

Edgar Filing: CRIMSON EXPLORATION INC. - Form 10-K/A

CRIMSON EXPLORATION INC.  
Form 10-K/A  
July 18, 2006

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

FORM 10-K/A  
(Amendment No. 3)

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

For the fiscal year ended December 31, 2005

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 number: 000-21644

CRIMSON EXPLORATION INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

20-3037840  
(I.R.S. Employer  
Identification No.)

480 N. Sam Houston Parkway East, Suite 300  
Houston, Texas  
(Address of principal executive offices)

77060  
(Zip Code)

(281) 820-1919  
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Securities registered pursuant to Section 12(g) of the Act: Common Stock,  
\$0.001 par value per share

Indicate by check mark if the registrant is a well-known seasoned issuer, as  
defined in Rule 405 of the Securities Act.  
Yes [ ] No [X]

Indicate by check mark if the registrant is not required to file reports  
pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes [ ] No [X]

Indicate by check mark whether the registrant (1) has filed all reports required  
to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 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 [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405  
of Regulation S-K is not contained herein, and will not be contained, to the  
best of registrant's knowledge, in definitive proxy or information statements  
incorporated by reference in Part III of this Form 10-K or any amendment to this  
Form 10-K. [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an

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accelerated filer, or a non-accelerated filer. See definition of "accelerated filer" and "large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of June 30, 2005, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was \$18,010,865 based on the closing sales price of \$0.98 of the common stock. For purposes of this computation, all executive officers, directors and 10% beneficial owners of the registrant are deemed to be affiliates. Such a determination should not be deemed an admission that such executive officers, directors and 10% beneficial owners are affiliates.

On March 29, 2006, there were 33,041,332 shares of common stock outstanding.

### DOCUMENTS INCORPORATED BY REFERENCE

Portions of our Definitive Proxy Statement for the 2006 Annual Meeting, expected to be filed within 120 days of our fiscal year end, are incorporated by reference into Part III.

### EXPLANATORY NOTE

We are filing this Amendment No. 3 on Form 10-K/A to the Crimson Exploration Inc. Annual Report on Form 10-K for the year ended December 31, 2005 to amend and restate Part II, Item 9A, in response to comments received by the Company from the Commission's Staff pursuant to its review of the Company's post-effective amendment no. 3 to its Registration Statement on Form S-1 (Reg. No. 333-116048).

The following item is included in this amendment:

Part II - Item 9A. Controls and Procedures

In addition, this amendment includes the following exhibits:

Exhibit 31.1 - Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit 31.2 - Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit 32 - Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

This Amendment No.3 on Form 10-K/A does not reflect events occurring after the filing of our Annual Report on Form 10-K on March 31, 2006, the filing of Amendment No.1 on Form 10-K/A on April 27, 2006 and the filing of Amendment No.2 on Form 10-K/A on June 9, 2006 or include, or otherwise modify or update, the disclosure contained therein in any way except as expressly indicated above.

### PART II

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ITEM 9A. Controls and Procedures.

Our president and chief executive officer and our chief financial officer have concluded, based on their evaluation as of the end of the period covered by this Form 10-K, that our disclosure controls and procedures, as defined under Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended, are effective to ensure that information we are required to disclose in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that our disclosure controls and procedures are effective to ensure that information we are required to disclose in such reports is accumulated and communicated to management, including our president and chief executive officer and our chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

During the period covered by this report, there has been no change in our internal controls over financial reporting that materially affected, or is reasonably likely to material affect, these controls.

PART IV

ITEM 15. Exhibits.

Number	Description
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31.1*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32*	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\* Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

CRIMSON EXPLORATION INC.

Date: July 17, 2006

By /s/ Allan D. Keel  
-----  
Allan D. Keel, President

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 registrant, and in the capacities and on the dates indicated.

Signature	Title	Date
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----- /s/ Allan D. Keel ----- Allan D. Keel	President, Chief Executive Officer and Director	July 17, 2006
----- /s/ E. Joseph Grady ----- E. Joseph Grady	Senior Vice President and Chief Financial Officer	July 17, 2006
----- /s/ Richard L. Creel ----- Richard L. Creel	Vice President Finance and Chief Accounting Officer	July 17, 2006
----- * ----- Skardon F. Baker	Director	July 17, 2006
----- * ----- B. James Ford	Director	July 17, 2006
----- * ----- Lon McCain	Director	July 17, 2006
----- * ----- Lee S. Backsen	Director	July 17, 2006
----- /s/ Allan D. Keel ----- Allan D. Keel, Attorney-in-Fact pursuant to a power of attorney previously granted		