

GEOPETRO RESOURCES CO  
Form 8-K  
August 28, 2012  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 27, 2012

GeoPetro Resources Company  
(Exact name of registrant as specified in its charter)

California (State or other jurisdiction of incorporation)	001-16749 (Commission File Number)	94-3214487 (IRS Employer Identification No.)
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150 California Street, Suite 600  
San Francisco, CA 94111  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (415) 398-8186

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On August 27, 2012, the NYSE MKT (the “Exchange”) notified GeoPetro Resources Company (“GeoPetro or the Company”) that it accepted the Company’s plan of compliance and granted the Company an extension, until September 28, 2012, to regain compliance with the continued listing standards. The Company will be subject to periodic review by Exchange staff during the extension period. Failure to make progress consistent with the plan or to regain compliance with the continued listing standards by the end of the extension period could result in the Company being delisted from the NYSE MKT LLC.

As previously reported, the Company received notice on June 28, 2012 from the Exchange indicating that the Company is not in compliance with certain of the Exchange’s continued listing standards. Specifically, the Exchange notified the Company that it is not in compliance with Section 1003(a)(iv) of the Exchange’s Company Guide (the “Company Guide”) in that the Exchange believes that the Company has sustained losses which are so substantial in relation to its overall operations or its existing financial resources, or its financial condition has become so impaired that it appears questionable, in the opinion of the Exchange, as to whether the Company will be able to continue operations and/or meet its obligations as they mature. Subsequent to the notice from the Exchange, the Company submitted a plan of compliance detailing how the Company intends to regain compliance with Section 1003(a)(iv) of the Company Guide.

Item 9.01. Financial Statements and Exhibits

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits

Exhibit 99.1 Press Release, dated August 28, 2012.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GEOPETRO RESOURCES COMPANY

Date: August 28, 2012

By:

/s/ Stuart J. Doshi  
Stuart J. Doshi, President, Chief  
Executive Officer and Chairman