

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

Storm Cat Energy CORP  
Form SC 13G/A  
February 14, 2008

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

SCHEDULE 13G  
(Amendment No. 3)

Under the Securities Exchange Act of 1934\*

Storm Cat Energy Corporation  
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(Name of Issuer)

Common Stock, no par value  
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(Title of Class of Securities)

862168101  
-----

(CUSIP Number)

December 31, 2007  
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(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).

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CUSIP No. 862168101  
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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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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

6 SHARED VOTING POWER

NUMBER OF SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON WITH

4,139,463

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

4,139,463

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,139,463

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

[ ]

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

5.1%

12 TYPE OF REPORTING PERSON\*

IA, PN

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

Touradji Global Resources Master Fund, Ltd.

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

(a) [ ]



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|  |  |                          |
|--|--|--------------------------|
| 4  | CITIZENSHIP OR PLACE OF ORGANIZATION                                 |                          |
|  |  | United States            |
|  | 5  | SOLE VOTING POWER        |
|  |  | 0                        |
|  | 6  | SHARED VOTING POWER      |
| NUMBER OF SHARES<br>BENEFICIALLY OWNED<br>BY EACH REPORTING<br>PERSON WITH |  | 4,139,463                |
|  | 7  | SOLE DISPOSITIVE POWER   |
|  |  | 0                        |
|  | 8  | SHARED DISPOSITIVE POWER |
|  |  | 4,139,463                |
| 9  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         | 4,139,463                |
| 10   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | [ ]                      |
| 11   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)                    | 5.1%                     |
| 12   | TYPE OF REPORTING PERSON*  | IN                       |

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This Amendment No. 3 to the Schedule 13G ("Amendment No. 3") 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, and as amended by that certain Amendment No. 2 thereto filed on February 14, 2007 (as so amended, the "Schedule 13G"). This Amendment No. 3 is being filed in connection with the annual requirement to report changes in beneficial ownership not otherwise reported. Further, this Amendment No. 3 reports beneficial ownership of less than 5% of the total outstanding Common Stock of the Company by Touradji Global Resources Master Fund, Ltd. ("Global Resources"). Capitalized terms used but not defined herein have the meaning ascribed thereto in the Schedule 13G.

Item 4 Ownership:  
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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:

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

A. Touradji Capital Management, LP  
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(a) Amount beneficially owned: 4,139,463 shares of Common Stock as of December 31, 2007.

(b) Percent of Class: 5.1%. The percentages used herein and in the rest of this Schedule 13G are calculated based upon a total of 81,078,570 outstanding shares of Common Stock as of November 8, 2007, as reported on the Issuer's Report on Form 10-QSB for the quarterly period ended September 30, 2007.

- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 4,139,463
- (iii) Sole power to dispose of or direct the disposition: -0-
- (iv) Shared power to dispose of or direct the disposition of: 4,139,463

B. Touradji Global Resources Master Fund, Ltd.  
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(a) Amount beneficially owned: 2,840,252 shares of Common Stock as of December 31, 2007.

(b) Percent of Class: 3.5%.

- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 2,840,252
- (iii) Sole power to dispose of or direct the disposition: -0-
- (iv) Shared power to dispose of or direct the disposition of: 2,840,252

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C. Paul Touradji  
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(a) Amount beneficially owned: 4,139,463 shares of Common Stock as of December 31, 2007.

(b) Percent of Class: 5.1%.

- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 4,139,463
- (iii) Sole power to dispose of or direct the disposition: -0-
- (iv) Shared power to dispose of or direct the disposition of: 4,139,463

Item 5 Ownership of Five Percent or Less of a Class:  
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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: [ X ]

Global Resources no longer holds Common Stock in excess of 5%. However, Touradji Capital Management, LP and Mr. Paul Touradji continue to hold in excess of 5%. Since Global Resources is no longer deemed a Reporting Person for this issuer, if the Reporting Persons are deemed to be a group, the group should now be deemed to include

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solely Touradji Capital Management, LP and Mr. Paul Touradji.

Item 10 Certification:  
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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  
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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, 2008

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

By: Paul Touradji, Managing Member

By: /s/ Thomas S. Dwan

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

TOURADJI GLOBAL RESOURCES MASTER FUND, LTD.

By: Paul Touradji, Director

By: /s/ Thomas S. Dwan

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

PAUL TOURADJI

By: /s/ Thomas S. Dwan

-----  
Name: Thomas S. Dwan

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Title: Attorney-in-fact

[SIGNATURE PAGE TO AMENDMENT NO. 3 TO SCHEDULE 13G  
WITH RESPECT TO  
STORM CAT ENERGY CORPORATION]

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