabilities of Abraxas Energy at their historical values instead of valuing Abraxas Energy's assets and liabilities at their fair value at the date of completion of the Merger.

Risk Factors (see page 19)

For a discussion of risk factors to be considered by Abraxas Petroleum stockholders in voting to approve the stock issuance, see the Risk Factors section of this document on page 19. These risk factors include risks related to the Merger and risks related to Abraxas Petroleum's business and industry, which will continue whether or not the Merger occurs.

Opinion of Stephens Inc. to the Abraxas Petroleum Special Committee (see page 46)

Stephens Inc., whom we refer to as Stephens, has delivered an opinion to the Special Committee of the Board of Abraxas Petroleum, which we refer to as the Special Committee, to the effect that, as of June 29, 2009, and based upon and subject to the various assumptions, methodologies, limitations and considerations described in such opinion, the exchange ratio to be paid by Abraxas Petroleum in the Merger was fair, from a financial point of view, to Abraxas Petroleum.

The full text of Stephens' written opinion, dated June 29, 2009, is attached hereto as Annex C. Abraxas Petroleum stockholders are urged to read this opinion carefully and in its entirety for information regarding the assumptions made, methodologies used, factors considered and limitations upon the review undertaken by Stephens in rendering its opinion. Stephens has not assumed any responsibility for updating or revising its opinion based on circumstances or events occurring after the date thereof.

Stephens provided its opinion for the information of and assistance to the Special Committee in connection with its consideration of the Merger. The opinion addresses only the fairness to Abraxas Petroleum, from a financial point of view, of the exchange ratio to be paid by Abraxas Petroleum in the Merger as of June 29, 2009, the date of the opinion. The opinion does not address the underlying business decision of Abraxas Petroleum to proceed with or effectuate the Merger and related transactions or the relative merits of the Merger as compared to other transactions that may have been available to Abraxas Petroleum. The opinion does not constitute a recommendation to any stockholder of Abraxas Petroleum as to how such stockholder should vote with respect to the issuance of shares of Abraxas Petroleum common stock in the Merger or any other matter.

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Amendment of LTIP (see page 72)

On September 13, 2005, subject to stockholder approval, the Abraxas Petroleum Board adopted the Abraxas Petroleum Corporation 2005 Employee Long-Term Equity Incentive Plan, or LTIP, which was approved by the stockholders of Abraxas Petroleum Corporation in 2006 and amended by its stockholders at the 2008 annual meeting. On June 29, 2009, the Abraxas Petroleum Board amended the LTIP, subject to stockholder approval, to increase the number of shares of common stock reserved for issuance under the LTIP from 2,100,000 shares to 5,200,000 shares if Proposal 1 is approved, relating to the approval of the issuance of shares of Abraxas Petroleum common stock in the Merger.

The purpose of the LTIP is to employ and retain qualified and competent personnel and promote the growth and success of Abraxas Petroleum by aligning the long-term interests of Abraxas Petroleum's key employees with those of Abraxas Petroleum's stockholders by providing an opportunity to acquire an interest in Abraxas Petroleum and by providing both rewards for exceptional performance and long-term incentives for future contributions to the success of Abraxas Petroleum. Abraxas Petroleum believes that this purpose will be furthered through the granting of awards, as authorized under the LTIP, so that such key employees will be encouraged and enabled to acquire a substantial personal interest in the continued success of Abraxas Petroleum. Abraxas Petroleum believes the additional shares to be reserved pursuant to the amendment to the LTIP is necessary for Abraxas Petroleum to continue its policy of emphasizing equity compensation and to remain competitive with industry equity grant practices.

In connection with the Merger, the restricted units and phantom units of Abraxas Energy will be converted into restricted shares of Abraxas Petroleum common stock and the unit options that were approved by the Abraxas Energy Board and issuable upon the closing of the initial public offering of Abraxas Energy will be assumed by Abraxas Petroleum and converted into options to purchase Abraxas Petroleum common stock with an exercise price equal to the closing price of Abraxas Petroleum common stock on the date the Merger is consummated. Assuming the mid-point of the exchange ratio of 5.125, or \$1.17 per share, 1,275,869 shares of Abraxas Petroleum common stock would be reserved for issuance as options to purchase Abraxas Petroleum common stock and 508,169 shares would be issued as restricted stock.

The Abraxas Petroleum Board Unanimously Recommends that Abraxas Petroleum Stockholders Vote FOR the Approval of the Issuance of Shares of Abraxas Petroleum Common Stock in the Merger and the Amendment to the LTIP (see pages 46, 71 and 76)

The Abraxas Petroleum Board believes that the Merger is in the best interests of Abraxas Petroleum and its stockholders and has unanimously approved the Merger and the Merger Agreement. The Abraxas Petroleum Board unanimously recommends that Abraxas Petroleum stockholders vote FOR the proposal to approve the issuance of shares of Abraxas Petroleum common stock in the Merger.

The Abraxas Petroleum Board also has unanimously approved the proposal to amend the LTIP. The Abraxas Petroleum Board determined that the proposal is advisable and in the best interests of Abraxas Petroleum and its stockholders. The Abraxas Petroleum Board unanimously recommends that Abraxas Petroleum stockholders vote FOR the amendment to the LTIP. The approval of this proposal is a condition to the consummation of the Merger.

To review the background of, and Abraxas Petroleum's reasons for, the Merger, as well as certain risks related to the Merger, see Proposal 1 Approval of Stock Issuance Background of the Merger and Abraxas Petroleum's Reasons for the Merger; Recommendation of the Abraxas Petroleum Special Committee and the Abraxas Petroleum Board and to review Abraxas Petroleum's reasons for the amendment of the LTIP, see Proposal 2 Amendment of LTIP Reasons for the Amendment of the LTIP.

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Adjournment (see page 77)

If necessary or appropriate, stockholders will be asked to approve a proposal to postpone or adjourn the Special Meeting to a later time in order for us to solicit additional proxies in favor of any of the proposals. In any event, the Special Meeting may be adjourned if a quorum is not present.

Abraxas Petroleum will hold its Special Meeting on October 5, 2009 (see page 32)

The Abraxas Petroleum Special Meeting will be held on October 5, 2009, at 9:00 a.m., local time, at Abraxas Petroleum's corporate office located at 18803 Meisner Drive, San Antonio, Texas 78258. At the Special Meeting, Abraxas Petroleum stockholders will be asked to:

approve the issuance of shares of Abraxas Petroleum common stock in the Merger;

approve the amendment to the LTIP increasing the number of shares of Abraxas Petroleum common stock reserved for issuance under the LTIP; and

approve the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies, in the event that there are not sufficient votes at the time of the Special Meeting to approve the foregoing proposals.

Record Date. Only holders of record at the close of business on August 28, 2009 will be entitled to vote at the Special Meeting. Each share of Abraxas Petroleum common stock is entitled to one vote. As of the record date, there were 49,836,894 shares of Abraxas Petroleum common stock entitled to vote at the Special Meeting.

