

CARRIZO OIL & GAS INC  
Form 8-K  
June 04, 2009

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

FORM 8-K

CURRENT REPORT

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

Date of Report (date of earliest event reported): June 3, 2009

CARRIZO OIL & GAS, INC.  
(Exact name of registrant as specified in its charter)

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| Texas<br>(State or other jurisdiction of<br>incorporation) | 000-29187-87<br>(Commission<br>File Number) | 76-0415919<br>(I.R.S. Employer<br>Identification No.) |
|--|---|---|

|   |                     |
|---|---------------------|
| 1000 Louisiana Street<br>Suite 1500<br>Houston, Texas<br>(Address of principal executive offices) | 77002<br>(Zip code) |
|---|---------------------|

Registrant's telephone number, including area code: (713) 328-1000

Not applicable  
(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:

- 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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ITEM 4.01. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT

On June 3, 2009, Carrizo Oil & Gas, Inc. ("Carrizo") dismissed Pannell Kerr Forster of Texas, P.C. ("PKF") as its independent registered public accounting firm, and on June 3, 2009, engaged KPMG LLP ("KPMG") to serve as Carrizo's independent registered public accounting firm to audit its consolidated financial statements for the fiscal year ending December 31, 2009. The dismissal of PKF and engagement of KPMG were unanimously approved by the Audit Committee of the Board of Directors of Carrizo.

The audit reports of PKF on Carrizo's consolidated financial statements as of and for the years ended December 31, 2007 and 2008 did not contain an adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles. During the fiscal years ended December 31, 2007 and 2008 and the subsequent interim period through June 3, 2009, there were (i) no disagreements with PKF on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, that if not resolved to the satisfaction of PKF, would have caused it to make reference to the subject matter of such disagreements in its reports on Carrizo's financial statements for such periods and (ii) no reportable events (as defined in Item 304(a)(1)(v) of Regulation S-K).

Carrizo provided PKF with a copy of the foregoing disclosure and requested PKF to furnish Carrizo with a letter addressed to the Securities and Exchange Commission stating whether it agrees with the statements by Carrizo in the foregoing disclosure and, if not, stating the respects in which it does not agree. PKF's letter is filed as Exhibit 16.1 to this Current Report on Form 8-K.

During Carrizo's two most recent fiscal years and the subsequent interim period through June 3, 2009, neither Carrizo nor anyone on its behalf consulted KPMG regarding either (i) the application of accounting principles to any specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on Carrizo's financial statements or (ii) any matter that was either the subject of a disagreement (as defined in Item 304(a)(1)(iv) of Regulation S-K) or a reportable event (as defined in Item 304(a)(1)(v) of Regulation S-K).

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits:

16.1 Letter dated June 3, 2009 from Pannell Kerr Forster of Texas, P.C. to the Securities and Exchange Commission regarding a change in certifying accountant.

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SIGNATURES

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.

CARRIZO OIL & GAS, INC.

By: /s/ Paul F. Boling  
Name: Paul F. Boling  
Title: Vice President and  
Chief Financial Officer

Date: June 3, 2009

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