

TRANSGLOBE ENERGY CORP
Form 40-F/A
May 27, 2010

**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

OR

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

For the fiscal year ended **December 31, 2009**

Commission File Number **001-31891**

TransGlobe Energy Corporation

(Exact name of Registrant as specified in its charter)

(Translation of Registrant's name into English (if applicable))

Alberta, Canada

(Province or other jurisdiction of incorporation or organization)

1311

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

(I.R.S. Employer Identification Number (if applicable))

Suite 2500, 605 Fifth Avenue SW, Calgary, Alberta, Canada T2P 3H5

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

**John L. Mericle
Harris, Mericle & Wakayama
901 Fifth Avenue, Suite 4100
Seattle, Washington 98164
tel.: (206) 621-1818**

(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 of each class

Name of each exchange on which registered

Common Shares Without Par Value

The NASDAQ Stock Market LLC

(Global Select Market)

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

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None

(Title of Class)

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

Annual information form Audited annual financial statements

Indicate the 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 number of shares outstanding of the issuer's common shares as of fiscal year ended December 31, 2009 was 65,398,639.

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

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

Yes No

This Interactive Data File requirement is not applicable to the Registrant. See General Instruction B.(15) of SEC Form 40-F.

EXPLANATORY NOTE

The Registrant is filing this Amendment No. 1 to its Annual Report on Form 40-F for the fiscal year ended December 31, 2009, that was filed with the U.S. Securities and Exchange Commission (SEC) on March 22, 2010, to make the following amendments:

- (1) Insert a check mark in the box labeled Audited annual financial statements on the cover page of this Amendment No. 1 to its Annual Report on Form 40-F to indicate that the Registrant did in fact file its consolidated audited annual financial statements as Exhibit 99.2 to its Annual Report on Form 40-F for the fiscal year ended December 31, 2009; and
- (2) File an amended Canadian Annual Information Form (AIF) as Exhibit 99.1 to this Amendment No. 1 to its Annual Report on Form 40-F, to reflect the revision of certain statements at pages 29-30 of the AIF pertaining to reserve reconciliations.

Other than (1) as expressly set forth above in this Explanatory Note, and (2) with respect to the accompanying certifications, which speak as of the filing date of this Amended Form 40-F, this Amendment No. 1 does not, and does not purport to, update or restate the information contained in the Registrant's Annual Report on Form 40-F for the fiscal year ended December 31, 2009 and exhibits thereto, or reflect any events that have occurred after the

Registrant's Annual Report on Form 40-F for the fiscal year ended December 31, 2009 and exhibits thereto were initially filed on March 22, 2010. The filing of this Amended Form 40-F shall not be deemed an admission that the previous Form 40-F, when filed, included any untrue statement of a material fact or omitted to state a material fact necessary to make any statement made, in the light of the circumstances under which it was made, not misleading.

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/A and has duly caused this Annual Report on Form 40-F/A to be signed on its behalf by the undersigned, thereto duly authorized.

Registrant: **TRANSGLOBE ENERGY CORPORATION**

By: */s/ Ross Clarkson*
Ross G. Clarkson, Chief Executive Officer

Date: May 26 2010

EXHIBITS

31.1 Certification by the Chief Executive Officer of the Registrant pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification by the Chief Financial Officer of the Registrant pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification by the Chief Executive Officer of the Registrant pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification by the Chief Financial Officer of the Registrant pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

99.1 TransGlobe Energy Corporation Amended Annual Information Form for the year ended December 31, 2009 dated May 26, 2010.