

GEOGLOBAL RESOURCES INC
Form 10KSB/A
April 29, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-KSB/A

Amendment No. 1

Mark One:

Annual Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

For the fiscal year ended **December 31, 2003**; or

Transition Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____.

Commission File No. 0-25136

GEOGLOBAL RESOURCES INC.

(Name of Small Business Issuer in its Charter)

Delaware

33-0464753

(State or Other Jurisdiction of Incorporation or
Organization)

(IRS Employer Identification No.)

Suite 200, 630- 4 Avenue SW, Calgary, Alberta T2P 0J9 Canada

(Address of Principal Executive Offices)

(Zip Code)

(403) 777-9250

(Issuer's Telephone Number, Including Area Code)

Securities registered under Section 12(b) of the Exchange Act:

Title of Each Class

Name of Each Exchange on Which Registered

None

Securities Registered Pursuant to Section 12(g) of the Exchange Act:

Common Stock, par value \$.001 per share

(Title of Each Class)

Check whether the Issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past twelve (12) months (or for such shorter period that the Issuer was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B in this form, and no disclosure will be contained, to the best of Issuer's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB, or any amendment to this Form 10-KSB.

State Issuer's revenues for its most recent fiscal year: \$-0-

The aggregate market value of the voting and non-voting equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked prices of such common equity, as of April 1, 2004, was \$46,998,047. (Non-affiliates have been determined on the basis of holdings set forth in Item 11 of this Annual Report on Form 10-KSB.)

The number of shares outstanding of each of the Issuer's classes of common equity, as of April 1, 2004, was 55,063,355.

DOCUMENTS INCORPORATED BY REFERENCE

None

Item 13 - Exhibits and Reports on Form 8-K:

(a)

Exhibits:

| Exhibit | Description |
|----------------|--|
| 3.1 | Certificate of Incorporation of the Registrant, as amended. ⁽¹⁾ |
| 3.2 | Bylaws of the Registrant, as amended. ⁽⁸⁾ |
| 3.3 | Certificate of Amendment filed with the State of Delaware on November 25, 1998. ⁽³⁾ |
| 3.4 | Certificate of Amendment filed with the State of Delaware on December 4, 1998. ⁽³⁾ |
| 3.5 | Certificate of Amendment filed with the State of Delaware on March 18, 2003. ⁽⁹⁾ |
| 3.6 | Certificate of Amendment filed with the State of Delaware on January 8, 2004. ⁽⁹⁾ |
| 4.1 | Specimen stock certificate of the Registrant. ⁽⁹⁾ |
| 10.1 | Restated 1993 Stock Incentive Plan. ⁽¹⁾ |

- 10.2 1994 Directors Stock Option Plan. ⁽¹⁾
- 10.3 1994 Stock Option Plan. ⁽¹⁾
- 10.4 1993 Stock Incentive Plan. ⁽¹⁾
- 10.5 Form of Indemnification Agreement between the Registrant and its officers and directors. ⁽¹⁾
- 10.6 Stock Purchase and Option Agreement dated July 17, 1995 between the Registrant and Ballard Medical Products, including all exhibits thereto. ⁽²⁾
- 10.7 Amendment dated November 18, 1998 to Purchase Agreement among Registrant and Northfield Capital Corporation, 284085 B.C. Ltd. and i5ive communications inc. ⁽³⁾
- 10.8 Amendment dated December 1, 1998 to Purchase Agreement among Registrant and Northfield Capital Corporation, 284085 B.C. Ltd. and i5ive communications inc. ⁽³⁾
Amendment dated December 3, 1998 to Purchase Agreement among Registrant and Northfield Capital Corporation, 284085 B.C. Ltd. and i5ive communications inc. ⁽³⁾
- 10.9
- 10.10 1998 Stock Incentive Plan. ⁽³⁾
- 10.11 Management and Operating Services Agreement dated February 14, 2002 with Creative Marketeam Canada, Ltd. ⁽⁴⁾
- 10.12 Option Agreement dated March 15, 2002 with Double B Holdings, LLC. ⁽⁵⁾
- 10.13 Agreement of Purchase and Sale entered into as of June 1, 2002 between creative Marketeam Canada Ltd. and i5ive. ⁽⁶⁾
- 10.14 Stock Purchase Agreement dated April 4, 2003 by and among Suite101.com, Inc., Jean Paul Roy and GeoGlobal Resources (India) Inc. ⁽⁷⁾
- 10.15 Amendment dated August 29, 2003 to Stock Purchase Agreement dated April 4, 2003. ⁽⁸⁾
- 10.16 Technical Services Agreement dated August 29, 2003 between Suite101.com, Inc. and Roy Group (Barbados) Inc. ⁽⁸⁾
- 10.17 Participating Interest Agreement dated March 27, 2003 between GeoGlobal Resources (India) Inc. and Roy Group (Mauritius) Inc. ⁽⁸⁾
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- 10.18 Escrow Agreement dated August 29, 2003 among Registrant, Jean Paul Roy and Computershare Trust Company of Canada. ⁽⁸⁾
- 10.19 Promissory Note dated August 29, 2003 payable to Jean Paul Roy. ⁽⁸⁾
- 10.20 Production Sharing Contract dated February 4, 2003, among The Government of India, Gujarat State Petroleum Corporation Limited, Jubilant Enpro Limited and GeoGlobal Resources (India) Inc.⁽¹⁰⁾
- 10.21 Production Sharing Contract dated February 6, 2004 among The Government of India, Gujarat State Petroleum Corporation Limited, Jubilant Enpro Private Limited and GeoGlobal Resources (Barbados) Inc.⁽¹⁰⁾
- 10.22 Production Sharing Contract dated February 6, 2004 among The Government of India, Gujarat State Petroleum Corporation Limited, Jubilant Enpro Private Limited, Prize Petroleum Company Limited and GeoGlobal Resources (Barbados) Limited. ⁽¹⁰⁾

