

CARRIZO OIL & GAS INC  
 Form S-8  
 May 23, 2014

As filed with the Securities and Exchange Commission on May 23, 2014  
 Registration No. 333-

UNITED STATES  
 SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549  
 FORM S-8  
 REGISTRATION STATEMENT  
 UNDER  
 THE SECURITIES ACT OF 1933  
 CARRIZO OIL & GAS, INC.

(Exact name of registrant as specified in its charter)

Texas

(State or other jurisdiction of  
 incorporation or organization)

500 Dallas Street, Suite 2300

Houston, Texas 77002

(Address of Principal Executive Offices) (Zip Code)

76-0415919

(I.R.S. Employer  
 Identification No.)

INCENTIVE PLAN OF CARRIZO OIL & GAS, INC.

(Full title of the plan)

Marcus G. Bolinder

Associate General Counsel

Carrizo Oil & Gas, Inc.

500 Dallas Street, Suite 2300

Houston, Texas 77002

(713) 328-1000

(Name, address, and telephone number, including area code, of agent for service)

With Copies to:

Gene J. Oshman

Baker Botts L.L.P.

One Shell Plaza

910 Louisiana Street

Houston, Texas 77002

(713) 229-1234

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price	Proposed Maximum Aggregate	Amount of Fee
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		Per Share (1)	Offering Price	
Common Stock (par value \$0.01 per share)	3,577,500	\$54.68	\$195,617,700	\$25,196

This price is estimated under Rule 457(c) and (h) solely to calculate the registration fee and is based on the average (1) of the high and low prices of the Company's Common Stock reported on the NASDAQ Global Select Market on May 16, 2014.

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#### REGISTRATION OF ADDITIONAL SECURITIES

Pursuant to General Instruction E on Form S-8, Carrizo Oil & Gas, Inc. files this Registration Statement to register an additional 3,577,500 shares of Common Stock issuable under the Incentive Plan of Carrizo Oil & Gas, Inc., as amended and restated effective as of May 15, 2014 (the "Plan"). At the annual meeting of shareholders on May 15, 2014, at the Board of Directors' recommendation, the shareholders approved the amendment and restatement of the Plan which, among other things, increased the number of shares issuable under the Plan from 7,245,000 to 10,822,500. Carrizo Oil & Gas, Inc. incorporates by reference in this Registration Statement its previous registration statements (Nos. 333-181585, 333-162888, 333-137273, 333-116528, 333-55838, and 333-35245) on Form S-8 relating to the Plan.

#### EXPERTS

The consolidated financial statements of Carrizo Oil & Gas, Inc. as of December 31, 2013 and 2012 and for each of the years in the three-year period ended December 31, 2013 and management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2013 have been incorporated by reference herein in reliance upon the reports of KPMG LLP, independent registered public accounting firm, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

The letter report of Ryder Scott Company, L.P., as independent consulting petroleum engineers, and information with respect to our oil and gas reserves derived from such report, has been incorporated by reference into this prospectus upon the authority of such firm as experts with respect to such matters covered in such report and in giving such report.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, the State of Texas, on May 23, 2014.

CARRIZO OIL & GAS, INC.  
(Registrant)

By: /s/ Paul F. Boling  
Paul F. Boling  
Chief Financial Officer, Vice President, Secretary and Treasurer

Each person whose signature appears below appoints S.P. Johnson IV, Paul F. Boling, and Gerald A. Morton, and each of them, each of whom may act without the joinder of the other, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities to sign any and all pre- and post-effective amendments to this Registration Statement, and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully and for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on May 23, 2014.

Signature	Title
/s/ S.P. Johnson IV S.P. Johnson IV	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ Paul F. Boling Paul F. Boling	Chief Financial Officer, Vice President, Secretary and Treasurer (Principal Financial Officer)
/s/ David L. Pitts David L. Pitts	Vice President and Chief Accounting Officer (Principal Accounting Officer)
/s/ Steven A. Webster Steven A. Webster	Chairman of the Board

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/s/ Thomas L. Carter, Jr.                      Director  
Thomas L. Carter, Jr.

/s/ Robert F. Fulton                      Director  
Robert F. Fulton

/s/ F. Gardner Parker                      Director  
F. Gardner Parker

/s/ Roger A. Ramsey                      Director  
Roger A. Ramsey

/s/ Frank A. Wojtek                      Director  
Frank A. Wojtek

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INDEX TO EXHIBITS

Exhibit Number	Exhibit Description
3.1	— Amended and Restated Articles of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 1997).
3.2	— Articles of Amendment to Amended and Restated Articles of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on June 25, 2008).
3.3	— Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on January 3, 2008).
4.1	— Form of certificate representing Common Stock (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1/A (Registration No. 333-29187)).
4.2	— Amended and Restated Incentive Plan of Carrizo Oil & Gas, Inc. effective as of May 15, 2014 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 16, 2014).
*5.1	— Opinion of Baker Botts L.L.P.
*23.1	— Consent of KPMG LLP
*23.2	— Consent of Ryder Scott Company, L.P.
*23.3	— Consent of Baker Botts L.L.P. (included in Exhibit 5.1).
*24.1	— Power of Attorney (included on the signature page).

\* Filed herewith.