

GeoMet, Inc.  
Form SC 13G  
September 27, 2010

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. )\***

**GeoMet, Inc.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**3725OU201**

(CUSIP Number)

**September 17, 2010**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 3725OU201

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Gates Capital Management, Inc.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware corporation
- |   |    |   |
|---|----|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>0  |
|   | 6. | Shared Voting Power<br>5,105,689 shares of Common Stock (See Item 4)      |
|   | 7. | Sole Dispositive Power<br>0   |
|   | 8. | Shared Dispositive Power<br>5,105,689 shares of Common Stock (See Item 4) |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
5,105,689 shares of Common Stock (See Item 4)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  o
11. Percent of Class Represented by Amount in Row (9)  
Approximately 7.3% (See Item 4)
12. Type of Reporting Person (See Instructions)  
CO, HC

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CUSIP No. 3725OU201

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Gates Capital Partners, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware limited partnership
- |   |    |   |
|---|----|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>0  |
|   | 6. | Shared Voting Power<br>5,105,689 shares of Common Stock (See Item 4)      |
|   | 7. | Sole Dispositive Power<br>0   |
|   | 8. | Shared Dispositive Power<br>5,105,689 shares of Common Stock (See Item 4) |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
5,105,689 shares of Common Stock (See Item 4)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  o
11. Percent of Class Represented by Amount in Row (9)  
Approximately 7.3% (See Item 4)
12. Type of Reporting Person (See Instructions)  
PN, HC

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CUSIP No. 3725OU201

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
ECF Value Fund, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Citizenship or Place of Organization  
Delaware limited partnership
- |   |    |   |
|---|----|---|
|   | 5. | Sole Voting Power<br>0  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6. | Shared Voting Power<br>5,105,689 shares of Common Stock (See Item 4)      |
|   | 7. | Sole Dispositive Power<br>0   |
|   | 8. | Shared Dispositive Power<br>5,105,689 shares of Common Stock (See Item 4) |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
5,105,689 shares of Common Stock (See Item 4)
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row (9)  
Approximately 7.3% (See Item 4)
  12. Type of Reporting Person (See Instructions)  
PN

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CUSIP No. 3725OU201

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
ECF Value Fund II, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)  x
    - (b)  o
  3. SEC Use Only
  4. Citizenship or Place of Organization  
Delaware limited partnership
- |   |    |   |
|---|----|---|
|   | 5. | Sole Voting Power<br>0  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6. | Shared Voting Power<br>5,105,689 shares of Common Stock (See Item 4)  |
|   | 7. | Sole Dispositive Power<br>0   |
|   | 8. | Shared Dispositive Power<br>5,105,689 shares of Common Stock (See Item 4)                                     |
|   | 9. | Aggregate Amount Beneficially Owned by Each Reporting Person<br>5,105,689 shares of Common Stock (See Item 4) |
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  o
  11. Percent of Class Represented by Amount in Row (9)  
Approximately 7.3% (See Item 4)
  12. Type of Reporting Person (See Instructions)  
PN

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CUSIP No. 3725OU201

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
ECF Value Fund International, Ltd.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
3. SEC Use Only
4. Citizenship or Place of Organization  
British Virgin Islands company
- |   |    |   |
|---|----|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>0  |
|   | 6. | Shared Voting Power<br>5,105,689 shares of Common Stock (See Item 4)      |
|   | 7. | Sole Dispositive Power<br>0   |
|   | 8. | Shared Dispositive Power<br>5,105,689 shares of Common Stock (See Item 4) |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
5,105,689 shares of Common Stock (See Item 4)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  o
11. Percent of Class Represented by Amount in Row (9)  
Approximately 7.3% (See Item 4)
12. Type of Reporting Person (See Instructions)  
CO

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CUSIP No. 3725OU201

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Jeffrey L. Gates
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
3. SEC Use Only
4. Citizenship or Place of Organization  
United States Citizen
- |   |    |   |
|---|----|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>0  |
|   | 6. | Shared Voting Power<br>5,105,689 shares of Common Stock (See Item 4)      |
|   | 7. | Sole Dispositive Power<br>0   |
|   | 8. | Shared Dispositive Power<br>5,105,689 shares of Common Stock (See Item 4) |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
5,105,689 shares of Common Stock (See Item 4)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  o
11. Percent of Class Represented by Amount in Row (9)  
Approximately 7.3% (See Item 4)
12. Type of Reporting Person (See Instructions)  
IN; HC

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**Item 1.**

- (a) Name of Issuer  
GeoMet, Inc.
- (b) Address of Issuer's Principal Executive Offices  
909 Fannin, Suite 1850, Houston, TX 77010