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|-------|--|
| 10.23 | Carried Interest Agreement dated August 27, 2002 between Gujarat State Petroleum Corporation Limited and GeoGlobal Resources (India) Inc. ⁽⁹⁾ |
| 14 | Code of Ethics. ⁽⁹⁾ |
| 21 | Subsidiaries of the Registrant: |

| Name | State or Jurisdiction of Incorporation |
|-------------------------------------|---|
| GeoGlobal Resources (India) Inc. | Barbados |
| GeoGlobal Resources (Canada) Inc. | Alberta |
| GeoGlobal Resources (Barbados) Inc. | Barbados |

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|------|---|
| 23 | Consent of experts and counsel: |
| 23.1 | Consent of Ernst & Young LLP. ⁽⁹⁾ |
| 31.1 | Certification of President and Chief Executive Officer Pursuant to Rule 13a-14(a) ⁽⁹⁾ . |
| 31.2 | Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) ⁽⁹⁾ . |
| 32.1 | Certification of President and Chief Executive Officer Pursuant to Section 1350 (furnished, not filed) ⁽⁹⁾ . |
| 32.2 | Certification of Chief Financial Officer Pursuant to Section 1350 (furnished, not filed) ⁽⁹⁾ . |

(1)
Filed as an Exhibit to Neuro Navigational Corporation Form 10-KSB No. 0-25136 dated September 30, 1994.

(2)
Filed as Exhibit to Neuro Navigational Corporation Form 8-K dated July 17, 1995.

(3)
Filed as an Exhibit to our Current Report on Form 8-K dated December 10, 1998.

(4)
Filed as an Exhibit to our Current Report on Form 8-K dated February 14, 2002.

(5)

Filed as an Exhibit to our Current Report on Form 8-K dated March 15, 2002.

(6)

Filed as an Exhibit to our Form 10-KSB dated March 28, 2003

(7)

Filed as exhibit 10.1 to our Quarterly Report on Form 10-QSB for the quarter ended March 31, 2003.

(8)

Filed as an exhibit to our Current Report on Form 8-K for August 29, 2003.

(9)

Filed as an Exhibit to our Annual Report on Form 10-KSB (File No. 0-25136) for the year ended December 31, 2003.

(10)

Filed as an Exhibit to Amendment No. 1 to our Annual Report on Form 10-KSB (File No. 0-25136) for the year ended December 31, 2003.

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Reports on Form 8-K

During the quarter ended December 31, 2003, we filed Current Reports on Form 8-K as follows:

| <u>Date Filed</u> | <u>Item Nos.</u> |
|------------------------------------|-------------------------|
| Form 8-K filed October 14, 2003 | 4 and 7 |
| Form 8-K filed October 22, 2003 | 1, 2 and 7 |
| Form 8-K filed November 7, 2003 | 7 |
| Form 8-K/A filed November 14, 2003 | 7 |
| Form 8-K filed December 24, 2003 | 7 |

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities and Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

GeoGlobal Resources Inc.

By:

/s/ Allan J. Kent

Allan J. Kent

Executive Vice President and CFO

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|--|--------------------|
| <u>/s/ Jean Paul Roy</u> Jean Paul Roy | President, Chief Executive Officer and Director | April 28, 2004 |
| <u>/s/ Allan J. Kent</u> Allan J. Kent | Executive Vice President, Chief Financial Officer and Director | April 28, 2004 |
| <u>/s/ Brent J. Peters</u> | Director | April 28, 2004 |

Brent J. Peters

/s/ John K. Campbell

Director

April 28, 2004

John K. Campbell

/s/ Peter R. Smith

Chairman of the Board and Director

April 28, 2004

Peter R. Smith