

GEOGLOBAL RESOURCES INC

Form S-8

December 05, 2005

As Filed with the Securities and Exchange Commission on December 2, 2005

Registration No. 333-\_\_\_\_\_

**Securities and Exchange Commission**

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**GeoGlobal Resources Inc.**

(Exact Name of Registrant as specified in its Charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**33-0464753**

(IRS Employer Identification Number)

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

**(403) 777-9250**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**1998 Stock Incentive Plan**

(Full Title of Plan)

**Allan Kent, Executive Vice President and CFO**

**GeoGlobal Resources, Inc.**

**200, 630 4 Avenue, SW, Calgary, Alberta T2P 0J9**

**(403) 777-9250**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a Copy to:

**William S. Clarke, Esquire**

**William S. Clarke, P.A.**

**457 North Harrison Street, Suite 103, Princeton, New Jersey 08540**

**Calculation of Registration Fee**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Unit</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, \$.001 par value	2,117,000	\$8.41 <sup>(1)</sup>	\$17,803,970	\$1,905
Common Stock, \$.001 par value	533,000	\$1.01 <sup>(2)</sup>	\$538,330	\$58
Common Stock, \$.001 par value	400,000	\$1.10 <sup>(2)</sup>	\$440,000	\$47
Common Stock, \$.001 par value	1,000,000	\$1.18 <sup>(2)</sup>	\$1,180,000	\$126
Common Stock, \$.001 par value	50,000	\$1.17 <sup>(2)</sup>	\$58,500	\$6
			Total	\$2,142

(1) Estimated solely for the purpose of calculating the Registration Fee in accordance with Rules 457(c) and 457(h)

under the Securities Act of 1933, as amended, based upon the average of the high and low prices of the registrant's common stock quoted on the American Stock Exchange on December 1, 2005.

- (2) Pursuant to Rule 457(h), based on the price at which such options may be exercised.
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**EXPLANATORY NOTE**

This Registration Statement on Form S-8 relates to the registration of 4,100,000 shares of common stock issuable on exercise of options granted and to be granted under the 1998 Stock Incentive Plan (the Plan ) to selected employees, non-employee members of the Board of Directors, and consultants or other independent advisors who provide services to GeoGlobal Resources Inc., a Delaware corporation (the Company ).

On June 14, 2005, the shareholders of the Company approved the adoption of an amendment to the Plan increasing the number of shares reserved for the grant of options from 3,900,000 to 8,000,000. At June 14, 2005, the Company had granted options with respect to 1,983,000 shares the exercise of which was conditioned on shareholder approval of the amendment of the Plan. This registration statement is filed pursuant to paragraph E of the General Instructions to Form S-8 to register additional securities of the same class as other securities for which a registration statement has been filed on Form S-8 relating to the Plan.

The contents of the Company s registration statements on Form S-8 (File Nos. 333-74245, 333-39450 and 333-67720) filed with the Securities and Exchange Commission on March 11, 1999, June 16, 2000 and August 16, 2001, respectively, are incorporated by reference.

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### Signatures

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the city of Calgary, Province of Alberta, Canada on the 1<sup>st</sup> day of December, 2005.

#### GeoGlobal Resources Inc.

By: */s/ Jean Paul Roy*  
Jean Paul Roy, President and  
Chief Executive Officer  
*/s/ Allan Kent*  
(pursuant to power of attorney)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<i>/s/ Jean Paul Roy</i> Jean Paul Roy	Director, President and Chief Executive Officer (Principal Executive Officer)	December 1, 2005
<i>/s/ Allan Kent</i> (pursuant to power of attorney)		
<i>/s/ Allan Kent</i> Allan Kent	Director, Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	December 1, 2005
<i>/s/ Brent J. Peters</i> Brent J. Peters <i>/s/ Allan Kent</i> (pursuant to power of attorney)	Director	December 1, 2005
<i>/s/ Peter R. Smith</i> Peter R. Smith <i>/s/ Allan Kent</i> (pursuant to power of attorney)	Director	December 1, 2005
<i>/s/ Michael J. Hudson</i> Michael J. Hudson <i>/s/ Allan Kent</i> (pursuant to power of attorney)	Director	December 1, 2005

/s/ Avinash Chandra

Director

December 1, 2005

Avinash Chandra

/s/ Allan Kent

(pursuant to power of  
attorney)

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**GeoGlobal Resources Inc.**  
**Power of Attorney**

KNOW ALL MEN BY THESE PRESENTS that each of the undersigned directors and officers of GeoGlobal Resources Inc., a Delaware corporation, which is filing a Registration Statement on Form S-8 with the Securities and Exchange Commission, Washington, D.C. 20549 under the provisions of the Securities Act of 1933, as amended (the Securities Act ), hereby constitutes and appoints Jean Paul Roy and Allan Kent, and each of them, the individual's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the person and in his name, place and stead, in any and all capacities, to sign such Registration Statement and any or all amendments, including post-effective amendments, to the Registration Statement, including a Prospectus or an amended Prospectus therein and any registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act, and all other documents in connection therewith to be filed with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact as agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

/s/ Jean Paul Roy Jean Paul Roy	Director, President and Chief Executive Officer (Principal Executive Officer)	December 1, 2005
/s/ Allan J. Kent Allan J. Kent	Director, Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	December 1, 2005
/s/ Brent J. Peters Brent J. Peters	Director	December 1, 2005
/s/ Peter R. Smith Peter R. Smith	Director	December 1, 2005
/s/ Michael J. Hudson Michael J. Hudson	Director	December 1, 2005
/s/ Avinash Chandra Avinash Chandra	Director	December 1, 2005

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**GeoGlobal Resources Inc.**  
**REGISTRATION STATEMENT ON FORM S-8**  
**Index to Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
4.1	1998 Stock Incentive Plan*
5.1	Opinion of William S. Clarke, P.A.
23.1	Consent of Independent Registered Public Accounting Firm
23.2	Consent of William S. Clarke, P.A. (included in Exhibit 5.1).

\* Incorporated by reference to the Registrant's registration statement on Form S-8 (File No. 333-74245).