

CARRIZO OIL & GAS INC  
Form S-8  
May 22, 2012

As filed with the Securities and Exchange Commission on May 22, 2012

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)

76-0415919  
(I.R.S. Employer  
Identification No.)

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**500 Dallas Street, Suite 2300**

**Houston, Texas 77002**

**(Address of Principal Executive Offices) (Zip Code)**

**INCENTIVE PLAN OF CARRIZO OIL & GAS, INC.**

**(Full title of the plan)**

**Marcus G. Bolinder**

**Senior 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.

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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                       | Amount<br>to be<br>Registered | Proposed                                   | Proposed                               | Amount of Fee |
|---|-------------------------------|--|--|---------------|
|   |                               | Maximum<br>Offering Price<br>Per Share (1) | Maximum<br>Aggregate<br>Offering Price |               |
| Common Stock (par value \$0.01 per share) | 2,850,000                     | \$25.56                                    | \$72,846,000                           | \$8,349       |

(1) This price is estimated under Rule 457(c) and (h) solely to calculate the registration fee and is based on the average of the high and low prices of the Company's Common Stock reported on the NASDAQ Global Select Market on May 18, 2012.

**REGISTRATION OF ADDITIONAL SECURITIES**

Under General Instruction E on Form S-8, Carrizo Oil & Gas, Inc. files this Registration Statement to register an additional 2,850,000 shares of Common Stock issuable under the Incentive Plan of Carrizo Oil & Gas, Inc., as amended and restated effective April 30, 2009. At the Board of Directors' recommendation, the shareholders approved an amendment to the Plan at the annual meeting of shareholders on May 16, 2012 increasing the number of shares issuable under the Plan from 4,395,000 to 7,245,000. Carrizo Oil & Gas, Inc. incorporates by reference in this Registration Statement its previous registration statements (Nos. 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, 2011 and 2010 and for each of the years in the three-year period ended December 31, 2011 and management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2011 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 reports of LaRoche Petroleum Consultants, Ltd., Ryder Scott Company, L.P. and Fairchild & Wells, Inc. (doing business as Fairchild & Stan), each independent consulting petroleum engineers, and information with respect to our oil and gas reserves derived from such reports, have been incorporated by reference into this prospectus upon the authority of each such firm as experts with respect to such matters covered in such reports and in giving such reports.

**SIGNATURES**

Under 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 22, 2012.

CARRIZO OIL & GAS, INC.

(Registrant)

By: /s/ Paul F. Boling  
Paul F. Boling  
Vice President

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.

Under 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 22, 2012.

| <b>Signature</b>                                   | <b>Title</b>   |
|--|--|
| /s/ S.P. Johnson IV<br>S.P. Johnson IV             | President, Chief Executive Officer and Director<br>(Principal Executive Officer)                   |
| /s/ Paul F. Boling<br>Paul F. Boling               | Chief Financial Officer, Vice President, Secretary, and Treasurer<br>(Principal Financial Officer) |
| /s/ David L. Pitts<br>David L. Pitts               | Vice President and Chief Accounting Officer<br>(Principal Accounting Officer)                      |
| /s/ Steven A. Webster<br>Steven A. Webster         | Chairman   |
| /s/ Thomas L. Carter, Jr.<br>Thomas L. Carter, Jr. | Director   |
| /s/ Paul B. Loyd, Jr.<br>Paul B. Loyd, Jr.         | Director   |
| /s/ F. Gardner Parker<br>F. Gardner Parker         | Director   |
| /s/ Roger A. Ramsey<br>Roger A. Ramsey             | Director   |
| /s/ Frank A. Wojtek<br>Frank A. Wojtek             | Director   |

**INDEX TO EXHIBITS**

| <b>Exhibit No.</b> | <b>Description of Exhibit</b>   |
|--------------------|---|
| 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 April 30, 2009 (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on May 6, 2009).         |
| 4.3                | First Amendment dated May 16, 2012 to Amended and Restated Incentive Plan of Carrizo Oil & Gas, Inc. (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 22, 2012). |
| *5.1               | Opinion of Baker Botts L.L.P.   |
| *23.1              | Consent of KPMG LLP   |
| *23.2              | Consent of Fairchild & Wells, Inc.  |
| *23.3              | Consent of LaRoche Petroleum Consultants, Ltd.  |
| *23.4              | Consent of Ryder Scott Company, L.P. (U.S.)   |
| *23.5              | Consent of Ryder Scott Company, L.P. (U.K.)   |
| *23.6              | Consent of Baker Botts L.L.P. (included in Exhibit 5.1).  |
| *24.1              | Power of Attorney (included on the signature page).   |

\* Filed herewith.