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KESTREL ENERGY INC
Form S-3/A
March 26, 2004

As filed with the Securities and Exchange Commission on March 26, 2004

Registration No. 333-31336

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

KESTREL ENERGY, INC.

(Exact name of registrant as specified in its charter)

Colorado 84-0772451
(State or other jurisdiction of (I.R.S. Employer Identification No.)
incorporation or organization)

1726 Cole Boulevard, Suite 210
Lakewood, Colorado 80401
(303) 295-0344

(Address, including zip code, and telephone number, including area
code, of registrant's principal executive offices)

With copies to:
BARRY D. LASKER S. LEE TERRY, JR., ESQ.
President Davis Graham & Stubbs LLP
Kestrel Energy, Inc. 1550 17th Street, Suite 500
1726 Cole Boulevard, Suite 210 Denver, Colorado 80202
Lakewood, Colorado 80401 (303) 892-9400
(303) 295-0344 (303) 893-1379 Fax
(303) 295-1961 Fax
(Names, addresses, including zip codes, and telephone numbers,
including area codes, of agent for service)

DEREGISTRATION OF UNSOLD SECURITIES

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-3 (File No. 333-31336) (the "Registration Statement") of Kestrel Energy, Inc. (the "Company") pertaining to 715,050 shares of the Company's common stock, no par value ("Common Stock") and 715,050 warrants to purchase shares of Common Stock ("Warrants"), which was filed with the Securities and Exchange Commission and became effective on March 10, 2000. The Registration Statement registered 2,768,271 shares of Common Stock and 728,250 Warrants. The shares offered in the prospectus included 728,250 shares of Common Stock for exercise of the Warrants. The Warrants expired on March 10, 2003. Prior to that date 13,200 Warrants were exercised to purchase 13,200 shares of Common Stock.

As a result of the expiration of the Warrants, the offering pursuant to the Registration Statement for 715,050 shares of Common Stock and 715,050 Warrants has been terminated. In accordance with the undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities which remain unsold at the termination of the Warrant offering, the Company hereby removes from

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registration 715,050 shares of Common Stock and 715,050 Warrants of the Company registered but unsold under the Registration Statement. The remaining 2,040,021 shares of Common Stock will remain registered under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in City of Lakewood, State of Colorado, on March 26, 2004.

KESTREL ENERGY, INC.

By: /s/Barry D. Lasker

Barry D. Lasker, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 has been signed by the following person on the dates and in the capacities indicated:

| Signatures ----- | Title ----- | Date ---- |
|--|---|----------------|
| /s/Barry D. Lasker ----- Barry D. Lasker | President, Chief Executive Officer, Principal Executive Officer, Principal Financial and Accounting Officer and Director | March 26, 2004 |
| /s/Timothy L. Hoops ----- Timothy L. Hoops | Director | March 26, 2004 |
| ----- Robert J. Pett | Chairman of the Board | _____, 2004 |
| /s/John T. Kopcheff ----- John T. Kopcheff | Director | March 26, 2004 |
| /s/Kenneth W. Nickerson ----- Kenneth W. Nickerson | Director | March 26, 2004 |
| ----- Mark A.E. Syropoulo | Director | _____, 2004 |

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Director

_____, 2004

Neil T. MacLachlan