Required Vote. Approval of the issuance of shares of Abraxas Petroleum common stock in the Merger and the amendment to the LTIP each require the votes cast in favor of each such proposal to exceed the votes cast against such proposal at the Special Meeting by the holders of Abraxas Petroleum common stock, assuming a quorum. Because the required vote is based on the votes cast in favor of such proposal exceeding the votes cast against such proposal, your failure to vote, a broker non-vote or an abstention will not be treated as a vote cast and, therefore, will have no effect on these proposals, assuming a quorum.

If there is a quorum, approval of any necessary or appropriate adjournment of the Special Meeting requires the votes cast in favor of such proposal to exceed the votes cast against such proposal at the Special Meeting by the holders of Abraxas Petroleum common stock. In the absence of a quorum, the Special Meeting may be adjourned by the approval of the holders of a majority of the outstanding shares present and entitled to vote at the Special Meeting.

As of the record date, directors and executive officers of Abraxas Petroleum and their affiliates had the right to vote 4,245,438 shares of Abraxas Petroleum common stock, or 8.5% of the outstanding Abraxas Petroleum shares entitled to be voted at the Special Meeting. We currently expect that each of these individuals will vote their shares of Abraxas Petroleum common stock in favor of the proposals to be presented at the Special Meeting.

Table of Contents**SELECTED HISTORICAL AND PRO FORMA COMBINED FINANCIAL DATA****Summary Historical Financial Information of Abraxas Petroleum**

The following table shows summary historical financial data of Abraxas Petroleum for the periods and as of the dates indicated. The summary historical financial data as of December 31, 2007 and 2008 and for the years ended December 31, 2006, 2007 and 2008 are derived from the audited consolidated financial statements of Abraxas Petroleum included elsewhere in this proxy statement. The summary historical financial data as of June 30, 2009 and for the six months ended June 30, 2008 and 2009 are derived from the unaudited condensed consolidated financial statements of Abraxas Petroleum included elsewhere in this proxy statement. The financial condition and results of operations of Abraxas Petroleum are consolidated and reflect the financial condition and results of operations of Abraxas Petroleum and all of its consolidated subsidiaries including Abraxas Energy and Abraxas Operating. The operations of Abraxas Petroleum and Abraxas Energy are consolidated for financial reporting purposes with the interest of the limited partners, other than Investments, of Abraxas Energy presented as non-controlling interest.

	Historical Abraxas Petroleum				
	Year Ended December 31, 2006	2007	2008	Six Months Ended June 30, 2008	2009 (unaudited)
	(In thousands, except per share data)				
Total operating revenue	\$ 51,077	\$ 48,309	\$ 100,310	\$ 56,593	\$ 23,218
Lease operating and production taxes	11,776	11,254	26,635	12,372	11,854
Depreciation, depletion and amortization	14,939	14,292	23,343	11,098	8,994
Ceiling-test impairment			116,366		
General and administrative	5,160	6,438	7,127	3,672	3,730
Net interest expense	16,738	7,984	10,309	5,011	5,596
Amortization of deferred financing fees	1,591	671	1,028	467	586
Financing fees			359		362
Loss (gain) on derivative contracts	(646)	4,363	(28,333)	108,093	1,695
Loss on debt extinguishment		6,455			
Gain on sale of assets		(59,439)			
Other	819	1,148	9,379	1,137	2,628
Income (loss) before income tax	\$ 700	\$ 55,143	\$ (65,903)	\$ (85,257)	\$ (12,227)
Income tax		(283)			
Consolidated net income (loss)	\$ 700	\$ 54,860	\$ (65,903)	\$ (85,257)	\$ (12,227)
Less: Net (income) loss attributable to non-controlling interest		1,842	13,500	18,578	6,645
Net income (loss) attributable to Abraxas Petroleum	\$ 700	\$ 56,702	\$ (52,403)	\$ (66,679)	\$ (5,582)
Net income (loss) attributable to Abraxas Petroleum per common share:					
Basic	\$ 0.02	\$ 1.22	\$ (1.07)	\$ (1.36)	\$ (0.11)
Diluted	\$ 0.02	\$ 1.19	\$ (1.07)	\$ (1.36)	\$ (0.11)

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	Historical Abraxas Petroleum				
	2006	Year Ended December 31, 2007	2008	Six Months Ended June 30, 2009 (unaudited)	
		(In thousands)			
Cash flow data:					
Net cash provided by operating activities	\$ 15,561	\$ 18,332	\$ 43,387	\$ 30,487	9,456
Net cash used in investing activities	(14,102)	(26,908)	(173,944)	(155,475)	(7,510)
Net cash provided by (used in) financing activities	(1,458)	27,469	113,545	118,762	(2,080)

	Abraxas Petroleum			
	2006	At December 31,		At June 30, 2009 (unaudited)
		2007	2008	
(In thousands)				
Consolidated Balance Sheet Data:				
Working capital (deficit)	\$ (3,719)	\$ 11,348	\$ (26,000)	\$ (30,915)
Total assets	116,940	147,119	211,839	200,563
Current maturities of long-term debt			40,134	46,062
Long-term debt	127,614	45,900	130,835	128,843
Stockholders' equity (deficit)	(22,165)	79,344	11,751	(270)

Table of Contents**Summary Historical Financial Information of Abraxas Energy**

The following table shows summary historical financial data of Abraxas Petroleum and Abraxas Energy for the periods and as of the dates indicated. The summary historical financial data of Abraxas Petroleum for the year ended December 31, 2006 and for the period from January 1 to May 24, 2007 and the summary historical financial data of Abraxas Energy as of December 31, 2007 and 2008 and for the period from May 25 to December 31, 2007 and for the year ended December 31, 2008 are derived from the audited consolidated financial statements included elsewhere in this proxy statement. The summary historical financial data of Abraxas Energy as of June 30, 2009 and for the six months ended June 30, 2008 and 2009 are derived from the unaudited condensed consolidated financial statements of Abraxas Energy included elsewhere in this proxy statement. The financial condition and results of operations of Abraxas Petroleum for the periods up to May 24, 2007 are referred to in this proxy statement as *Predecessor*, and the financial condition and results of operations for periods subsequent to May 24, 2007 are referred to as *Successor* and represent only those of Abraxas Energy.

