

BAYTEX ENERGY CORP.  
Form 40-F  
March 16, 2012

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 40-F**

o **REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934**

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

For the fiscal year ended: December 31, 2011

Commission File Number: 001-32754

**BAYTEX ENERGY CORP.**

(Exact name of Registrant as specified in its charter)

**Alberta**  
(Province or other jurisdiction of  
incorporation or organization)

**1381**  
(Primary standard industrial  
classification code number,  
if applicable)  
**2800, 520 - 3<sup>rd</sup> Avenue S.W.**  
**Calgary, Alberta**  
**T2P 0R3**  
**(587) 952-3000**

**Not Applicable**  
(I.R.S. employer identification  
number, if applicable)

(Address and telephone number of registrant's principle executive offices)

**Baytex Energy USA Ltd.**  
**600 17<sup>th</sup> St., Suite 1600 S.**  
**Denver, CO 80202**  
**(303) 825-2777**

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

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

**Title of each class:**

Common Shares

**Name of each exchange on which registered:**

New York Stock Exchange  
Toronto Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

For annual reports, indicate by check mark the information filed with this form:

ý Annual Information Form

ý Audited Annual Financial Statements

Indicate the number of outstanding shares of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

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117,892,573

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (s.232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

Yes  No

The Annual Report on Form 40-F shall be incorporated by reference into or as an exhibit to, as applicable, the Registrant's Registration Statements under the Securities Act of 1933 on Form S-8 (File Nos. 333-163289 and 333-171568) and Form F-3 (File No. 333-171866) and the Registration Statement on Form F-10 and Form F-3 of the Company and Baytex Energy USA Ltd. (File Nos. 333-175796 and 333-175801).

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## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this Annual Report on Form 40-F are forward-looking statements within the meaning of Section 21E of the Securities and Exchange Act of 1934, as amended (the "Exchange Act") and Section 27A of the Securities Act of 1933, as amended. Please see "Special Note Regarding Forward-Looking Statements" on page 4 of the Annual Information Form, which is Exhibit 99.1 of this Annual Report on Form 40-F.

### Principal Documents

The following documents are filed as part of this Annual Report on Form 40-F:

#### A. Annual Information Form

For the Registrant's Annual Information Form for the year ended December 31, 2011, see Exhibit 99.1 of this Annual Report on Form 40-F.

#### B. Audited Annual Financial Statements

For the Registrant's Audited Consolidated Financial Statements for the year ended December 31, 2011, including the report of its Independent Registered Chartered Accountants with respect thereto, see Exhibit 99.2 of this Annual Report on Form 40-F.

#### C. Management's Discussion and Analysis

For the Registrant's Management's Discussion and Analysis of the operating and financial results for the year ended December 31, 2011, see Exhibit 99.3 of this Annual Report on Form 40-F.

## CONTROLS AND PROCEDURES

### A. Certifications

The required disclosure is included in Exhibits 99.4, 99.5, 99.6 and 99.7 of this Annual Report on Form 40-F.

### B. Disclosure Controls and Procedures

As of the year ended December 31, 2011, an internal evaluation was conducted under the supervision of and with the participation of the Registrant's management, including the President and Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of the Registrant's "disclosure controls and procedures" as defined in Rule 13a-15(e) under Exchange Act. Based on that evaluation, the President and Chief Executive Officer and the Chief Financial Officer concluded that the design and operation of the Registrant's disclosure controls and procedures were effective to ensure that the information required to be disclosed in the reports that the Registrant files or submits to the Securities and Exchange Commission is (i) recorded, processed, summarized and reported, within the required time periods; and (ii) accumulated and communicated to the Registrant's management, including the President and Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding the required disclosure.

It should be noted that while the President and Chief Executive Officer and the Chief Financial Officer believe that the Registrant's disclosure controls and procedures provide a reasonable level of assurance that they are effective, they do not expect that the Registrant's disclosure controls and procedures will prevent all errors and fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

### C. Management's Annual Report on Internal Control Over Financial Reporting

Management's Annual Report on Internal Control Over Financial Reporting is included in the Management's Report that accompanies the Registrant's Audited Consolidated Financial Statements for

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the year ended December 31, 2011, filed as Exhibit 99.2 to this Annual Report on Form 40-F, and is incorporated herein by reference.

