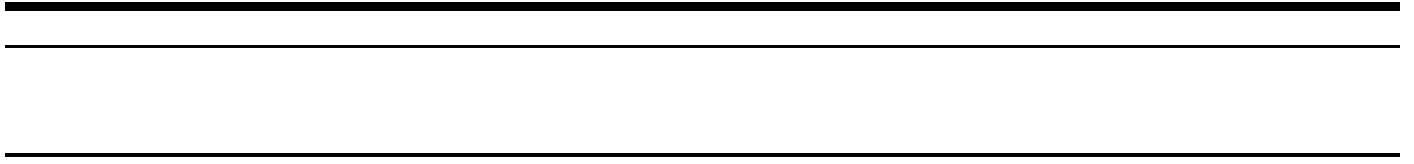


GEOGLOBAL RESOURCES INC.

Form 8-K

September 11, 2007



**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 (the "Act")**

**September 10, 2007
(Date of earliest event reported)**

**GEOGLOBAL RESOURCES INC.
(Exact name of Registrant as specified in its Charter)**

**Delaware
(State or other jurisdiction of
incorporation or organization)**

**1-32158
(Commission File
Number)**

**33-0464753
(I.R.S. Employer
Identification No.)**

**310, 605 – 1 Street S.W.
Calgary, Alberta, Canada T2P 3S9
(Address of principal executive offices)**

**Telephone Number (403) 777-9250
(Registrant's telephone number, including area code)**

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))

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

Item 7.01. Regulation FD Disclosure.

On September 10, 2007, we issued a press release announcing that the expiration date of our outstanding common stock purchase warrants to purchase an aggregate of 2,126,000 common shares as well as the expiration dates of our outstanding Compensation Units and the related warrants issuable on exercise of the Compensation Units, all originally expiring on September 9, 2007, has been extended to 5:00 p.m. (Toronto time) on June 20, 2009. A copy of the press release is attached hereto as Exhibit 99.1.

The information disclosed in this Item 7.01 and the related exhibit are being furnished solely to comply with Regulation FD and are not considered to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and are not subject to the liabilities of that section unless we specifically incorporate it by reference in a document filed under the Securities Act of 1933 or the Exchange Act. By filing this Current Report on Form 8-K and furnishing this information, we make no admission as to the materiality of any information in this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(a) Financial statements of business acquired.

Not applicable

(b) Pro forma financial information

Not applicable

(c) Exhibits:

99.1 Press Release dated September 10, 2007 (furnished, not filed)

SIGNATURES

Pursuant to the requirement of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: September 11, 2007
GEOGLOBAL RESOURCES INC.
(Registrant)

/s/ Allan J. Kent
Allan J. Kent
Executive VP & CFO

FONT-WEIGHT: bold; FONT-SIZE: 10pt; COLOR: #ffffff; FONT-FAMILY: arial">THE ROYAL BANK OF SCOTLAND N.V.

Reverse Exchangeable Securities (REXs)

In December 2007, the Treasury and the IRS released a notice requesting comments on various issues regarding the U.S. federal income tax treatment of “prepaid forward contracts” and similar instruments. While it is not clear whether the Securities would be viewed as similar to the typical prepaid forward contract described in the notice, any Treasury regulations or other guidance promulgated after consideration of these issues could materially and adversely affect the tax consequences of an investment in the Securities, possibly with retroactive effect.

We do not provide any advice on tax matters. Both U.S. and non-U.S. holders should consult their tax advisors regarding all aspects of the U.S. federal tax consequences of investing in the Securities (including possible alternative treatments and the issues presented by the December 2007 notice), as well as any tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.

Recent Tax Developments

Recently enacted legislation requires certain individuals who hold “debt or equity interests” in any “foreign financial institution” that are not “regularly traded on an established securities market” to report information about such holdings on their U.S. federal income tax returns, generally for tax years beginning in 2011, unless a regulatory exemption is provided. Prospective investors should consult their tax advisors regarding this legislation.

