

Edgar Filing: Storm Cat Energy CORP - Form SC 13G/A

Storm Cat Energy CORP
Form SC 13G/A
February 14, 2007

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

SCHEDULE 13G
(Amendment No. 2)

Under the Securities Exchange Act of 1934*

Storm Cat Energy Corporation

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

862168101

(CUSIP Number)

December 31, 2006

(Date of Event which Requires Filing
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 862168101

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1 NAME OF REPORTING PERSON

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Touradji Capital Management, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED
BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

6,311,130

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

6,311,130

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,311,130

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.7%

12 TYPE OF REPORTING PERSON*

IA, PN

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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Touradji Global Resources Master Fund, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

5 SOLE VOTING POWER
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
6 SHARED VOTING POWER
5,215,994

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
5,215,994

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,215,994

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
6.4%

12 TYPE OF REPORTING PERSON*
CO

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Paul Touradji

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED
BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

6,311,130

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

6,311,130

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,311,130

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.7%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT

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This Amendment No. 2 to the Schedule 13G (this "Amendment No. 2") is being filed with respect to the Common Stock of Storm Cat Energy Corporation, a company organized under the laws of British Columbia, Canada (the "Company"), to amend the Schedule 13G filed on January 31, 2006, as amended by that certain Amendment No. 1 thereto filed on April 7, 2006 (as so amended, the "Schedule 13G"). This Amendment No. 2 is being filed in connection with the annual requirement to report changes in beneficial ownership not otherwise reported. Capitalized terms used but not defined herein have the meaning ascribed thereto in the Schedule 13G.

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Item 4 Ownership:

Item 4 of the Schedule 13G is hereby amended by the deletion of the entirety of the text thereof and its replacement with the following:

The beneficial ownership of Common Stock by the Reporting Persons, as of the date hereof, is as follows:

A. Touradji Capital Management, LP

(a) Amount beneficially owned: 6,311,130 shares of Common Stock as of December 31, 2006, consisting of the sum of (i) 4,915,782 shares of Common Stock held directly by the Funds; and (ii) 1,395,348 shares of Common Stock that would be received on exercise of warrants held by the Funds to purchase shares of Common Stock ("Warrants").

(b) Percent of Class: 7.7%. The percentages used herein and in the rest of this Schedule 13G are calculated based upon a total of 81,825,168 outstanding shares of Common Stock consisting of the sum of (i) 80,429,820 shares of Common Stock outstanding as of October 31, 2006, as reported on the Issuer's Report on Form 10-Q for the quarterly period ended September 30, 2006; and (ii) 1,395,348 shares of Common Stock that would be received on exercise of Warrants.

- (c) (i) Sole power to vote or direct the vote: -0-
(ii) Shared power to vote or direct the vote:
6,311,130
(iii) Sole power to dispose of or direct the
disposition: -0-
(iv) Shared power to dispose of or direct the
disposition of: 6,311,130

B. Touradji Global Resources Master Fund, Ltd.

(a) Amount beneficially owned: 5,215,994 shares of Common Stock as of December 31, 2006, consisting of the sum of (i) 4,026,460 shares of Common Stock and (ii) 1,189,534 shares of Common Stock that would be received on exercise of warrants held by Global Resources to purchase shares of Common Stock.

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(b) Percent of Class: 6.4%.

- (c) (i) Sole power to vote or direct the vote: -0-
(ii) Shared power to vote or direct the vote:
5,215,994
(iii) Sole power to dispose of or direct the
disposition: -0-
(iv) Shared power to dispose of or direct the
disposition of: 5,215,994

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C. Paul Touradji

(a) Amount beneficially owned: 6,311,130 shares of Common Stock as of December 31, 2006, consisting of the sum of (i) 4,915,782 shares of Common Stock held directly by the Funds; and (ii) 1,395,348 shares of Common Stock that would be received on exercise of Warrants.

(b) Percent of Class: 7.7%.

(c) (i) Sole power to vote or direct the vote: -0-
(ii) Shared power to vote or direct the vote:
6,311,130
(iii) Sole power to dispose of or direct the
disposition: -0-
(iv) Shared power to dispose of or direct the
disposition of: 6,311,130

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: []

Item 10 Certification:

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

[THE REMAINDER OF THIS PAGE LEFT INTENTIONALLY BLANK]

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2007

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TOURADJI CAPITAL MANAGEMENT, LP
By: Touradji Capital GP, LLC, its general partner

By: Paul Touradji, Managing Member

By: /s/ Thomas S. Dwan

Name: Thomas S. Dwan
Title: Attorney-in-fact

TOURADJI GLOBAL RESOURCES MASTER FUND, LTD.

By: Paul Touradji, Director

By: /s/ Thomas S. Dwan

Name: Thomas S. Dwan
Title: Attorney-in-fact

PAUL TOURADJI

By: /s/ Thomas S. Dwan

Name: Thomas S. Dwan
Title: Attorney-in-fact

[SIGNATURE PAGE TO AMENDMENT NO. 2 TO SCHEDULE 13G
WITH RESPECT TO
STORM CAT ENERGY CORPORATION]

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EXHIBIT INDEX

Exhibit 99.1: Joint Filing Agreement, dated February 14, 2007, by and among
Touradji Capital Management, LP, Touradji Global Resources Master
Fund, Ltd. and Mr. Paul Touradji.

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