	Predecessor		Historical		Successor	
	Abraxas Petroleum		Abraxas Energy		Abraxas Energy	
Year Ended	January 1 -	May 25 -	Year Ended	Six Months Ended	June 30,	
December 31,	May 24,	December 31,	December 31,	2008	2008	2009
2006	2007	2007	2008	(unaudited)		
(In thousands, except per share/unit data)						
Total operating revenue	\$ 51,077	\$ 19,305	\$ 22,148	\$ 83,391	\$ 47,260	\$ 18,321
Lease operating and production taxes	11,776	4,757	5,136	22,577	10,756	9,833
Depreciation, depletion and amortization	14,939	5,773	7,039	20,063	9,583	7,028
Ceiling-test impairment				97,121		2,775
General and administrative	5,160	1,867	987	2,657	1,290	1,475
Net interest expense	16,738	6,371	1,774	10,181	5,052	5,316
Amortization of deferred financing fees	1,591	632	121	988	447	537
Financing fees				359		362
Loss (gain) on derivative contracts	(646)	218	4,125	(28,333)	108,093	1,695
Loss on debt extinguishment			6,455			
Other	819	295		1,105	711	2,229
Income (loss)	\$ 700	\$ (608)	\$ (3,489)	\$ (43,327)	\$ (88,672)	\$ (12,929)
Income (loss) per common share/unit:						
Basic	\$ 0.02	\$ (0.01)	\$ (0.31)	\$ (3.81)	\$ (7.80)	\$ (1.13)
Diluted	\$ 0.02	\$ (0.01)	\$ (0.31)	\$ (3.81)	\$ (7.80)	\$ (1.13)
Cash flow data:						
Net cash provided by operating activities	\$ 15,561	\$ 10,150	\$ 5,466	\$ 30,474	\$ 19,285	\$ 10,676
Net cash used in investing activities	(14,102)	(6,622)	(14,086)	(131,900)	(134,039)	(3,098)
Net cash provided by (used in) financing activities	(1,458)	(1,742)	10,379	101,591	113,299	(7,988)

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	Predecessor Abraxas Petroleum 2006	Historical		
		At December 31, 2007	Successor Abraxas Energy 2008	At June 30, 2009 (unaudited)
(In thousands)				
Consolidated Balance Sheet Data:				
Working capital (deficit)	\$ (3,719)	\$ 3,740	\$ (14,595)	\$ (15,683)
Total assets	116,940	105,703	169,240	153,414
Current maturities of long-term debt			40,000	40,000
Long-term debt	127,614	45,900	125,600	123,675
Stockholders / Partners equity (deficit)	(22,615)	49,688	(12,492)	(25,989)

Table of Contents**Selected Unaudited Pro Forma Combined Financial Information**

The following unaudited pro forma combined financial information reflects Abraxas Petroleum's historical results on a pro forma basis to give effect to (a) the Merger and related transactions and (b) the new credit facility. The unaudited pro forma combined balance sheet information reflects the Merger and related transactions, including the new credit facility, as if they occurred on June 30, 2009, and the unaudited pro forma combined statement of operations information for the twelve months ended December 31, 2008 and the six months ended June 30, 2009 reflect the Merger and related transactions, including the new credit facility, as if they occurred on January 1, 2008.

The unaudited pro forma combined financial information is based on the historical financial statements of Abraxas Petroleum and Abraxas Energy and on publicly available information and certain assumptions and adjustments as discussed in the section entitled "Unaudited Pro Forma Combined Financial Information" included elsewhere in this proxy statement. The unaudited pro forma combined financial information is provided for illustrative purposes only and is not necessarily indicative of what the operating results or financial position of Abraxas Petroleum or Abraxas Energy would have been had the Merger and related transactions, including the new credit facility, been completed at the beginning of the periods or on the dates indicated, nor are they necessarily indicative of future operating results or financial position. Abraxas Petroleum and Abraxas Energy may have performed differently had they been combined during the periods presented. The following should be read in connection with the section of this proxy statement entitled "Unaudited Pro Forma Combined Financial Information" and other information included in this proxy statement.

	Year Ended December 31, 2008	Pro Forma Six Months Ended June 30, 2009 (unaudited)
	(In thousands, except per share data)	
Statement of Operations Data:		
Total revenue	\$ 100,310	\$ 23,218
Net income (loss) attributable to Abraxas Petroleum	(56,702)	(10,854)
Net income (loss) attributable to Abraxas Petroleum per share (1):		
Basic	(0.70)	(0.13)
Diluted	(0.70)	(0.13)

(1) Determined using the mid-point exchange ratio of 5.125, or \$1.17 per share.

	Pro Forma As of June 30, 2009 (unaudited)
	(In thousands)
Balance Sheet Data:	
Total assets	\$ 172,791
Total liabilities	173,285
Stockholders' equity (deficit)	(494)

Table of Contents**Comparative Historical and Unaudited Pro Forma Combined Per Share/Per Unit Data**

The following table sets forth selected historical per share information of Abraxas Petroleum and per unit information of Abraxas Energy and unaudited pro forma combined per share information after giving effect to (a) the Merger and related transactions and (b) the new credit facility. The unaudited pro forma combined balance sheet information reflects the Merger and related transactions, including the new credit facility, as if they occurred as of June 30, 2009, and the unaudited pro forma combined statement of operations information for the twelve months ended December 31, 2008 and the six months ended June 30, 2009 reflect the Merger and related transactions, including the new credit facility, as if they occurred as of the beginning of the respective period.

The unaudited pro forma combined financial information is based on the historical financial statements of Abraxas Petroleum and Abraxas Energy and on publicly available information and certain assumptions and adjustments as discussed in the section entitled "Unaudited Pro Forma Combined Financial Information" included elsewhere in this proxy statement. The unaudited pro forma combined financial information is provided for illustrative purposes only and is not necessarily indicative of what the operating results or financial position of Abraxas Petroleum or Abraxas Energy would have been had the Merger and related transactions, including the new credit facility, been completed at the beginning of the periods or on the dates indicated, nor are they necessarily indicative of future operating results or financial position. Abraxas Petroleum and Abraxas Energy may have performed differently had they been combined during the periods presented. The following should be read in connection with the section of this proxy statement entitled "Unaudited Pro Forma Combined Financial Information" and other information included in this proxy statement.

	Year Ended December 31, 2008	Six Months Ended June 30, 2009 (unaudited)
Abraxas Petroleum Historical Per Share Data:		
Basic net income (loss) per common share	\$ (1.07)	\$ (0.11)
Diluted net income (loss) per common share	(1.07)	(0.11)
Book value per common share at end of period	3.23	3.19
Abraxas Energy Historical Per Unit Data:		
Basic net income (loss) per common unit	\$ (3.81)	\$ (1.13)
Diluted net income (loss) per common unit	(3.81)	(1.13)
Cash distribution declared per common unit	1.65	
Book value per common unit at end of period	10.46	9.61
Abraxas Petroleum Pro Forma Per Share Data (1):		
Basic net income (loss) per common share	\$ (0.70)	\$ (0.13)
Diluted net income (loss) per common share	(0.70)	(0.13)
Book value per common share at end of period	1.97	1.95
Abraxas Energy Equivalent Pro Forma Per Unit Data (2):		
Basic net income (loss) per common unit	\$ (3.58)	\$ (0.67)
Diluted net income (loss) per common unit	(3.58)	(0.67)
Cash distribution declared per common unit	1.65	
Book value per common unit at end of period	10.12	10.00

(1) Determined using the mid-point exchange ratio of 5.125, or \$1.17 per share.

(2) Determined using the Abraxas Petroleum pro forma per share data multiplied by the mid-point exchange ratio of 5.125, or \$1.17 per share to derive Abraxas Energy Equivalent pro forma per unit data.

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RISK FACTORS

Abraxas Petroleum stockholders should consider the following factors carefully in evaluating whether to approve the issuance of shares of Abraxas Petroleum common stock in the Merger, and the other proposals in this proxy statement. These factors should be considered in conjunction with the other information included in this proxy statement, including the forward-looking statements made herein. The following risk factors do not include all risks that Abraxas Petroleum will face as a result of the Merger. Additional risks related to our existing business and markets, which will continue to confront us whether or not the Merger occurs, are described in this proxy statement and in our public filings with the SEC, including our Forms 10-K and Forms 10-Q.

