

CANADIAN SUPERIOR ENERGY INC
Form 40-F/A
June 16, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 40-F/A

Amendment No. 1

(Check One)

- REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934
- ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **December 31, 2005**

Commission File Number: **001-31395**

CANADIAN SUPERIOR ENERGY INC.

(Exact name of Registrant as specified in its charter)

Alberta
(Province or other jurisdiction of
incorporation or organization)

1311
(Primary Standard Industrial
Classification Code (if applicable))

Not Applicable
(I.R.S. Employer Identification Number (if
applicable))

Suite 3300, 400 3rd Avenue, SW

Calgary, Alberta, Canada T2P 4H2

(403) 294-1411

(Address and telephone number of Registrant's principal executive offices)

PTSGE Corp.

Attn: Gary Kocher

Edgar Filing: CANADIAN SUPERIOR ENERGY INC - Form 40-F/A

925 Fourth Avenue, Suite 2900

Seattle, Washington 98104

(206) 623-7580

(Name, address (including zip code) and telephone number

(including area code) of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

| | Title | Name of Each Exchange on Which Registered |
|---------------|-------|---|
| Common Shares | | American Stock Exchange Toronto Stock Exchange |

Securities registered or to be registered pursuant to Section 12(g) of the Act. **None.**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act. **None.**

For annual reports, indicate by check mark the information filed with this Form:

Annual information form Audited annual financial statements

Indicate number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

The Registrant had 119,135,361 common shares outstanding as of December 31, 2005.

Indicate by check mark whether the Registrant by filing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the Exchange Act). If **Yes** is marked, indicate the file number assigned to the Registrant in connection with such Rule.

Yes No

Edgar Filing: CANADIAN SUPERIOR ENERGY INC - Form 40-F/A

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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

INTRODUCTORY NOTE

This Form 40-F/A is being filed to amend Exhibits 99.1 and 99.2 to our Annual Report on Form 40-F for the fiscal year ended December 31, 2005, which was filed with the Securities and Exchange Commission on April 3, 2006, and to add the consents of KPMG LLP and GLJ Petroleum Consultants Ltd. Other than as expressly set forth herein, this Form 40-F/A does not, and does not purport to, amend or restate any other information contained in the Form 40-F nor does this Form 40-F/A reflect any events that have occurred after the Form 40-F was filed.

Undertaking

We undertake to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when required to do so by the Commission staff, information relating to: the securities in relation to which the obligation to file an Annual Report on Form 40-F arises; or transactions in said securities.

Consent to Service of Process

We have previously filed a Form F-X in connection with the class of securities in relation to which the obligation to file this Annual Report on Form 40-F arises. Any change to the name and address of the agent for service for service of process shall be communicated promptly to the Securities and Exchange Commission by an amendment to the Form F-X.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this Form 40-F/A to be signed on its behalf by the undersigned, thereto duly authorized.

CANADIAN SUPERIOR ENERGY INC.

| | |
|--------|-------------------------|
| By: | /s/ GREGORY S. NOVAL |
| Name: | Gregory S. Noval |
| Title: | Chief Executive Officer |
| Date: | June 16, 2006 |

EXHIBITS

| Exhibit | Description |
|----------------|--|
| 99.1 | Revised Annual Information Form of the Registrant for the twelve-month period ended December 31, 2005. |
| 99.2 | Consolidated Audited Financial Statements of the Registrant for the twelve-month period ended December 31, 2005, including Auditors' Report to the Shareholders. |
| 99.3* | Management's Discussion and Analysis of the Registrant for the twelve-month period ended December 31, 2005. |
| 99.4* | Code of Ethics. |
| 99.5 | Consent of Myers Norris Penny LLP. |
| 99.6 | Certifications of Chief Executive Officer pursuant to Rule 13a-14(a). |
| 99.7 | Certifications of Chief Financial Officer pursuant to Rule 13a-14(a). |
| 99.8 | Certifications of Chief Executive Officer pursuant to Rule 13a-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350). |
| 99.9 | Certifications of Chief Financial Officer pursuant to Rule 13a-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350). |
| 99.10 | Consent of KPMG LLP. |
| 99.11 | Consent of GLJ Petroleum Consultants Ltd. |

* Previously filed.