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**HYPOTHETICAL SENSITIVITY ANALYSIS OF TOTAL RETURN
OF THE SECURITIES AT MATURITY**

The following tables set out the total return to maturity of a Security, based on the assumptions outlined below and several variables, which include (a) whether the closing price of the Underlying Shares has fallen below the knock-in level on any trading day during the knock-in period and (b) several hypothetical closing prices for the Underlying Shares on the determination date. The information in the tables is based on hypothetical market values for the Underlying Shares. We cannot predict the market price or the closing price of the Underlying Shares on the determination date or at any time during the term of the Securities. The assumptions expressed below are for illustrative purposes only and the returns set forth in the table may or may not be the actual rates applicable to a purchaser of the Securities.

Assumptions

Hypothetical Initial Price:	\$45.00
Hypothetical Knock-In Level:	\$36.00 (80% of the hypothetical Initial Price)
Hypothetical Annual Interest on the Security:	10.00% per annum or 5.00% over the life of the hypothetical security
Hypothetical Term of the Security:	6 Months
Hypothetical Exchange Factor:	1.0 (we have assumed that no market disruption event occurs and the calculation agent does not need to adjust the exchange factor for any adjustment events during the term of the Securities).

Payment at maturity if the closing price of the Underlying Shares falls below the knock-in level on any trading day during the knock-in period:

Assumed Underlying Shares Closing Price on Determination Date	Hypothetical Value of Payment at Maturity(a)	Hypothetical Total Coupon (Payable in Six Monthly Coupon Payments)(b)	Hypothetical Total Return(c) over the life of the security	Hypothetical Total Return(c) over the life of the security
\$45.00 or greater	\$1,000.00	\$50.00	\$1,050.00	5.00%
\$43.88	\$ 975.10	\$50.00	\$1,025.10	2.51%
\$42.75	\$ 949.99	\$50.00	\$ 999.99	0.00%
\$41.85	\$ 929.99	\$50.00	\$ 979.99	-2.00%
\$39.97	\$ 888.21	\$50.00	\$ 938.21	-6.18%
\$37.97	\$ 843.77	\$50.00	\$ 893.77	-10.62%
\$30.38	\$ 675.10	\$50.00	\$ 725.10	-27.49%

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\$21.27	\$ 472.66	\$50.00	\$ 522.66	-47.73%
\$10.64	\$ 236.44	\$50.00	\$ 286.44	-71.36%
\$ 5.32	\$ 118.22	\$50.00	\$ 168.22	-83.18%
\$ 0.00	\$ 0.00	\$50.00	\$ 50.00	-95.00%

Payment at maturity if the closing price of the Underlying Shares never falls below the knock-in level on any trading day during the knock-in period:

Assumed Underlying Shares Closing Price on Determination Date	Hypothetical Value of Payment at Maturity(d)	Hypothetical Total Coupon (Payable in Six Monthly Coupon Payments)(b)	Hypothetical Total Return(c) over the life of the security	
\$45.00 or greater	\$1,000.00	\$50.00	\$1,050.00	5.00%
\$40.50	\$1,000.00	\$50.00	\$1,050.00	5.00%
\$38.48	\$1,000.00	\$50.00	\$1,050.00	5.00%
\$36.00	\$1,000.00	\$50.00	\$1,050.00	5.00%

Please see footnotes on next page.

THE ROYAL BANK OF SCOTLAND N.V.

Reverse Exchangeable Securities (REXs)

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- (a) Based on the assumptions set forth above, if the closing price of the Underlying Shares falls below \$36.00 on any trading day during the knock-in period and, in addition, the closing price of the Underlying Shares is less than \$45.00 on the determination date, the payment at maturity will be made in Underlying Shares. For determining the value of the payment at maturity, we have assumed that the closing price of the Underlying Shares will be the same on the maturity date as on the determination date.
- (b) Coupons on the Securities will be computed on the basis of a 360-day year of twelve 30-day months or, in the case of an incomplete month, the number of actual days elapsed. Accordingly, depending on the number of days in any monthly coupon payment period, the coupon payable in such period and, consequently, the total coupons payable over the term of the Securities, may be less than the amount reflected in this column.
- (c) The total return presented is exclusive of any tax consequences of owning the Securities. You should consult your tax advisor regarding whether owning the Securities is appropriate for your tax situation. See the sections titled “Risk Factors” in this Pricing Supplement and the accompanying Product Supplement No. 1-IV and “United States Federal Taxation” and “Taxation in the Netherlands” in the accompanying Prospectus Supplement.
- (d) Based on the assumptions set forth above, if the closing price of the Underlying Shares never falls below \$36.00 on any trading day during the knock-in period, the payment at maturity will be made in cash.

