

Edgar Filing: CANARGO ENERGY CORP - Form 10-Q/A

CANARGO ENERGY CORP
Form 10-Q/A
July 01, 2004

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

FORM 10-Q/A
(AMENDMENT No. 1)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD
ENDED MARCH 31, 2004
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD
FROM _____ TO _____

COMMISSION FILE NUMBER 0001-32145

CANARGO ENERGY CORPORATION

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware

91-0881481

(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

(I.R.S. EMPLOYER IDENTIFICATION NO.)

CanArgo Energy Corporation
P.O. Box 291, St. Peter Port, Guernsey, British Isles

GY1 3RR

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

(ZIP CODE)

(44) 1481 729 980

(REGISTRANT'S TELEPHONE NUMBER)

(FORMER NAME, FORMER ADDRESS AND FORMER FISCAL YEAR,
IF CHANGED SINCE LAST REPORT)

Indicate by check whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 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

Edgar Filing: CANARGO ENERGY CORP - Form 10-Q/A

Indicate by check mark whether the registrant is an accelerated filer (as defined by Rule 12b-2 of the Act). []

The number of shares of registrant's common stock outstanding on May 1, 2004 was 113,613,505.

EXPLANATORY NOTE

CanArgo Energy Corporation is hereby amending this Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2004 to amend Item 4 of Part 1 and Item 2 of Part 2 of the report. The amendment to Item 2 of Part 2 adds a description of the issuance of unregistered shares of common stock upon exercise of certain previously granted existing employee stock options and warrants, which grants and option/warrant plans were previously disclosed, as well as the exercises, but which exercises and issuances were inadvertently omitted from the Quarterly Report on Form 10-Q. Except for the foregoing items, no other information included in the original Quarterly Report on Form 10-Q is amended by this amendment. Item 2 is hereby amended and restated in full and Item 4 of this Quarterly Report on Form 10-Q is hereby amended as follows:

PART 1. FINANCIAL INFORMATION:

ITEM 4. CONTROLS AND PROCEDURES

The Company maintains disclosure controls and procedures, as defined in Rule 13a-15 under the Securities Exchange Act of 1934, as amended, that are designed to ensure that information required to be disclosed in the Company's reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that the Company's employees accumulate this information and communicate it to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding the required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily must apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures under Rule 13a-15. Based upon that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective at the reasonable assurance level.

There has not been any change in the Company's internal control over financial reporting during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART 2. OTHER INFORMATION:

ITEM 2. CHANGES IN SECURITIES, USE OF PROCEEDS AND ISSUER PURCHASES OF EQUITY SECURITIES

On March 8, 2004, 2,828,167 shares of our common stock were issued to

Edgar Filing: CANARGO ENERGY CORP - Form 10-Q/A

the following individuals in connection with the exercise of options previously granted under our 1995 Long-Term Incentive Plan. The shares were issued in transactions intended to qualify for the exemption from registration afforded by Section 4(2) of the Act and Regulation S promulgated thereunder. All of the proceeds from such option exercises were added to our working capital for general corporate purposes.

2

NAME OF INDIVIDUAL EXERCISING OPTION -----	POSITION -----	AMOUNT OF STOCK RECEIVED -----	CASH EXERCISE PRICE -----	TOTAL CASH PROCEEDS -----
David Robson	President, Chairman and Chief Executive Officer	1,000,000	\$ 0.10	\$100,000
Nils Trulsvik	Director	250,000	\$ 0.10	\$ 25,000
Vincent McDonnell	Chief Financial Officer and Chief Commercial Officer	300,000	\$ 0.10	\$ 30,000
Liz Landles	Corporate Secretary	100,000	\$ 0.10	\$ 10,000
Russell Hammond	Director	250,000	\$ 0.10	\$ 25,000
Julian Hammond	Investor Relations Manager and Commercial Manager	97,000	\$ 0.10	\$ 9,700
Graham Wall	Senior Geologist	27,000	\$ 0.10	\$ 2,700
Tamara Smales	Business Development Manager	96,667	\$ 0.10	\$ 9,667
Jeffrey Wilkins	Financial Controller	58,000	\$0.595	\$ 34,510
Niko Tevzadze	Operations Manager	300,000	\$ 0.10	\$ 30,000
Alex Tchichinadze	Drilling Manager	125,000	\$ 0.10	\$ 12,500
Irakli Tavdumadze	Chief Geologist	72,000	\$ 0.10	\$ 7,200
Zaza Gorgadze	CanArgo Representative in Georgia	40,000	\$ 0.10	\$ 4,000
Irina Arabuli	Chief Accountant	15,000	\$ 0.10	\$ 1,500
Misha Nibladze	Finance Manager	20,000	\$ 0.10	\$ 2,000
Piso Bedoshvili	Office Manager	7,500	\$ 0.10	\$ 750
Sopiko Beradze	Translator	10,000	\$ 0.10	\$ 1,000