**Item 2.**

- (a) Name of Person Filing
- (b) Address of Principal Business Office or, if none, Residence
- (c) Citizenship

Gates Capital Management, Inc.  
1177 Ave. of the Americas, 32nd Floor  
New York, New York 10036  
Delaware corporation

Gates Capital Partners, L.P.  
1177 Ave. of the Americas, 32nd Floor  
New York, New York 10036  
Delaware limited partnership

ECF Value Fund, L.P.  
c/o Gates Capital Management, Inc.  
1177 Ave. of the Americas, 32nd Floor  
New York, New York 10036  
Delaware limited partnership

ECF Value Fund II, L.P.  
c/o Gates Capital Management, Inc.  
1177 Ave. of the Americas, 32nd Floor  
New York, New York 10036  
Delaware limited partnership

ECF Value Fund International, Ltd.  
c/o Harneys Westwood & Riegels  
Craigmuir Chambers  
P.O. Box 71  
Road Town, Tortola  
British Virgin Islands  
British Virgin Islands company



Jeffrey L. Gates  
c/o Gates Capital Management, Inc.  
1177 Ave. of the Americas, 32nd Floor  
New York, New York 10036  
United States citizen

- (d) Title of Class of Securities  
Common Stock  
(e) CUSIP Number  
3725OU201

**Item 3.**

**If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- |     |                       |   |
|-----|-----------------------|---|
| (a) | <input type="radio"/> | Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).  |
| (b) | <input type="radio"/> | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).  |
| (c) | <input type="radio"/> | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).  |
| (d) | <input type="radio"/> | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).   |
| (e) | <input type="radio"/> | An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);   |
| (f) | <input type="radio"/> | An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);  |
| (g) | <input type="radio"/> | A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);  |
| (h) | <input type="radio"/> | A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);  |
| (i) | <input type="radio"/> | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); |
| (j) | <input type="radio"/> | Group, in accordance with § 240.13d-1(b)(1)(ii)(J).   |

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

**Gates Capital Management, Inc.**  
**Gates Capital Partners, L.P.**  
**ECF Value Fund, L.P.**  
**ECF Value Fund II, L.P.**  
**ECF Value Fund International, Ltd.**  
**Jeffrey L. Gates**

Gates Capital Management, Inc., Gates Capital Partners, L.P., ECF Value Fund, L.P., ECF Value Fund II, L.P., ECF Value Fund International, Ltd. and Jeffrey L. Gates (the Reporting Persons) hold \$4.6 million aggregate principal amount of 8.0% Convertible Preferred Series A of GeoMet, Inc. (GeoMet), which, to the knowledge of the Reporting Persons, if converted, would constitute approximately 7.3% of GeoMet's outstanding common stock, based on the number of shares of common stock disclosed as outstanding on the issuer's Form 10-Q as of July 21, 2010 and filed with the SEC on July 27, 2010.

- (a) Amount beneficially owned:  
5,105,689 shares of Common Stock (See Item 4)
- (b) Percent of class:  
Approximately 7.3% (See Item 4)
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote  
0
  - (ii) Shared power to vote or to direct the vote  
5,105,689 shares of Common Stock (See Item 4)
  - (iii) Sole power to dispose or to direct the disposition of  
0
  - (iv) Shared power to dispose or to direct the disposition of  
5,105,689 shares of Common Stock (See Item 4)

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

NA

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

NA

**Item 8. Identification and Classification of Members of the Group**

NA

**Item 9.**            **Notice of Dissolution of Group**  
NA

**Item 10.**

**Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: September 27, 2010

**GATES CAPITAL MANAGEMENT, INC.**

By: /s/ Jeffrey L. Gates  
Jeffrey L. Gates, President

**GATES CAPITAL PARTNERS, L.P.**

By: Gates Capital Management, Inc.  
Its Investment Manager

By: /s/ Jeffrey L. Gates  
Jeffrey L. Gates, President

**ECF VALUE FUND, L.P.**

By: Gates Capital Partners, L.P.  
Its General Partner

By: Gates Capital Management, Inc.  
Its Investment Manager

By: /s/ Jeffrey L. Gates  
Jeffrey L. Gates, President

**ECF VALUE FUND II, L.P.**

By: Gates Capital Partners, L.P.  
Its General Partner

By: Gates Capital Management, Inc.  
Its Investment Manager

By: /s/ Jeffrey L. Gates  
Jeffrey L. Gates, President

**ECF VALUE FUND INTERNATIONAL, LTD.**

By: Gates Capital Management, Inc.  
Its Investment Manager

By: /s/ Jeffrey L. Gates  
Jeffrey L. Gates, President

**JEFFREY L. GATES**

By: /s/ Jeffrey L. Gates  
Jeffrey L. Gates