

PetroHunter Energy Corp
Form 8-K/A
November 20, 2008

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

FORM 8-K/A
Amendment No. 1

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 25, 2008

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

| | | |
|---------------------------------------------------|-----------------------------|---------------------------------------|
| Maryland | 000-51152 | 98-0431245 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identifica–tion No.) |

1600 Stout Street, Suite 2000, Denver, Colorado 80202
(Address of principal executive offices) (Zip Code)

(303) 572-8900
Registrant's telephone number, including area code

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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- “ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Explanatory Note: This Amendment No. 1 to Form 8-K is being filed to attach exhibits 10.1 and 10.2 below.

Item Entry into a Material Definitive Agreement

1.01

On August 25, 2008, the registrant and its wholly-owned subsidiaries (collectively "PetroHunter") entered into binding Purchase and Sale Agreements with Falcon Oil & Gas Ltd. for the sale of an undivided 25% working interest in PetroHunter's five Buckskin Mesa wells (and the applicable spacing units) in Rio Blanco County, Colorado (the "Five Wells"), which have been drilled but not completed, and an undivided 50% working interest in a seven million-acre prospect in the Beetaloo Basin of the Northern Territory, Australia, as more fully described in the news release which is filed as an exhibit to this report.

Closing of transaction is subject to satisfaction of several conditions, and is scheduled to take place within 30 days.

Item 9.01 Financial Statements and Exhibits

| Regulation S-K Number | Document |
|--------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10.1 | Purchase and Sale Agreement between PetroHunter Energy Corporation and Sweetpea Petroleum Pty Ltd. and Falcon Oil & Gas Ltd. and Falcon Oil & Gas Australia Pty Ltd. Dated August 22, 2008 |
| 10.2 | Purchase and Sale Agreement between PetroHunter Energy Corporation and PetroHunter Operating Company and Falcon Oil & Gas Ltd. and Falcon Oil & Gas USA, Inc. Dated August 22, 2008 |
| 99.1 | News Release dated August 25, 2008 * |

*Filed with the Current Report on Form 8-K filed August 25, 2008.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PETROHUNTER ENERGY CORPORATION

September 5, 2008

By: /s/ David E. Brody
David E. Brody
Vice President and General Counsel

EXHIBIT INDEX

Regulation
S-K Number

Document

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10.2 Purchase and Sale Agreement between PetroHunter Energy Corporation and PetroHunter Operating Company and Falcon Oil & Gas Ltd. and Falcon Oil & Gas USA, Inc. Dated August 25, 2008

99.1 News Release dated August 25, 2008 *

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