

GEOPETRO RESOURCES CO  
Form 8-K/A  
January 14, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

(Amendment No. 1)

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **December 31, 2008**

**GeoPetro Resources Company**

(Exact name of registrant as specified in its charter)

**California**  
(State or other jurisdiction of  
incorporation)

**001-16749**  
(Commission File Number)

**94-3214487**  
(IRS Employer Identification  
No.)

**One Maritime Plaza, Suite 700**  
**San Francisco, CA 94111**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(415) 398-8186**

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N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**EXPLANATORY NOTE**

This Current Report on Form 8-K/A (this Amendment ) amends the Current Report on Form 8-K, dated December 31, 2008, filed by GeoPetro Resources Company (the Company ) on January 7, 2009 (the Original Report ). This Amendment provides further information regarding the transactions and documents described therein in that it provides Exhibits 10.24 and 10.25 to the Original Report which the Company was unable to provide on a timely basis with the Original Report.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(a) Financial statements of businesses acquired:

Financial statement information regarding Madisonville Gas Processing, LP in the form and for the periods required pursuant to Rule 3-05(b) of Regulation S-X will be filed within 71 days of January 7, 2009, as providing such information by the date of this Current Report is impracticable.

(b) Pro forma financial information:

The pro forma financial information that would be required pursuant to Item 9.01(b) of Form 8-K will be filed within 71 days of January 7, 2009, as providing such information by the date of this Current Report is impracticable.

(c) Shell company transactions:

None

(d) Exhibits:

|               |   |
|---------------|---|
| Exhibit 4.1   | Form of Common Stock Purchase Warrant Issued to Purchasers of Promissory Notes**        |
| Exhibit 10.24 | Purchase and Sale Agreement Dated December 31, 2008*                                    |
| Exhibit 10.25 | Amended and Restated Term Loan Agreement dated December 31, 2008 with Bank of Oklahoma* |

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\* Filed herewith

\* \* Previously filed

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GEOPETRO RESOURCES COMPANY

Date: January 14, 2009

By: /s/ Stuart J. Doshi  
Stuart J. Doshi, President, Chief  
Executive Officer and Chairman

**INDEX TO EXHIBITS**

| <b>Exhibit Number</b> | <b>Description</b>  |
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