

CANADIAN SUPERIOR ENERGY INC  
Form SC 13G  
January 29, 2010

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

---

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. )\*

CANADIAN SUPERIOR ENERGY INC.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

136644101  
(CUSIP Number)

January 19, 2010  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Continued on following pages  
Page 1 of 9 Pages  
Exhibit Index: Page 8



SCHEDULE 13G

CUSIP No.: 136644101

Page 2 of 9 Pages

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

WEST FACE CAPITAL INC.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Canada

Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power	None
	6.	Shared Voting Power	19,250,000
	7.	Sole Dispositive Power	None
	8.	Shared Dispositive Power	19,250,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person

19,250,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

6.2% based on 311,482,000 shares outstanding as of January 19, 2010.

12. Type of Reporting Person:

CO, IA



SCHEDULE 13G

CUSIP No.: 136644101

Page 3 of 9 Pages

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

GREGORY A. BOLAND

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Canada

Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power	None
	6.	Shared Voting Power	19,250,000
	7.	Sole Dispositive Power	None
	8.	Shared Dispositive Power	19,250,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person

19,250,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

6.2% based on 311,482,000 shares outstanding as of January 19, 2010.

12. Type of Reporting Person:

IN, HC

---

Page 4 of 9 Pages

Item 1(a). Name of Issuer:

Canadian Superior Energy Inc. (the "Issuer").

Item 1(b). Address of Issuer's Principal Executive Offices:

3200, 500 – 4TH Ave S.W.  
Calgary, Alberta T2P 2V6  
Canada

Item 2(a). Name of Person Filing:

This Statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

i) West Face Capital, Inc. ("West Face"); and

ii) Gregory A. Boland ("Mr. Boland").

This Statement relates to the Shares (as defined herein) held for the accounts of each of West Face Long Term Opportunities Master Fund L.P., a Cayman Islands Limited Partnership ("WFMF"), West Face Long Term Opportunities (USA) Limited Partnership, a Delaware Limited Partnership ("WFLP"), and West Face Long Term Opportunities Limited Partnership ("WFCLP"), a Canadian Limited Partnership. West Face serves as investment manager to each of WFMF, WFLP and WFCLP. West Face (Cayman) Inc. serves as the General Partner of WFMF. West Face Capital LLC serves as the General Partner of WFMF, WFLP and WFCLP. Mr. Boland serves as a director of both West Face (Cayman) Inc. and West Face Capital LLC. Mr. Boland is also President and Chief Executive Officer of West Face. In such capacity, Mr. Boland may be deemed to have voting and dispositive power over the Shares held for each of WFMF, WFLP and WFCLP.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of the Reporting Persons is 2 Bloor Street East, Suite 810, Toronto, Ontario M4W 1A8.

Item 2(c). Citizenship:

1) West Face is a Canadian company; and

2) Mr. Boland is a citizen of Canada.

Item 2(d). Title of Class of Securities:

Common Shares (the "Shares")

CUSIP Number:

Item  
2(e).

136644101

---



Page 5 of 9 Pages

Item 3. If This Statement is Filed Pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

This Item 3 is not applicable.

Item 4. Ownership:

Item 4(a) Amount Beneficially Owned:

As of January 29, 2010, each of West Face and Mr. Boland may be deemed to be the beneficial owner of 19,250,000 Shares. This amount consists of: (A) 10,587,600 Shares held for the account of WFMF; (B) 6,063,700 Shares held for the account of WFLP; and (C) 2,598,700 Shares held for the account of WFCLP.

Item 4(b) Percent of Class:

The number of Shares of which each of West Face and Mr. Boland may be deemed to be the beneficial owner constitutes approximately 6.2% of the total number of Shares outstanding (based upon information provided by Bloomberg Finance L.P., there were approximately 311,482,000 shares outstanding as of January 19, 2010).

Item 4(c) Number of Shares of which such person has:

West Face and Mr. Boland:

(i) Sole power to vote or direct the vote:	0
(ii) Shared power to vote or direct the vote:	19,250,000
(iii) Sole power to dispose or direct the disposition of:	0
(iv) Shared power to dispose or direct the disposition of:	19,250,000

Item 5. Ownership of Five Percent or Less of a Class:

This Item 5 is not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

This Item 6 is not applicable.

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent

7. Holding Company:

This Item 7 is not applicable

Item 8. Identification and Classification of Members of the Group:

See disclosure in Item 2 hereof.

Item 9. Notice of Dissolution of Group:

This Item 9 is not applicable.

---

Page 6 of 9 Pages

Item 10. Certification:

By signing below each of the Reporting Persons certifies that, to the best of their knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

---

Page 7 of 9 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 29, 2010

WEST FACE CAPITAL INC.

By: \_\_\_/s/ John Maynard\_\_\_\_\_

Name: John Maynard

Title: Chief Financial Officer

Date: January 29, 2010

GREGORY A. BOLAND

By: \_\_\_/s/ Gregory A. Boland\_\_\_\_\_

EXHIBIT INDEX

Ex.		Page No.
A	Joint Filing Agreement, dated January 29, 2010 by and among West Face Capital Inc. and Gregory A. Boland.....	9

---

EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G with respect to the Common Stock of Canadian Superior Energy Inc. dated as of January 29, 2010 is, and any amendments thereto (including amendments on Schedule 13D) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Date: January 29, 2010                      WEST FACE CAPITAL INC

By:   /s/ John Maynard                      
Name: John Maynard  
Title: Chief Financial Officer

Date: January 29, 2010                      GREGORY A. BOLAND

By:   /s/ Gregory A. Boland                    

---