Edgar Filing: CANARGO ENERGY CORP - Form 10-Q/A

Victor Chudnovets	CanArgo Representative in Ukraine	60,000	\$ 0.10	\$ 6,000
			TOTAL	----- \$311,527 =====

3

On March 8, 2004, 399,000 shares of our common stock were issued to the following individuals in connection with the exercise of options previously granted under the CanArgo Energy Inc. Stock Option Plan. The shares were issued in transactions intended to qualify for the exemption from registration afforded by Section 4(2) of the Act and Regulation S promulgated thereunder. All of the proceeds from such option exercises were added to our working capital for general corporate purposes.

NAME OF INDIVIDUAL EXERCISING OPTION	POSITION	AMOUNT OF STOCK RECEIVED	CASH EXERCISE PRICE	TOTAL CASH PROCEEDS
-----	-----	-----	-----	-----
Julian Hammond	Investor Relations Manager and Commercial Manager	103,000	\$0.10	\$10,300
Graham Wall	Senior Geologist	73,000	\$0.10	\$ 7,300
Irakli Tavdumadze	Chief Geologist	128,000	\$0.10	\$12,800
George Mirtskhulava	Commercial Manager	50,000	\$0.10	\$ 5,000
Shalva Bahktadze	Administration Manager	15,000	\$0.10	\$ 1,500
Vakho Sakvarelidze	Chief Economist	30,000	\$0.10	\$ 3,000
			TOTAL	----- \$39,900 =====

On March 8, 2004, 291,667 shares of our common stock were issued to the following individuals in connection with the exercise of options previously granted under our Special Options/Warrants Plan. The shares were issued in transactions intended to qualify for the exemption from registration afforded by Section 4(2) of the Act and Regulation S promulgated thereunder. All of the proceeds from such option exercises were added to our working capital for general corporate purposes.

NAME OF INDIVIDUAL EXERCISING OPTION	POSITION	AMOUNT OF STOCK RECEIVED	CASH EXERCISE PRICE	TOTAL CASH PROCEEDS
---	----------	--------------------------------	---------------------------	---------------------------

Edgar Filing: CANARGO ENERGY CORP - Form 10-Q/A

NAME	POSITION	AMOUNT OF STOCK	CASH EXERCISE PRICE	TOTAL CASH PROCEEDS
Russell Hammond	Director	250,000	\$0.10	\$ 25,000
Tamara Smales	Business Development Manager	41,667	\$0.10	\$ 4,166.70
			TOTAL	\$29,166.70

On March 23, 2004, 296,250 shares were issued to the following individual in connection with the exercise of options previously granted under our 1995 Long-Term Incentive Plan. The shares were issued in a transaction intended to qualify for the exemption from registration afforded by Section 4(2) of the Act and Regulation S

4

promulgated thereunder. All of the proceeds from such option exercises were added to our working capital for general corporate purposes.

NAME OF INDIVIDUAL EXERCISING OPTION	POSITION	AMOUNT OF STOCK RECEIVED	CASH EXERCISE PRICE	TOTAL CASH PROCEEDS
Peder Paus	Former Director	296,250	\$0.4014	\$118,914.75

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CANARGO ENERGY CORPORATION

Date: July 1, 2004

By: /s/ Vincent McDonnell

Vincent McDonnell
Chief Financial Officer

5