Risks Related to the Merger

We will incur substantial new indebtedness in order to close the Merger, which may adversely affect our cash flow and business operations.

A condition to closing the Merger is that Abraxas Petroleum shall have obtained financing to repay all of Abraxas Energy's outstanding indebtedness under its existing credit facilities. At August 28, 2009, Abraxas Energy had outstanding indebtedness of \$135.0 million and Abraxas Petroleum had outstanding indebtedness of \$5.9 million, for a total of \$140.9 million, excluding the mortgage on Abraxas Petroleum's office building. We have received a non-binding term sheet for a new senior secured revolving credit facility of up to \$300.0 million and a senior secured term loan of \$10.0 million, of which approximately \$155.0 million is expected to be available to us at closing. We intend to borrow \$130.9 million under the revolving portion of the new credit facility and \$10.0 million under the term loan portion of the new credit facility at closing. For more information, see Proposal 1 Approval of Stock Issuance The New Credit Facility.

Our future indebtedness could have important consequences to us, including:

our ability to obtain additional financing, if necessary, for working capital, capital expenditures, acquisitions or other purposes may be impaired or such financing may not be available on favorable terms;

covenants contained in our new credit facility and future debt arrangements will require us to meet financial tests that may affect our flexibility in planning for and reacting to changes in our business, including possible acquisition opportunities;

we may need a substantial portion of our cash flow from operations to make principal and interest payments on our indebtedness, reducing the funds that would otherwise be available for operations and future business opportunities; and

our level of debt will make us more vulnerable to competitive pressures, or a downturn in our business or the economy generally, than our competitors with less debt.

Our ability to service our indebtedness will depend upon, among other things, our future financial and operating performance, which will be affected by prevailing economic conditions and financial, business, regulatory and other factors, some of which are beyond our control. If our operating results are not sufficient to service our current or future indebtedness, we will be forced to take actions such as reducing or delaying acquisitions and/or capital expenditures, selling assets, restructuring or refinancing our indebtedness or seeking additional debt or equity capital or bankruptcy protection. We may not be able to effect any of these remedies on satisfactory terms or at all.

A breach of the terms and conditions of the new credit facility, including the inability to comply with the required financial covenants, could result in an event of default. If an event of default occurs (after any applicable notice and cure periods), the lenders would be entitled to terminate any commitment to make further extensions of credit under the new credit facility and to accelerate the repayment of amounts outstanding (including accrued

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and unpaid interest and fees). Upon a default under the new credit facility, the lenders could also foreclose against any collateral securing such obligations, which may be all or substantially all of our assets. If that occurred, we may not be able to continue to operate as a going concern.

Completion of the Merger will result in substantial and immediate dilution to the voting power of our current stockholders.

Issuing shares of our common stock to the Abraxas Energy unitholders in the Merger will significantly dilute the voting power of our existing stockholders (from 100% of the outstanding shares before the Merger to 65.6% afterwards, assuming the maximum exchange ratio of 6.00). If we do not realize the benefits from the Merger anticipated by the Abraxas Petroleum Board when they approved to the Merger, the market price of our common stock may decline as a result and our stockholders may not realize a benefit despite the ownership dilution they will experience.

The exchange ratio is fixed within a certain range and will not be adjusted in the event of any significant change in the price of Abraxas Petroleum common stock.

If the Merger is consummated, each Abraxas Energy common unit outstanding immediately prior to the closing of the Merger, other than common units owned by Abraxas Petroleum and Investments, will be converted into the right to receive not less than 4.25 shares and not more than 6.00 shares of Abraxas Petroleum common stock per common unit of Abraxas Energy. This exchange ratio was fixed in the Merger Agreement and will not be adjusted for changes in the market price of Abraxas Petroleum common stock. Changes in the price of Abraxas Petroleum common stock prior to the closing of the Merger will affect the market value of the Merger Consideration that Abraxas Energy common unitholders will receive in the Merger. Stock price changes may result from a variety of factors (many of which are beyond the control of Abraxas Petroleum), including:

changes in the operations and prospects of Abraxas Petroleum;

changes in the market assessment of the operations and prospects of Abraxas Petroleum;

interest rates, general market and economic conditions and other factors, including commodity prices, generally affecting the price of securities; and

federal, state and local legislation, governmental regulation and legal developments in the business which Abraxas Petroleum operates.

The price of Abraxas Petroleum common stock at the closing of the Merger may vary from its price on the date the Original Merger Agreement was executed, on the date of this proxy statement, and on the date of the Special Meeting. As a result, the market value represented by the Merger Consideration will also vary. For example, based on the range of closing prices of Abraxas Petroleum common stock during the period from June 17, 2009, the last trading day before public announcement of the intent to merge, through September 1, 2009, the latest practical date before the date of this proxy statement, the exchange ratio represented a market value ranging from a low of \$31.8 million to a high of \$37.0 million for each Abraxas Energy common unit.

Certain of our directors and executive officers have interests that are in addition to those of other stockholders, which may influence them to support the Merger.

Certain of our directors and executive officers have interests in the Merger that are in addition to yours, which may influence them to support the Merger or seek to waive certain conditions in the Merger Agreement without regard to your interests. These are described under Proposal 1 Approval of Stock Issuance Interests

of Certain Persons in the Merger. You should consider whether these directors and executive officers are more likely to support approval of the stock issuance, or the waiver of conditions that might benefit our stockholders, than if they did not hold these interests.

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We have incurred and will incur significant costs in connection with the Merger, whether or not we complete it.

We have incurred significant costs related to the Merger and we expect to incur significant additional costs. These costs include financial advisory, legal and accounting fees and expenses and other charges. We may also incur additional unanticipated costs for any of a number of reasons. Such costs will reduce the assets that either Abraxas Petroleum or Abraxas Energy would have if the Merger is not consummated or that we would have to operate our business after the Merger.

Failure to complete the Merger or delays in completing the Merger could negatively affect the price of Abraxas Petroleum common stock and its future business and operations.

If the Merger is not completed for any reason, Abraxas Petroleum and Abraxas Energy may be subject to a number of material risks, including the following:

the individual entities will not realize the benefits expected from the Merger, including a potentially enhanced financial position;

the price of Abraxas Petroleum common stock may decline to the extent that the current market price reflects a market assumption that the Merger will be completed; and

some costs relating to the Merger must be paid even if the Merger is not completed.

Risks Related to Our Business

We may not be able to fund the capital expenditures that will be required for us to increase reserves and production

We must make capital expenditures to develop our existing reserves and to discover new reserves. Historically, we have financed our capital expenditures primarily with cash flow from operations, borrowings under credit facilities, sales of producing properties, and sales of debt and equity securities and we expect to continue to do so in the future. We cannot assure you that we will have sufficient capital resources in the future to finance all of our planned capital expenditures.

