

Storm Cat Energy CORP
Form NT 10-K
March 31, 2009

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

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FORM 12b-25

NOTIFICATION OF LATE FILING

(Check one): Form 10-K Form 20-F Form 11-K Form 10-Q Form 10-D
 Form N-SAR Form N-CSR

For Period Ended: December 31, 2008
 Transition Report on Form 10-K
 Transition Report on Form 20-F
 Transition Report on Form 11-K
 Transition Report on Form 10-Q
 Transition Report on Form N-SAR
For the Transition Period Ended:

Read Instructions (on back page) Before Preparing Form. Please Print or Type.
Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I REGISTRANT INFORMATION

Storm Cat Energy Corporation
Full Name of Registrant

N/A
Former Name if Applicable

1125 17th Street, Suite 2310
Address of Principal Executive Office (*Street and Number*)

Denver, Colorado 80202
City, State and Zip Code

PART II RULES 12b-25(b) AND (c)

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If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

On November 10, 2008, all of the direct and indirect wholly-owned subsidiaries (collectively, the Debtors) of Storm Cat Energy Corporation (the Company) filed a voluntary petition for reorganization (the Reorganization Cases) under Chapter 11 of the United States Bankruptcy Code (the Code) in the United States Bankruptcy Court for the District of Colorado (the Bankruptcy Court). The Reorganization Cases do not include the Company. The Reorganization Cases are being jointly administered under Case No. 08-27887 ABC. The Debtors continue to operate their businesses as debtors-in-possession under the jurisdiction of the Bankruptcy Court and in accordance with the applicable provisions of the Code and orders of the Bankruptcy Court.

The Company's Annual Report on Form 10-K for the year ended December 31, 2008 could not be filed within the prescribed time period, as the closing of the books and the process of preparing the Company's financial statements for the period ended December 31, 2008 has been delayed due to the focus of the Company's resources on the bankruptcy process, negotiation with creditors, potential sale of assets, and open accounting issues (i.e., impairment analyses) as a result of the ongoing bankruptcy process. The Company cannot predict when or if, based upon resolution of the Reorganization Cases, it expects to complete its review and file its Annual Report on Form 10-K.

SEC 1344 (05-06) **Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

(Attach extra Sheets if Needed)

PART IV OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Joseph M. Brooker
(Name)

303
(Area Code)

991-5070
(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

For the reasons set forth above regarding the Reorganization Cases and limited resources, the Company is unable to provide a reasonable estimate of its results of operations for the year ended December 31, 2008. Accordingly, the Company cannot at this time estimate what significant changes would be reflected in its results of operations for such period compared to prior periods. The Company needs to perform an impairment analysis related to certain of its tangible and intangible assets, which is not yet complete given the status of the Reorganization Cases and the process to sell assets as approved by the Bankruptcy Court. As a result, at this time the Company cannot predict the scope of significant changes in results of operations from the corresponding period for the last fiscal year.

Storm Cat Energy Corporation

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date **March 31, 2009**

By **/s/ Joseph M. Brooker**
Joseph M. Brooker

Chief Executive Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).