THE ROYAL BANK OF SCOTLAND N.V.
Reverse Exchangeable Securities (REXs)

PUBLIC INFORMATION REGARDING THE UNDERLYING SHARES

The Underlying Shares are shares of the Common Stock of the Underlying Companies set forth on the following pages. The Underlying Shares are registered under the Securities Exchange Act of 1934, as amended, which we refer to as the “Exchange Act.” Companies with securities registered under the Exchange Act are required periodically to file certain financial and other information specified by the Securities and Exchange Commission, which we refer as the “Commission.” Information provided to or filed with the Commission can be inspected and copied at the public reference facilities maintained by the Commission at 100 F Street, N.E., Washington, D.C. 20549. Copies of this material can also be obtained from the Public Reference Room of the Commission at 100 F Street, N.E., Washington, D.C. 20549 at prescribed rates. Please call the Commission at 1-800-SEC-0330 for further information about the Public Reference Room. In addition, information provided to or filed with the Commission electronically can be accessed through a website maintained by the Commission. The address of the Commission’s website is <http://www.sec.gov>. Information provided to or filed with the Commission by each of the Underlying Companies pursuant to the Exchange Act can be located by reference to the applicable Commission file number provided in the information below.

In addition, information regarding the Underlying Companies may be obtained from other sources including, but not limited to, press releases, newspaper articles and other publicly disseminated documents. We make no representation or warranty as to the accuracy or completeness of such reports.

This Pricing Supplement relates only to the Securities offered by us and does not relate to any of the Underlying Shares or other securities of the Underlying Companies. We will derive all disclosures contained in this Pricing Supplement regarding the Underlying Companies from the publicly available documents described above. Neither we nor Holdings nor the agents have participated in the preparation of such documents or made any due diligence inquiry with respect to the Underlying Companies in connection with the offering of the Securities. Neither we nor Holdings nor the agents make any representation that such publicly available documents or any other publicly available information regarding the Underlying Companies are accurate or complete. Furthermore, neither we nor Holdings can give any assurance that all events occurring prior to the date of this Pricing Supplement (including events that would affect the accuracy or completeness of the publicly available documents described above) that would affect the trading price of the applicable Underlying Shares (and therefore the applicable initial price, knock-in level and redemption amount) have been publicly disclosed. Subsequent disclosure of any such events or the disclosure of or failure to disclose material future events concerning any of the Underlying Companies could affect the value you will receive on the maturity date with respect to the Securities and therefore the trading prices of the applicable Securities. Neither we nor Holdings nor any of our affiliates have any obligation to disclose any information about any of the Underlying Companies after the date of this Pricing Supplement.

Neither we nor Holdings nor any of our affiliates makes any representation to you as to the performance of any of the Underlying Shares.

We and/or our affiliates may presently or from time to time engage in business with any of the Underlying Companies, including extending loans to, or making equity investments in, or providing advisory services to any of the Underlying Companies, including merger and acquisition advisory services. In the course of such business, we and/or our affiliates may acquire non-public information with respect to any of the Underlying Companies and, in

addition, one or more of our affiliates may publish research reports with respect to any of the Underlying Companies. The statement in the preceding sentence is not intended to affect the rights of holders of the Securities under the securities laws. As a prospective purchaser of a Security, you should undertake such independent investigation of the applicable Underlying Company as in your judgment is appropriate to make an informed decision with respect to an investment in the applicable Underlying Shares.

