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SWIFT ENERGY CO
Form S-3DPOS
December 29, 2005

As filed with the Securities and Exchange Commission on December 28, 2005
Registration Statement No. 333-12831

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

SWIFT ENERGY COMPANY
(Exact name of Registrant as specified in its charter)

Texas 74-2073055
(State of Incorporation) (I.R.S. Employer Identification No.)

16825 Northchase Dr., Suite 400
Houston, Texas 77060
(Address of Principal Executive Offices) (Zip Code)

Terry E. Swift
Chief Executive Officer
Swift Energy Company
16825 Northchase Dr., Suite 400
Houston, Texas 77060
(281) 874-2700
(Name, address and telephone number of Registrant's
executive offices and agent for service)

Copies to:
Karen Bryant
General Counsel-Corporate, Chief Governance
Officer and Secretary
Swift Energy Company
16825 Northchase Dr., Suite 400
Houston, Texas 77060
(281) 874-2700

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. | |

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. |X|

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of earlier effective registration statement for the same offering. | |

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act

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registration statement number of the earlier effective registration statement for the same offering. | |

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. | |

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. | |

EXPLANATORY NOTE

POST EFFECTIVE AMENDMENT NO. 1 TO FORM S-3

This Post-Effective Amendment No. 1 to Registration Statement 333-12831 on Form S-3 is being filed pursuant to Rule 414 under the Securities Act of 1933, as amended (the "Securities Act"), to reflect the new holding company organizational structure of Swift Energy Company (the "Registrant"), effected in accordance with Article 5.03.H of the Texas Business Corporation Act (the "TBCA") and the Registrant's status as the successor issuer to Swift Energy Company as it was constituted prior to the Merger (as defined below).

The holding company organizational structure was effected pursuant to an Plan and Agreement and Articles of Merger (the "Merger Agreement") among Swift Energy Company as it was constituted prior to the effectuation of the new holding company structure (the "Predecessor"), the Registrant, and Swift Energy Operating, LLC, a Texas limited liability company and a wholly-owned subsidiary of the Registrant ("Operating"). The Merger Agreement provides for the merger of the Predecessor into Operating, with Operating continuing as the surviving entity and as a wholly-owned subsidiary of the Registrant (the "Merger"). The Merger was effective as of 9:00 a.m., local time in Austin, Texas on December 28, 2005. Prior to the Merger, the Registrant was a direct, wholly-owned subsidiary of the Predecessor organized for the purpose of implementing the holding company organizational structure. Pursuant to Article 5.03.H of the TBCA, shareholder approval of the Merger was not required. In connection with the Merger, the Registrant's name was changed to "Swift Energy Company."

By virtue of the Merger, all of the Predecessor's outstanding capital stock was converted, on a share for share basis, into capital stock of the Registrant. As a result, each shareholder of the Predecessor became the owner of an identical number of shares of capital stock of the Registrant. Additionally, each treasury share of the Predecessor was automatically converted into a treasury share of the Registrant. Also, each outstanding option to purchase shares of the Predecessor's common stock was automatically converted into an option to purchase, upon the same terms and conditions, an identical number of shares of the Registrant's common stock. Finally, each preferred share purchase right under the Predecessor's Amended and Restated Rights Agreement was automatically converted, upon the same terms and conditions, into a preferred share purchase right for each outstanding share of the Registrant's common stock held by such holder.

In accordance with Rule 414, the Registrant, as the successor issuer to the Predecessor, hereby expressly adopts Registration Statement No. 333-12831 on Form S-3 as its own for all purposes under the Securities Act and the Securities Exchange Act of 1934, as amended. This Registration Statement pertains to Swift

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Energy Company's Employee stock Ownership Plan. Registration fees were paid at the time of filing the original Registration Statement.

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Item 16. Exhibits

| Exhibit No. | Document Description |
|-------------|--|
| 2.1 | Plan and Agreement and Articles of Merger to Form Holding Company, dated as of Dec but effective at 9:00 a.m., local time in Austin, Texas on December 28, 2005, by a Registrant, the Predecessor and Operating (incorporated by reference as Exhibit 2.1 to the Registrant's Form 8-K filed on December 28, 2005) |
| ***4 | Specimen share certificates (incorporated by reference to the Company's Registrati 33-30854 on Form S-1 filed on September 1, 1989) |
| 4.1 | Amendment No. 1 to the Rights Agreement dated December 12, 2005 between Swift Ener American Stock Transfer & Trust Company, as Rights Agent (incorporated by referenc to Swift Energy Company's Form 8-K filed on December 28, 2005) |
| 4.2 | Assignment, Assumption, Amendment and Novation Agreement between the Registrant, t American Stock Transfer & Trust Company, as Rights Agent effective at 9:00 am., lo Austin, Texas on December 28, 2005 (incorporated by reference as Exhibit 4.4 to the Registrant's Form 8-K filed on December 28, 2005) |
| *5 | Opinion of Jenkins & Gilchrist, A Professional Corporation, as to the validity of |
| *23.1 | Consent of Ernst and Young LLP |
| *23.3 | Consent of Jenkins & Gilchrist, A Professional Corporation (included in Exhibit 5) |
| *24 | Power of Attorney (included on signature page) |
| * | Filed herewith |
| ** | To be filed by amendment or Form 8-K |
| *** | Previously filed |

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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-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on this 28th day of

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December, 2005.

SWIFT ENERGY COMPANY

/s/ Terry E. Swift

Terry E. Swift
Chief Executive Officer

Each person whose signature appears below as a signatory to this Registration Statement constitutes and appoints Terry E. Swift, Alton D. Heckaman, Jr., and Bruce H. Vincent or any of them, his true and lawful attorney-in-fact and agent 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 amendments to this Registration Statement, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated, in multiple counterparts with the effect of one original.

| Signature ----- | Capacity ----- |
|---|--|
| /s/ A. Earl Swift ----- A. Earl Swift | Chairman of the Board |
| /s/ Terry E. Swift ----- Terry E. Swift | Chief Executive Officer (Principal Executive Officer) and Director |
| /s/ Bruce H. Vincent ----- Bruce H. Vincent | President and Director |
| /s/ Alton D. Heckaman, Jr. ----- Alton D. Heckaman, Jr. | Executive Vice President and Chief Financial Officer (Principal Financial Officer) |
| /s/ David W. Wesson ----- | Controller (Principal Accounting Officer) |

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David W. Wesson

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Deanna L. Cannon Director

/s/ Raymond E. Galvin

Raymond E. Galvin Director

Douglas J. Lanier Director

Greg Matiuk Director

Henry C. Montgomery Director

/s/ Clyde W. Smith, Jr.

Clyde W. Smith, Jr. Director

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INDEX TO EXHIBITS

| <u>Exhibit No.</u> | <u>Document Description</u> |
|--------------------|--|
| 5 | Opinion of Jenkins & Gilchrist, a Professional Corporation, as to the validity of the common stock |
| 23.2 | Consent of Ernst & Young LLP |

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