### **D. Attestation of Report of Independent Registered Chartered Accountants**

The Attestation Report of the Registrant's Auditor is included in the Report of Independent Registered Chartered Accountants that accompanies the Registrant's Audited Consolidated Financial Statements for the year ended December 31, 2011, filed as Exhibit 99.2 of this Annual Report of Form 40-F, and is incorporated herein by reference.

### **E. Changes in Internal Control Over Financial Reporting**

During the year ended December 31, 2011, there were no changes in the Registrant's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Registrant's internal control over financial reporting.

### **AUDIT COMMITTEE FINANCIAL EXPERT**

The Company's Board of Directors has determined that Mr. Naveen Dargan is an "audit committee financial expert" (as that term is defined in paragraph 8(b) of General Instruction B to Form 40-F) serving on its audit committee and is "independent" (as defined by the New York Stock Exchange corporate governance rules applicable to foreign private issuers). For a description of Mr. Dargan's relevant experience in financial matters, see the biographical description for Mr. Dargan under "Directors and Officers" in the Registrant's Annual Information Form for the year ended December 31, 2011, which is filed as Exhibit 99.1 to this Annual Report on Form 40-F.

### **CODE OF ETHICS**

The Registrant has adopted a "code of ethics" (as that term is defined in paragraph 9(b) of General Instruction B to Form 40-F) ("Code of Ethics"), which is applicable to the directors, officers, employees and consultants of the Registrant and its affiliates (including, its principal executive officer, principal financial officer, principal accounting officer or controller, and persons performing similar functions). The Code of Ethics is available on the Registrant's website at [www.baytex.ab.ca](http://www.baytex.ab.ca).

In the past fiscal year, the Registrant has not amended any provision of its Code of Ethics that relates to any element of the code of ethics definition enumerated in paragraph (9)(b) of General Instruction B to Form 40-F, or granted any waiver, including an implicit waiver, from any provision of its Code of Ethics.

### **PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The required disclosure is included under the heading "Audit Committee Information External Auditor Service Fees" in the Registrant's Annual Information Form for the year ended December 31, 2011, filed as Exhibit 99.1 to this Annual Report on Form 40-F, and is incorporated herein by reference.

### **OFF-BALANCE SHEET ARRANGEMENTS**

The Registrant does not have any "off-balance sheet arrangements" (as that term is defined in paragraph 11(ii) of General Instruction B to Form 40-F) that have or are reasonably likely to have a current or future effect on its financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

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**TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS**

The required disclosure is included under the heading "Liquidity and Capital Resources Contractual Obligations" in the Registrant's Management's Discussion and Analysis of the operating and financial results for the year ended December 31, 2011, filed as Exhibit 99.3 to this Annual Report on Form 40-F, and is incorporated herein by reference.

**IDENTIFICATION OF THE AUDIT COMMITTEE**

The Company has a separately designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. The Company's Audit Committee members consist of Mr. N. Dargan, Mr. R.E.T. (Rusty) Goepel, and Mr. G. Melchin.

**UNDERTAKING**

Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

**CONSENT TO SERVICE OF PROCESS**

- (1) The Registrant has previously filed a Form F-X in connection with the class of securities in relation to which the obligation to file this report arises.
  - (2) Any change to the name or address of a Registrant's agent for service shall be communicated promptly to the Commission by amendment to Form F-X referencing the file number of the Registrant.
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**SIGNATURES**

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized on March 15, 2012.

BAYTEX ENERGY CORP.

By: /s/ W. DEREK AYLESWORTH

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Name: W. Derek Aylesworth

Title: Chief Financial Officer

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<b>Exhibit No.</b>	<b>Document</b>
99.1	Annual Information Form of the Registrant for the fiscal year ended December 31, 2011.
99.2	Audited Consolidated Financial Statements of the Registrant for the year ended December 31, 2011 together with the Auditors' Report thereon.
99.3	Management's Discussion and Analysis of the operating and financial results of the Registrant for the year ended December 31, 2011.
99.4	Certification of Chief Executive Officer under Section 302 of the <i>Sarbanes-Oxley Act of 2002</i> .
99.5	Certification of Chief Financial Officer under Section 302 of the <i>Sarbanes-Oxley Act of 2002</i> .
99.6	Certification of Chief Executive Officer under Section 906 of the <i>Sarbanes-Oxley Act of 2002</i> .
99.7	Certification of Chief Financial Officer under Section 906 of the <i>Sarbanes-Oxley Act of 2002</i> .
99.8	Consent of Deloitte & Touche LLP, Independent Registered Chartered Accountants.
99.9	Consent of Sproule Associates Limited, independent engineers.

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