THE ROYAL BANK OF SCOTLAND N.V.
Reverse Exchangeable Securities (REXs)

Boston Scientific Corporation

According to publicly available documents, Boston Scientific Corporation which we refer to as “Boston Scientific” develops, manufactures and markets medical devices that are used in a broad range of interventional medical specialties. Boston Scientific’s SEC file number is 1-11083.

Historical Information

The common stock, par value \$.01 per share, of Boston Scientific is traded on the NYSE under the symbol “BSX”. The following table sets forth the published highest intra-day price for the quarter, lowest intra-day price for the quarter and last day closing price for the quarter of the Underlying Shares since 2005.

Period	High Intra-day Price	Low Intra-day Price	Last Day Closing Price
2005			
First Quarter	\$35.50	\$28.57	\$29.29
Second Quarter	\$31.30	\$26.50	\$27.00
Third Quarter	\$29.30	\$22.90	\$23.37
Fourth Quarter	\$27.81	\$22.80	\$24.49
2006			
First Quarter	\$26.55	\$20.57	\$23.05
Second Quarter	\$23.58	\$16.47	\$16.84
Third Quarter	\$18.10	\$14.45	\$14.79
Fourth Quarter	\$17.35	\$14.45	\$17.18
2007			
First Quarter	\$18.69	\$13.88	\$14.54
Second Quarter	\$16.85	\$14.39	\$15.34
Third Quarter	\$15.82	\$12.11	\$13.95
Fourth Quarter	\$15.31	\$11.27	\$11.63
2008			
First Quarter	\$13.27	\$10.76	\$12.87
Second Quarter	\$14.22	\$12.09	\$12.29
Third Quarter	\$14.20	\$11.63	\$12.27
Fourth Quarter	\$11.90	\$ 5.41	\$ 7.74
2009			
First Quarter	\$ 9.63	\$ 6.08	\$ 7.95
Second Quarter	\$10.57	\$ 7.65	\$10.14
Third Quarter	\$11.77	\$ 9.58	\$10.59
Fourth Quarter	\$10.52	\$ 7.85	\$ 9.00

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2010

First Quarter

\$ 9.79

\$ 6.31

\$ 7.22

Second Quarter (through April 27, 2010)

\$ 7.54

\$ 6.76

\$ 7.10

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THE ROYAL BANK OF SCOTLAND N.V.
Reverse Exchangeable Securities (REXs)

The Goodyear Tire & Rubber Company

According to publicly available documents, The Goodyear Tire & Rubber Company, which we refer to as “Goodyear,” develops, manufactures, markets and distributes tires. Goodyear’s SEC file number is 1-1927.

Historical Information

The common stock, without par value per share, of Goodyear is traded on the NYSE under the symbol “GT”. The following table sets forth the published highest intra-day price for the quarter, lowest intra-day price for the quarter and last day closing price for the quarter of the common stock of Goodyear since 2005.

Period	High Intra-day Price	Low Intra-day Price	Last Day Closing Price
2005			
First Quarter	\$16.08	\$13.11	\$13.35
Second Quarter	\$15.45	\$11.24	\$14.90
Third Quarter	\$18.57	\$14.65	\$15.59
Fourth Quarter	\$18.18	\$12.81	\$17.38
2006			
First Quarter	\$19.30	\$12.78	\$14.48
Second Quarter	\$15.42	\$10.35	\$11.10
Third Quarter	\$15.05	\$ 9.76	\$14.50
Fourth Quarter	\$21.35	\$13.64	\$20.99
2007			
First Quarter	\$32.16	\$21.40	\$31.19
Second Quarter	\$36.59	\$30.96	\$34.76
Third Quarter	\$36.90	\$23.83	\$30.41
Fourth Quarter	\$31.36	\$25.34	\$28.22
2008			
First Quarter	\$29.87	\$22.36	\$25.80
Second Quarter	\$30.10	\$17.53	\$17.83
Third Quarter	\$23.10	\$14.16	\$15.31
Fourth Quarter	\$15.11	\$ 3.94	\$ 5.97
2009			
First Quarter	\$ 8.09	\$ 3.17	\$ 6.26
Second Quarter	\$14.26	\$ 6.00	\$11.26
Third Quarter	\$18.84	\$ 9.98	\$17.03
Fourth Quarter	\$18.23	\$11.88	\$14.10
2010			
First Quarter	\$16.39	\$12.06	\$12.64
Second Quarter (through April 27, 2010)	\$15.06	\$12.60	\$14.05

THE ROYAL BANK OF SCOTLAND N.V.
Reverse Exchangeable Securities (REXs)

Alcoa Inc.

