

Edgar Filing: PETROKAZAKHSTAN INC - Form 40-F/A

PETROKAZAKHSTAN INC
Form 40-F/A
October 04, 2005

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 40-F/A

AMENDMENT NO. 1

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

OR

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

For the fiscal year ended December 31, 2004

Commission File No. 001-31448

PETROKAZAKHSTAN INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

| | | |
|--|---|---|
| PROVINCE OF ALBERTA, CANADA | 1311 | NOT APPLICABLE |
| (PROVINCE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION) | (PRIMARY STANDARD INDUSTRIAL CLASSIFICATION CODE NUMBER) | (I.R.S. EMPLOYER IDENTIFICATION NUMBER) |

SUITE 1460, SUN LIFE PLAZA, NORTH TOWER
140-4TH AVENUE S.W.
CALGARY, ALBERTA, CANADA T2P 3N3
(403) 221-8435

(ADDRESS AND TELEPHONE NUMBER OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

CT CORPORATION SYSTEM, 111-8TH AVENUE, NEW YORK, NEW YORK 10011, (212) 894-8940
(NAME, ADDRESS (INCLUDING ZIP CODE) AND TELEPHONE NUMBER (INCLUDING AREA CODE)
OF AGENT FOR SERVICE OF THE REGISTRANT IN THE UNITED STATES)

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

| Title of Each Class ----- | Name of Each Exchange on Which Registered ----- |
|-------------------------------------|--|
| CLASS A COMMON SHARES, NO PAR VALUE | NEW YORK STOCK EXCHANGE |

Securities registered or to be 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:

Annual information form Audited annual financial statements

Indicate the number of outstanding shares of each 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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AT DECEMBER 31, 2004, 76,223,130 CLASS A COMMON SHARES OF PETROKAZAKHSTAN INC. WERE ISSUED AND OUTSTANDING. AT DECEMBER 31, 2004, NO CLASS OF PREFERRED SHARES OF PETROKAZAKHSTAN INC. WERE ISSUED AND OUTSTANDING.

Indicate by check mark whether the Registrant by filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the "Exchange Act"). If "Yes" is marked, indicate the file number assigned to the Registrant in connection with such Rule. YES NO

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

EXPLANATORY NOTE

This Amendment No. 1 to the Annual Report of PetroKazakhstan Inc. (the "Company") on Form 40-F for the year ended December 31, 2004, which was originally filed with the Securities and Exchange Commission on March 31, 2005 (the "Original Filing"), is being filed for the purpose of providing certain revised information contained in the Company's Annual Information Form (the "Amended AIF"). The Amended AIF was prepared at the request of the Alberta Securities Commission to make certain changes to the definitions of "Proved Reserves," "Proved developed producing reserves," "Proved undeveloped reserves" and "Probable reserves." These changes can be found on pages 24-31 of the Amended AIF.

Other than as expressly set forth above, this Form 40-F/A does not modify or update other disclosures in, or exhibits to, the Original Filing.

This Amendment consists of a cover page, this explanatory note, the Amended AIF and the certifications.

UNDERTAKING AND CONSENT TO SERVICE OF PROCESS

A. UNDERTAKING

The 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/A; the securities in relation to which the obligation to file an annual report on Form 40-F/A arises; or transactions in said securities.

B. CONSENT TO SERVICE OF PROCESS

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.

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 Annual Report on Form 40-F to be signed on its behalf by the undersigned, thereto duly authorized, in the City of Calgary, Province of Alberta, Canada.

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PETROKAZAKHSTAN INC.
(Registrant)

By: /s/ Anthony R. Peart

Name: Anthony R. Peart
Title: Senior Vice President
General Counsel and
Secretary

Date: October 4, 2005

DOCUMENTS FILED AS PART OF THIS REPORT

- 1.1 Amended Annual Information Form of PetroKazakhstan Inc. for the year ended December 31, 2004

EXHIBITS

- 31.1 Certification of President and Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14 of the Securities Exchange Act of 1934
- 31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14 of the Securities Exchange Act of 1934
- 32.1 Certificate Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2003.
- 32.2 Certificate Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2003.