Volatility in oil and gas prices, the timing of our drilling programs and drilling results will affect our cash flow from operations. Lower prices and/or lower production will also decrease revenues and cash flow, thus reducing the amount of financial resources available to meet our capital requirements, including reducing the amount available to pursue our drilling opportunities. If our cash flow from operations does not increase as a result of planned capital expenditures, a greater percentage of our cash flow from operations will be required for debt service and operating expenses and our planned capital expenditures would, by necessity, be decreased.

The borrowing base under our new credit facility will be determined from time to time by the lenders. Reductions in estimates of oil and gas reserves could result in a reduction in the borrowing base, which would reduce the amount of financial resources available under this new credit facility to meet our capital requirements. Such a reduction could be the result of lower commodity prices and/or production, inability to drill or unfavorable drilling results, changes in oil and gas reserve engineering, the lenders' inability to agree to an adequate borrowing base or adverse changes in the lenders' practices regarding estimation of reserves.

If cash flow from operations or our borrowing base decrease for any reason, our ability to undertake exploration and development activities could be adversely affected. As a result, our ability to replace production may be limited. In addition, if the borrowing base under the new credit facility is reduced, we would be required to reduce our borrowings under the new credit facility so that such borrowings do not exceed the borrowing base. This could further reduce the cash available to us for capital spending and, if we did not have sufficient capital to reduce our borrowing level, we may be in default under the new credit facility.

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Abraxas Petroleum has sold producing properties to provide it with liquidity and capital resources in the past and we may do so in the future. After any such sale, we would expect to utilize the proceeds to drill new wells on our remaining properties. If we cannot replace the production lost from properties sold with production from the remaining properties, our cash flow from operations will likely decrease, which in turn, would decrease the amount of cash available for additional capital spending.

We may be unable to acquire or develop additional reserves, in which case our results of operations and financial condition would be adversely affected.

Our future oil and gas production, and therefore our success, is highly dependent upon our ability to find, acquire and develop additional reserves that are profitable to produce. The rate of production from our oil and gas properties and our proved reserves will decline as our reserves are produced. Unless we acquire additional properties containing proved reserves, conduct successful development and exploration activities or, through engineering studies, identify additional behind-pipe zones or secondary recovery reserves, we cannot assure you that our exploration and development activities will result in increases in our proved reserves. Approximately 92% of the estimated ultimate recovery of our proved developed producing reserves as of December 31, 2008, had been produced. Based on the reserve information set forth in our reserve report of December 31, 2008, our average annual estimated decline rate for our net proved developed producing reserves is 11% during the first five years, 8% in the next five years, and approximately 8% thereafter. These rates of decline are estimates and actual production declines could be materially higher. While we have had some success in finding, acquiring and developing additional reserves, we have not always been able to fully replace the production volumes lost from natural field declines and prior property sales. For example, in 2006, we replaced only 7% of the reserves we produced. As our proved reserves and consequently our production decline, our cash flow from operations, and the amount that we are able to borrow under our new credit facility will also decline. In addition, approximately 46% of our total estimated proved reserves at December 31, 2008 were classified as undeveloped. By their nature, estimates of undeveloped reserves are less certain. Recovery of such reserves will require significant capital expenditures and successful drilling operations. Even if we are successful in our development efforts, it could take several years for a significant portion of these undeveloped reserves to generate positive cash flow.

We may not find any commercially productive oil and gas reservoirs.

We cannot assure you that the new wells we drill will be productive or that we will recover all or any portion of our capital investment. Drilling for oil and gas may be unprofitable. Dry holes and wells that are productive but do not produce sufficient net revenues after drilling, operating and other costs are unprofitable. The inherent risk of not finding commercially productive reservoirs will be compounded by the fact that 46% of our total estimated proved reserves at December 31, 2008, were classified as undeveloped. By their nature, estimates of undeveloped reserves are less certain. Recovery of such reserves will require significant capital expenditures and successful drilling operations. In addition, our properties may be susceptible to drainage from production by other operations on adjacent properties. If the volume of oil and gas we produce decreases, our cash flow from operations will decrease.

Our drilling operations may be curtailed, delayed or cancelled as a result of a variety of factors that are beyond our control or not covered by insurance.

Our drilling operations are subject to a number of risks, including:

unexpected drilling conditions;

facility or equipment failure or accidents;

shortages or delays in the availability of drilling rigs, equipment and crews;

adverse weather conditions;

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title problems;

unusual or unexpected geological formations;

pipeline ruptures;

fires, blowouts and explosions; and

uncontrollable flows of oil or gas or well fluids.

Any of these events could adversely affect our ability to conduct operations or cause substantial losses, including personal injury or loss of life, damage to or destruction of property, natural resources and equipment, pollution or other environmental, contamination, loss of wells, regulatory penalties, suspension of operations, and attorney's fees and other expenses incurred in the prosecution or defense of litigation.

We maintain insurance against some but not all of these risks. Additionally, we may elect not to obtain insurance if we believe that the cost of available insurance is excessive relative to the perceived risks presented. Losses could therefore occur for uninsurable or uninsured risks or in amounts in excess of existing insurance coverage. The occurrence of an event that is not fully covered by insurance could have a material adverse impact on our business activities, financial condition and results of operations.

Restrictive debt covenants could limit our growth and our ability to finance our operations, fund our capital needs, respond to changing conditions and engage in other business activities that may be in our best interests.

We expect our new credit facility will contain a number of significant covenants that, among other things, will limit our ability to:

incur or guarantee additional indebtedness and issue certain types of preferred stock or redeemable stock;

transfer or sell assets;

create liens on assets;

pay dividends or make other distributions on capital stock or make other restricted payments, including repurchasing, redeeming or retiring capital stock or subordinated debt or making certain investments or acquisitions;

engage in transactions with affiliates;

guarantee other indebtedness;

make any change in the principal nature of our business;

permit a change of control; or

consolidate, merge or transfer all or substantially all of our assets.

In addition, we expect that our new credit facility will require us to maintain compliance with specified financial covenants. Our ability to comply with these covenants may be adversely affected by events beyond our control, and we cannot assure you that we can maintain compliance with these covenants. These financial covenants could limit our ability to obtain future financings, make needed capital expenditures, withstand a future downturn in our business or the economy in general or otherwise conduct necessary or desirable business activities.

A breach of any of these covenants could result in a default under our new credit facility. A default, if not cured or waived, could result in all of our indebtedness becoming immediately due and payable. If that should occur, we may not be able to pay all such debt or to borrow sufficient funds to refinance it. Even if new financing were then available, it may not be on terms that are acceptable or favorable to us.

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The marketability of our production depends largely upon the availability, proximity and capacity of gas gathering systems, pipelines and processing facilities.

The marketability of our production depends in part upon processing and transportation facilities. Transportation space on such gathering systems and pipelines is occasionally limited and at times unavailable due to repairs or improvements being made to such facilities or due to such space being utilized by other companies with priority transportation agreements. Our access to transportation options can also be affected by U.S. Federal and state regulation of oil and gas production and transportation, general economic conditions and changes in supply and demand. These factors and the availability of markets are beyond our control. If market factors dramatically change, the financial impact on us could be substantial and adversely affect our ability to produce and market oil and gas.