According to publicly available documents, Alcoa Inc., which we refer to as “Alcoa,” produces and manages primary aluminum, fabricated aluminum, and alumina. Alcoa’s SEC file number is 1-3610.

Historical Information

The common stock, par value \$1.00 per share, of Alcoa is traded on the NYSE under the symbol “AA”. The following table sets forth the published highest intra-day price for the quarter, lowest intra-day price for the quarter and last day closing price for the quarter of the Common Stock of Alcoa since 2005.

Period	High Intra-day Price	Low Intra-day Price	Last Day Closing Price
2005			
First Quarter	\$32.29	\$28.30	\$30.39
Second Quarter	\$31.79	\$25.92	\$26.13
Third Quarter	\$29.98	\$23.99	\$24.42
Fourth Quarter	\$29.84	\$22.29	\$29.57
2006			
First Quarter	\$32.19	\$28.39	\$30.56
Second Quarter	\$36.96	\$28.55	\$32.36
Third Quarter	\$34.00	\$26.60	\$28.04
Fourth Quarter	\$31.30	\$26.39	\$30.01
2007			
First Quarter	\$36.05	\$28.09	\$33.90
Second Quarter	\$42.90	\$33.63	\$40.53
Third Quarter	\$48.77	\$30.25	\$39.12
Fourth Quarter	\$40.70	\$33.22	\$36.55
2008			
First Quarter	\$39.67	\$26.69	\$36.06
Second Quarter	\$44.76	\$33.65	\$35.62
Third Quarter	\$35.66	\$21.03	\$22.58
Fourth Quarter	\$22.30	\$ 6.82	\$11.26
2009			
First Quarter	\$12.44	\$ 4.98	\$ 7.34
Second Quarter	\$12.38	\$ 7.04	\$10.33
Third Quarter	\$14.84	\$ 8.96	\$13.12
Fourth Quarter	\$16.51	\$11.89	\$16.12
2010			
First Quarter	\$17.60	\$12.26	\$14.24

Second Quarter (through April 27, 2010)

\$15.15

\$13.42

\$13.44

THE ROYAL BANK OF SCOTLAND N.V.
Reverse Exchangeable Securities (REXs)

Amazon.com, Inc.

According to publicly available documents, Amazon.com, Inc., which we refer to as “Amazon,” operates retail websites and offers programs that enable third parties to sell products on its websites, as well as providing its developer customers with access to its technology infrastructure, products and services. Amazon’s SEC file number is 000-22513.

Historical Information

The common stock, par value \$.01 per share, of Amazon is traded on the NASDAQ Global Select Market under the symbol “AMZN”. The following table sets forth the published highest intra-day price for the quarter, lowest intra-day price for the quarter and last day closing price for the quarter of the common stock of Amazon since 2005.

Period	High Intra-day Price	Low Intra-day Price	Last Day Closing Price
2005			
First Quarter	\$ 45.44	\$ 32.83	\$ 34.27
Second Quarter	\$ 36.99	\$ 30.61	\$ 33.08
Third Quarter	\$ 46.97	\$ 32.79	\$ 45.30
Fourth Quarter	\$ 50.00	\$ 38.72	\$ 47.15
2006			
First Quarter	\$ 48.56	\$ 35.14	\$ 36.51
Second Quarter	\$ 38.84	\$ 31.52	\$ 38.68
Third Quarter	\$ 38.62	\$ 25.76	\$ 32.12
Fourth Quarter	\$ 43.25	\$ 30.59	\$ 39.46
2007			
First Quarter	\$ 42.00	\$ 36.30	\$ 39.79
Second Quarter	\$ 74.72	\$ 39.55	\$ 68.41
Third Quarter	\$ 94.25	\$ 68.02	\$ 93.15
Fourth Quarter	\$101.04	\$ 76.50	\$ 92.64
2008			
First Quarter	\$ 97.43	\$ 61.20	\$ 71.30
Second Quarter	\$ 84.88	\$ 70.65	\$ 73.33
Third Quarter	\$ 91.75	\$ 61.33	\$ 72.76
Fourth Quarter	\$ 71.95	\$ 34.68	\$ 51.28
2009			
First Quarter	\$ 75.61	\$ 47.64	\$ 73.44
Second Quarter	\$ 88.56	\$ 71.71	\$ 83.66
Third Quarter	\$ 94.50	\$ 75.41	\$ 93.36
Fourth Quarter	\$145.91	\$ 88.27	\$134.52

