

Edgar Filing: PYR ENERGY CORP - Form S-8 POS

PYR ENERGY CORP
Form S-8 POS
June 18, 2007

As filed with the Securities and Exchange Commission on June 15, 2007

Registration No. 333-17189

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

POST EFFECTIVE AMENDMENT NO. 1

TO FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

PYR ENERGY CORPORATION
(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

95-4580642
(I.R.S. Employer
Identification No.)

1675 Broadway, Suite 2450
Denver, Colorado 80202
(Address of principal executive offices including zip code)

1996 Stock Compensation Plan
(Full title of the plans)

C. Philip Tholen
Chief Executive Officer
PYR Energy Corporation
1675 Broadway, Suite 2450
Denver, Colorado 80202
(303) 825-3748

With a copy to:

R. Scott Cohen
Weil, Gotshal & Manges LLP
200 Crescent Court, Suite 300
Dallas, TX 75201

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

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RECENT EVENTS: DEREGISTRATION

The Registration Statement on Form S-8 (Registration No. 333-17189) (the "Registration Statement") of PYR Energy Corporation ("PYR"), pertaining to the registration of certain shares of PYR's common stock, par value \$0.001 per share ("Common Stock"), issuable under the 1996 Stock Compensation Plan, to which this Post-Effective Amendment No. 1 relates, was filed with the Securities and Exchange Commission on December 3, 1996.

PYR, Samson Investment Company ("Samson") and Samson Acquisition Corp., a wholly owned subsidiary of Samson ("Purchaser"), entered into an Agreement and Plan of Merger dated as of April 23, 2007 (the "Merger Agreement"), pursuant to which, among other things, Purchaser would be merged with and into PYR, PYR would survive as a wholly owned subsidiary of Samson and each outstanding share of Common Stock (and the associated Series A Junior Participating Preferred Stock purchase rights) would be converted into the right to receive \$1.30 in cash (the "Merger").

On June 12, 2007, Purchaser acquired over 90% of the outstanding Common Stock, and, subsequently, effected the Merger pursuant to Section 3-106 of the Maryland General Corporation Law. The Merger became effective as specified in the Articles of Merger filed with the Maryland State Department of Assessments and Taxation on June 15, 2007 (the "Merger Date").

As a result of the Merger, PYR has terminated all offerings of Common Stock pursuant to its existing registration statements, including the Registration Statement. In accordance with an undertaking made by PYR in the Registration Statement to remove from registration, by means of a post-effective amendment, any shares of Common Stock that remain unsold at the termination of the offering, PYR hereby removes from registration all shares of Common Stock registered under the Registration Statement which remain unsold as of the Merger Date.

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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 post-effective amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver and State of Colorado, on the 15th day of June, 2007.

PYR ENERGY CORPORATION

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By: /s/ C. Philip Tholen

C. Philip Tholen
Chief Executive Officer, President
and Chief Financial Officer

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

Date: June 15, 2007

/s/ C. Philip Tholen

C. Philip Tholen
Chief Executive Officer, President,
Chief Financial Officer and Director

(principle executive officer, principle
financial officer, principle accounting
officer)

Date: June 15, 2007

/s/ Scott Rowland

Scott Rowland
Director

Date: June 15, 2007

/s/ Jack A. Canon

Jack A. Canon
Director