An increase in the differential between NYMEX and the reference or regional index price used to price our oil and gas would reduce our cash flow from operations.

Our oil and gas is priced in the local markets where it is produced based on local or regional supply and demand factors. The prices we receive for our oil and gas are typically lower than the relevant benchmark prices, such as NYMEX. The difference between the benchmark price and the price we receive is called a differential. Numerous factors may influence local pricing, such as refinery capacity, pipeline capacity and specifications, upsets in the midstream or downstream sectors of the industry, trade restrictions and governmental regulations. Additionally, insufficient pipeline capacity, lack of demand in any given operating area or other factors may cause the differential to increase in a particular area compared with other producing areas. For example, production increases from competing Canadian and Rocky Mountain producers, combined with limited refining and pipeline capacity in the Rocky Mountain area, have gradually widened differentials in this area.

During 2008, differentials averaged \$7.07 per Bbl of oil and \$1.30 per Mcf of gas. Approximately 39% of our production during 2008 was from the Rocky Mountain and Mid-Continent regions. Historically, these regions have experienced wider differentials than our Permian Basin and Gulf Coast properties. As the percentage of our production from the Rocky Mountain and Mid-Continent regions increases, we expect that our price differentials will also increase. Increases in the differential between the benchmark prices for oil and gas and the wellhead price we receive could significantly reduce our revenues and our cash flow from operations.

Our derivative contract activities could result in financial losses or could reduce our cash flow.

To achieve more predictable cash flow and reduce our exposure to adverse fluctuations in the prices of oil and gas and to comply with the requirements under our new credit facility, we will enter into derivative contracts, which we sometimes refer to as hedging arrangements, for a significant portion of our oil and gas production that could result in both realized and unrealized derivative contract losses. In connection with the monetization of Abraxas Energy's in-the-money commodity swaps, Abraxas Energy and Abraxas Petroleum entered into NYMEX-based fixed price commodity swap arrangements on approximately 85% of their oil and gas production from their estimated net proved developed producing reserves through December 31, 2012 and 70% for 2013 and we expect our new credit facility will require that we enter into similar arrangements. We expect that our derivative contracts that we entered into on July 29, 2009 will satisfy this requirement. Any new hedging arrangements will be priced at then-current market prices and may be significantly lower than the existing hedges we currently have in place. The extent of our commodity price exposure will be related largely to the effectiveness and scope of our commodity price derivative contract activities. For example, the prices utilized in our derivative instruments will be NYMEX-based, which may differ significantly from the actual prices we receive for oil and gas which are based on the local markets where oil and gas are produced. The prices that we receive for our oil and gas production are typically lower than the relevant benchmark prices that are used for calculating commodity derivative positions. The difference between the benchmark price and the price we receive is called a differential. As a result, our cash flow could be affected if the basis differentials widen more than we anticipate. For more information see [An increase in the differential between NYMEX and the reference or regional index price used to price our oil and gas would reduce our cash flow from operations.](#) We

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currently do not have any basis differential hedging arrangements in place. Our cash flow could also be affected based upon the levels of our production. If production is higher than we estimate, we will have greater commodity price exposure than we intended. If production is lower than the nominal amount that is subject to our hedging arrangements, we may be forced to satisfy all or a portion of our hedging arrangements without the benefit of the cash flow from our sale of the underlying physical commodity, resulting in a substantial reduction in cash flows.

If the prices at which we hedge our oil and gas production are less than current market prices, our cash flow from operations could be adversely affected.

When our derivative contract prices are higher than market prices, we will incur realized and unrealized gains on our derivative contracts and when contract prices are lower than market prices, we will incur realized and unrealized losses. For the year ended December 31, 2008, Abraxas Energy recognized a realized loss on oil and gas derivative contracts of \$9.3 million and an unrealized gain of \$40.5 million. The realized loss resulted in a decrease in cash flow from operations. We expect to continue to enter into similar hedging arrangements in the future to reduce our cash flow volatility. In connection with the monetization of Abraxas Energy's in-the-money commodity swaps, we recently entered into hedging arrangements for specified volumes, which equate to approximately 85% of the estimated oil and gas production from our proved developed producing reserves through December 31, 2012 and 70% for 2013.

We cannot assure you that the derivative contracts that we have entered into, or will enter into, will adequately protect us from financial loss in the future due to circumstances such as:

highly volatile oil and gas prices;

our production being less than expected; or

a counterparty to one of our hedging transactions defaulting on its contractual obligations.

Lower oil and gas prices increase the risk of ceiling limitation write-downs.

We use the full cost method to account for our oil and gas operations. Accordingly, we capitalize the cost to acquire, explore for and develop oil and gas properties. Under full cost accounting rules, the net capitalized cost of oil and gas properties may not exceed a ceiling limit which is based upon the present value of estimated future net cash flows from proved reserves, discounted at 10%. If net capitalized costs of oil and gas properties exceed the ceiling limit, we must charge the amount of the excess to earnings. This is called a ceiling limitation write-down. This charge does not impact cash flow from operating activities, but does reduce our stockholders' equity and earnings. The risk that we will be required to write-down the carrying value of oil and gas properties increases when oil and gas prices are low. In addition, write-downs may occur if we experience substantial downward adjustments to our estimated proved reserves. An expense recorded in one period may not be reversed in a subsequent period even though higher oil and gas prices may have increased the ceiling applicable to the subsequent period.

At December 31, 2008, our net capitalized costs of oil and gas properties exceeded the present value of our estimated proved reserves by \$116.4 million resulting in a write-down of \$116.4 million. We cannot assure you that we will not experience additional ceiling limitation write-downs in the future.

Use of our net operating loss carryforwards may be limited.

At December 31, 2008, we had, subject to the limitation discussed below, \$194.4 million of net operating loss carryforwards for U.S. tax purposes. These loss carryforwards will expire in varying amounts through 2028 if not otherwise used.

The use of our net operating loss carryforwards may be limited if an ownership change of over 50 percentage points occurs during any three-year period. Based on current estimates, we believe that we have not

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surpassed this threshold. If the Merger itself were to cause us to surpass the threshold, we believe that our current net operating loss carryforwards could be used to offset any U.S. federal income tax liability caused by the Merger. With respect to any remaining net operating loss carryforwards following the Merger, it is feasible that even a modest change of ownership (including, but not limited to, a shift in common stock ownership by one reasonably large stockholder or any offering of common stock) during the three-year period following the Merger could trigger a significant limitation of the amount of such net operating loss carryforwards available to offset future taxable income.

Additionally, uncertainties exist as to the future utilization of the operating loss carryforwards under the criteria set forth under FASB Statement No. 109. Therefore, we have established a valuation allowance of \$66.9 million for deferred tax assets at December 31, 2006, \$47.2 million at December 31, 2007 and \$60.8 million at December 31, 2008.

We depend on our Chairman, President and CEO and the loss of his services could have an adverse effect on our operations.

We depend to a large extent on Robert L.G. Watson, our Chairman of the Board, President and Chief Executive Officer, for our management and business and financial contacts. Mr. Watson may terminate his employment agreement with us at any time on 30 days notice, but, if he terminates without cause, he would not be entitled to the severance benefits provided under the terms of that agreement. Mr. Watson is not precluded from working for, with or on behalf of a competitor upon termination of his employment with us. If Mr. Watson were no longer able or willing to act as our Chairman, the loss of his services could have an adverse effect on our operations.