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2010			
First Quarter	\$138.19	\$113.83	\$135.73
Second Quarter (through April 27, 2010)	\$151.09	\$130.78	\$142.02

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THE ROYAL BANK OF SCOTLAND N.V.
Reverse Exchangeable Securities (REXs)

We obtained the prices listed in the tables above from Bloomberg Financial Markets without independent verification. You should not take the historical prices of any of the Underlying Shares as an indication of future performance. Neither we nor Holdings can give any assurance that the price of any of the Underlying Shares will not decrease, such that we will deliver the applicable Underlying Shares at maturity.

Neither we nor Holdings make any representation as to the amount of dividends, if any, that any of the Underlying Companies will pay in the future. In any event, as a holder of a Security, you will not be entitled to receive dividends, if any, that may be payable on any of the Underlying Shares.

THE ROYAL BANK OF SCOTLAND N.V.
Reverse Exchangeable Securities (REXs)

PLAN OF DISTRIBUTION (CONFLICTS OF INTEREST)

We have appointed RBS Securities Inc. (“RBSSI”) as agent for any offering of the Securities. RBSSI has agreed to use reasonable efforts to solicit offers to purchase the Securities. We will pay RBSSI, in connection with sales of the Securities resulting from a solicitation such agent made or an offer to purchase such agent received, a commission of 1.75% of the initial offering price of the Securities. RBSSI has informed us that, as part of its distribution of the Securities, it intends to reoffer the Securities to other dealers who will sell the Securities. Each such dealer engaged by RBSSI, or further engaged by a dealer to whom RBSSI reoffers the Securities, will purchase the Securities at an agreed discount to the initial offering price of the Securities. RBSSI has informed us that such discounts may vary from dealer to dealer and that not all dealers will purchase or repurchase the Securities at the same discount. You can find a general description of the commission rates payable to the agents under “Plan of Distribution” in the accompanying Product Supplement No. 1-IV.

RBSSI is an affiliate of ours and RBS Holdings N.V. RBSSI will conduct this offering in compliance with the requirements of NASD Rule 2720 of the Financial Industry Regulatory Authority, Inc., which is commonly referred to as FINRA, regarding a FINRA member firm’s distributing the securities of an affiliate. Following the initial distribution of any of these Securities, RBSSI may offer and sell those Securities in the course of its business as a broker-dealer. RBSSI may act as principal or agent in those transactions and will make any sales at varying prices related to prevailing market prices at the time of sale or otherwise. RBSSI may use this Pricing Supplement and the accompanying Prospectus, Prospectus Supplement and Product Supplement No. 1-IV in connection with any of those transactions. RBSSI is not obligated to make a market in any of these Securities and may discontinue any market-making activities at any time without notice.

RBSSI or an affiliate of RBSSI will enter into one or more hedging transactions with us in connection with this offering of Securities. See “Use of Proceeds” in the accompanying Product Supplement No. 1-IV.

To the extent that the total aggregate face amount of the Securities being offered by this Pricing Supplement is not purchased by investors in the offering, one or more of our affiliates has agreed to purchase the unsold portion, and to hold such Securities for investment purposes. See “Holdings of the Securities by our Affiliates and Future Sales” under the heading “Risk Factors” in this Pricing Supplement.