

GEOGLOBAL RESOURCES INC.

Form 10-K/A

April 05, 2011



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-K/A  
Amendment No. 1

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2010;

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission File No.: 1-32158

GEOGLOBAL RESOURCES INC.

(Exact name of registrant as specified in its charter)

Delaware

33-0464753

(State or other jurisdiction of incorporation or organization)

(IRS Employer Identification No.)

Suite 200, 625 – 4 Avenue SW, Calgary, Alberta, Canada

T2P 0K2

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: +1 403-777-9250

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which registered

Common Stock, par value \$.001 per share

NYSE Amex

Securities registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act

Yes

No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act

Yes

No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act).

|                         |                                     |                           |                          |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input type="checkbox"/>            | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input checked="" type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of June 30, 2010, the last business day of the registrant's most recently completed second fiscal quarter was \$42,057,494.

The number of shares outstanding of the registrant's common stock as of March 30, 2011 was 82,746,933.

DOCUMENTS INCORPORATED BY REFERENCE  
None

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### EXPLANATORY NOTE

This Form 10-K/A Amendment No. 1 (this “Amendment”) is being filed to amend the Annual Report on Form 10-K of GeoGlobal Resources Inc. (the “Company”) for the year ended December 31, 2010 originally filed on March 31, 2011 (the “Original Filing”).

Table 1 “Summary of Company Reserves and Economics Before Income Tax” and Table 1T “Summary of Company Reserves and Economics After Income Tax” contained in the Chapman Engineering Report filed as Exhibit 10.35 to the Original Filing contained certain inaccuracies which this Amendment is being filed to correct. Exhibit 10.35 “Chapman Engineering Report” filed herewith will replace that filed with the Original Filing. In addition, this Amendment includes as Exhibit 23.3 the consent of Chapman Petroleum Engineering Ltd. which was omitted from the Original Filing.

This Form 10-K/A does not reflect events occurring after the filing of the original Form 10-K or modify or update those disclosures. Accordingly, this Amendment should be read together with any other documents that the Company has filed with the Securities and Exchange Commission subsequent to the filing of the Original Filing. Information not affected by this Amendment is unchanged and reflects the disclosure made at the time of the original filing of the Form 10-K with the Securities and Exchange Commission on March 31, 2011. The filing of this Amendment shall not be deemed an admission that the Original Filing, when made, included any known, untrue statement of material fact or knowingly to make a statement not misleading. The following items have been amended:

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PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

EXHIBITS

The following exhibits are being filed as part of this Annual Report on Form 10-K/A:

- 10.35 Chapman Engineering Report
- 23.3 Consent of Chapman Petroleum Engineering Ltd.
- 31.1 Certification of President and Chief Executive Officer Pursuant to Rule 13a-14(a)
- 31.2 Certification of Chief Financial Officer Pursuant to Rule 13a-14(a)
- 32.1 Certification of President and Chief Executive Officer Pursuant to Section 1350
- 32.2 Certification of Chief Financial Officer Pursuant to Section 1350

(1)

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities and Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

GeoGlobal Resources Inc.

By: /s/ Sunil Karkera  
Sunil Karkera  
Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated.

| Signature                                  | Title  | Date          |
|--|--|---------------|
| /s/ Paul B. Miller<br>Paul B. Miller       | Director, President and Chief Executive Officer    | April 5, 2011 |
| /s/ Sunil Karkera<br>Sunil Karkera         | Chief Financial Officer “Chief Accounting Officer” | April 5, 2011 |
| /s/ Jean Paul Roy<br>Jean Paul Roy         | Director   | April 5, 2011 |
| /s/ Brent J. Peters<br>Brent J. Peters     | Director   | April 5, 2011 |
| /s/ Peter R. Smith<br>Peter R. Smith       | Chairman of the Board and Director (On leave)      | April 5, 2011 |
| /s/ Michael J. Hudson<br>Michael J. Hudson | Director   | April 5, 2011 |
| /s/ David D. Conklin<br>David D Conklin    | Director (and Interim Chairman of the Board)       | April 5, 2011 |
| /s/ Anoop Poddar<br>Anoop Poddar           | Director   | April 5, 2011 |