Risks Related to Our Industry

Market conditions for oil and gas, and particularly volatility of prices for oil and gas, could adversely affect our revenue, cash flows, profitability and growth.

Our revenue, cash flows, profitability and future rate of growth depend substantially upon prevailing prices for oil and gas. Gas prices affect us more than oil prices because 65% of our production and 72% of our reserves were gas at December 31, 2008. Prices also affect the amount of cash flow available for capital expenditures and our ability to borrow money or raise additional capital. Lower prices may also make it uneconomical for us to increase or even continue current production levels of oil and gas.

Prices for oil and gas are subject to large fluctuations in response to relatively minor changes in the supply and demand for oil and gas, market uncertainty and a variety of other factors beyond our control, including:

changes in foreign and domestic supply and demand for oil and gas;

political stability and economic conditions in oil producing countries, particularly in the Middle East;

general economic conditions;

domestic and foreign governmental regulation; and

the price and availability of alternative fuel sources.

The current global recession has had a significant impact on commodity prices and our operations. If commodity prices remain depressed, our revenues, profitability and cash flow from operations may decrease which could cause us to alter our business plans, including reducing our drilling activities.

Estimates of proved reserves and future net revenue are inherently imprecise.

The process of estimating oil and gas reserves is complex involving decisions and assumptions in evaluating the available geological, geophysical, engineering and economic data. Accordingly, these estimates are

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imprecise. Actual future production, oil and gas prices, revenues, taxes, capital expenditures, operating expenses and quantities of recoverable oil and gas reserves most likely will vary from those estimated. Any significant variance could materially affect the estimated quantities and present value of reserves set forth in this proxy statement. In addition, we may adjust estimates of proved reserves to reflect production history, results of exploration and development, prevailing oil and gas prices and other factors, many of which are beyond our control.

The estimates of our consolidated reserves are based upon various assumptions about future production levels, prices and costs that may not prove to be correct over time. In particular, estimates of oil and gas reserves, future net revenue from proved reserves and the PV-10 thereof for our oil and gas properties are based on the assumption that future oil and gas prices remain the same as oil and gas prices at December 31, 2008. The sales prices as of such date used for purposes of such estimates were \$4.77 per Mcf of gas and \$41.84 per Bbl of oil. This compares with \$6.33 per Mcf of gas and \$87.30 per Bbl of oil as of December 31, 2007. These estimates also assume that we will make future capital expenditures of approximately \$134.1 million in the aggregate primarily from 2009 through 2014, which are necessary to develop and realize the value of proved undeveloped reserves on our properties. In addition, approximately 46% of our total estimated consolidated proved reserves as of December 31, 2008 were classified as undeveloped. By their nature, estimates of undeveloped reserves are less certain than proved developed reserves. Any significant variance in actual results from these assumptions could also materially affect the estimated quantity and value of reserves set forth in this proxy statement.

The present value of future net cash flows from our proved reserves is not necessarily the same as the current market value of our estimated reserves. Any material inaccuracies in our reserve estimates or underlying assumptions will materially affect the quantities and present value of our reserves, which could adversely affect our business, results of operations and financial condition.

As required by SEC regulations, we base the estimated discounted future net cash flows from our proved reserves on prices and costs in effect on the day of the estimate. However, actual future net cash flows from our properties will be affected by factors such as:

supply of and demand for oil and gas;

actual prices we receive for oil and gas;

our actual operating costs;

the amount and timing of our capital expenditures;

the amount and timing of actual production; and

changes in governmental regulations or taxation.

The timing of both our production and our incurrence of expenses in connection with the development and production of our properties will affect the timing of actual future net cash flows from proved reserves, and thus their actual present value. In addition, the 10% discount factor we use when calculating discounted future net cash flow, which is required by the SEC, may not be the most appropriate discount factor based on interest rates in effect from time to time and risks associated with us or the oil and gas industry in general. Any material inaccuracies in our reserve estimates or underlying assumptions will materially affect the quantities and present value of our reserves, which could adversely affect our business, results of operations and financial condition.

Our operations are subject to the numerous risks of oil and gas drilling and production activities.

Our oil and gas drilling and production activities are subject to numerous risks, many of which are beyond our control. These risks include the risk of fire, explosions, blow-outs, pipe failure, abnormally pressured formations and environmental hazards. Environmental hazards include oil spills, gas leaks, ruptures and discharges of toxic gases. In addition, title problems, weather conditions and mechanical difficulties or shortages

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or delays in delivery of drilling rigs and other equipment could negatively affect our operations. If any of these or other similar industry operating risks occur, we could have substantial losses. Substantial losses also may result from injury or loss of life, severe damage to or destruction of property, clean-up responsibilities, regulatory investigation and penalties and suspension of operations. In accordance with industry practice, we maintain insurance against some, but not all, of the risks described above. We cannot assure you that our insurance will be adequate to cover losses or liabilities. Also, we cannot predict the continued availability of insurance at premium levels that justify its purchase.

We operate in a highly competitive industry which may adversely affect our operations.

We operate in a highly competitive environment. The principal resources necessary for the exploration and production of oil and gas are leasehold prospects under which oil and gas reserves may be discovered, drilling rigs and related equipment to explore for such reserves and knowledgeable personnel to conduct all phases of oil and gas operations. We must compete for such resources with both major oil and gas companies and independent operators. Many of these competitors have financial and other resources substantially greater than ours. Although we believe our current operating and financial resources are adequate to preclude any significant disruption of our operations in the immediate future, we cannot assure you that such materials and resources will be available to us.

The unavailability or high cost of drilling rigs, equipment, supplies, insurance, personnel and oil field services could adversely affect our ability to execute our exploration and development plans on a timely basis and within our budget.

Our industry is cyclical and, from time to time, there could be a shortage of drilling rigs, equipment, supplies, insurance or qualified personnel. During these periods, the costs and delivery times of rigs, equipment and supplies are substantially greater. In addition, the demand for, and wages of, qualified drilling rig crews rise as the number of active rigs in service increases. When oil and gas prices are high, the demand for oilfield services rises and the cost of these services increases.

Our oil and gas operations are subject to various Federal, state and local regulations that materially affect our operations.

Matters regulated include permits for drilling operations, drilling and abandonment bonds, reports concerning operations, the spacing of wells and unitization and pooling of properties and taxation. At various times, regulatory agencies have imposed price controls and limitations on production. In order to conserve supplies of oil and gas, these agencies have restricted the rates of flow from oil and gas wells below actual production capacity. Federal, state and local laws regulate production, handling, storage, transportation and disposal of oil and gas, by-products from oil and gas and other substances and materials produced or used in connection with oil and gas operations. To date, our expenditures related to complying with these laws and for remediation of existing environmental contamination have not been significant. We believe that we are in substantial compliance with all applicable laws and regulations. However, the requirements of such laws and regulations are frequently changed. We cannot predict the ultimate cost of compliance with these requirements or their effect on our operations.

Risks Related to Abraxas Petroleum's Common Stock

Future issuance of additional shares of common stock could cause dilution of ownership interests and adversely affect the stock price.

Abraxas Petroleum is currently authorized to issue 200,000,000 shares of common stock with such rights as determined by its board of directors. Abraxas Petroleum may in the future issue its previously authorized and unissued securities, resulting in the dilution of the ownership interests of current stockholders. In addition, if we issue the maximum number of shares of Abraxas Petroleum common stock in the Merger, our existing

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stockholders would own approximately 65.6% of our common stock then outstanding. The potential issuance of such additional shares of common stock may create downward pressure on the trading price of the common stock. Abraxas Petroleum may also issue additional shares of common stock or other securities that are convertible into or exercisable for common stock for capital raising or other business purposes. Future sales of substantial amounts of common stock, or the perception that sales could occur, could have a material adverse effect on the price of the common stock.

Abraxas Petroleum does not pay dividends on common stock.

Abraxas Petroleum has never paid a cash dividend on its common stock and the terms of the new credit facility will prohibit its ability to pay dividends on Abraxas Petroleum's common stock.

Shares eligible for future sale may depress our stock price.

At August 28, 2009, Abraxas Petroleum had 49,836,894 shares of common stock outstanding of which 4,511,997 shares were held by affiliates and, in addition, 3,202,109 shares of common stock were subject to outstanding options granted under stock option plans (of which 1,922,244 shares were vested at August 28, 2009).

All of the shares of common stock held by affiliates are restricted or control securities under Rule 144 promulgated under the Securities Act of 1933, as amended. The shares of the common stock issuable upon exercise of the stock options have been registered under the Securities Act. Sales of shares of common stock under Rule 144 or another exemption under the Securities Act or pursuant to a registration statement could have a material adverse effect on the price of the common stock and could impair our ability to raise additional capital through the sale of equity securities.

After consummation of the Merger, assuming the mid-point of the exchange ratio of 5.125, or \$1.17 per share, Abraxas Petroleum will have 81,400,775 shares of common stock outstanding of which 5,435,947 shares will be held by affiliates and, in addition, 4,477,978 shares of common stock will be subject to outstanding options granted under stock option plans (of which 1,922,244 shares will be vested at closing of the Merger). All of the shares issued in the Merger will initially be restricted securities under the Securities Act.

The price of Abraxas Petroleum common stock has been volatile and could continue to fluctuate substantially.

Abraxas Petroleum common stock is traded on the NASDAQ Stock Market. The market price of the common stock has been volatile and could fluctuate substantially based on a variety of factors, including the following:

fluctuations in commodity prices;

variations in results of operations;

legislative or regulatory changes;

general trends in the industry;

market conditions; and

analysts' estimates and other events in the oil and gas oil industry.

Abraxas Petroleum may issue shares of preferred stock with greater rights than the common stock.

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Subject to the rules of the NASDAQ Stock Market, Abraxas Petroleum's articles of incorporation authorize its board of directors to issue one or more series of preferred stock and set the terms of the preferred stock without seeking any further approval from holders of the common stock. Any preferred stock that is issued may rank ahead of the common stock in terms of dividends, priority and liquidation premiums and may have greater voting rights than the common stock.

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Anti-takeover provisions could make a third party acquisition of Abraxas Petroleum difficult.

Abraxas Petroleum's articles of incorporation and bylaws provide for a classified board of directors, with each member serving a three-year term, and eliminate the ability of stockholders to call special meetings or take action by written consent. Each of the provisions in the articles of incorporation and bylaws could make it more difficult for a third party to acquire Abraxas Petroleum without the approval of its board. In addition, the Nevada corporate statute also contains certain provisions that could make an acquisition by a third party more difficult.

An active market may not continue for the common stock and we could face de-listing if our stock price remains depressed.

The Abraxas Petroleum common stock is quoted on the NASDAQ Stock Market. While there are currently three market makers in the common stock, these market makers are not obligated to continue to make a market in the common stock. In this event, the liquidity of the common stock could be adversely impacted and a stockholder could have difficulty obtaining accurate stock quotes. If our stock price remains below \$1.00 per share for an extended period of time, we could be de-listed from the NASDAQ Stock Market as the minimum threshold for a continued listing is \$1.00 per share.

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FORWARD-LOOKING STATEMENTS

Some of the statements in this proxy statement, including those that contain the words anticipate, believe, plan, estimate, expect, should, and other similar expressions, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. Those forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements or those of our industry to be materially different from any future results, performance or achievements expressed or implied by those forward-looking statements. Among the factors that could cause actual results, performance or achievements to differ materially from those described or implied in the forward-looking statements are:

With respect to the Merger:

the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement or the failure of required conditions to close the Merger;

the inability to obtain stockholder approval or the failure to satisfy other conditions to completion of the Merger;

risks that the proposed transaction disrupts current plans and operations;

the performance of Abraxas Petroleum; and

the amount of the costs, fees, expenses and charges related to the Merger;

any of the assumptions underlying the projected financial information of Abraxas Petroleum proving to be inaccurate;

our success in development, exploitation and exploration activities;

our ability to make planned capital expenditures;

declines in our production of oil and gas;

prices for oil and gas;

our ability to raise equity capital or incur additional indebtedness;

the consummation of the Merger;

economic and business conditions;

political and economic conditions in oil producing countries, especially those in the Middle East;

price and availability of alternative fuels;

our restrictive debt covenants;

our acquisition and divestiture activities;

results of our hedging activities; and

other factors discussed elsewhere in this document.

Copies of our SEC filings are available from the SEC or may be obtained upon request from us. We do not undertake any obligation to update the information contained herein, which speaks only as of this date, other than as required by law.

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THE SPECIAL MEETING OF STOCKHOLDERS

Date, Time and Place

The Abraxas Petroleum Special Meeting will be held on October 5, 2009, at 9:00 a.m., local time, at Abraxas Petroleum's corporate office located at 18803 Meisner Drive, San Antonio, Texas 78258.

Purposes of the Special Meeting

At the Special Meeting, Abraxas Petroleum stockholders will be asked to:

approve the issuance of shares of Abraxas Petroleum common stock in the Merger;

approve the amendment to the LTIP increasing the number of shares of Abraxas Petroleum common stock reserved for issuance under the LTIP; and

approve the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies, in the event that there are not sufficient votes at the time of the Special Meeting to approve the foregoing proposals.

Record Date

Only holders of record at the close of business August 28, 2009, will be entitled to vote at the Special Meeting. Each share of Abraxas Petroleum common stock is entitled to one vote. As of the record date, there were 49,836,894 shares of Abraxas Petroleum common stock entitled to vote at the Special Meeting.

The holders of a majority of the issued and outstanding shares of Abraxas Petroleum common stock entitled to vote at the Special Meeting must be present in person or by proxy to establish a quorum for business to be conducted at the Special Meeting. Abstentions and non-votes are treated as shares that are present and entitled to vote for purposes of establishing a quorum. Non-votes occur when a proxy:

is returned by a broker or other stockholder who does not have authority to vote;