

Edgar Filing: CANO PETROLEUM, INC - Form SC 13G/A

CANO PETROLEUM, INC
Form SC 13G/A
February 13, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Cano Petroleum Inc.

(Name of Issuer)

Common Stock, \$.0001 par value

(Title of Class of Securities)

137801106

(CUSIP Number)

December 31, 2005

(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).

CUSIP No. 137801106

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

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Touradji Capital Management, LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,613,100

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,613,100

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,613,100

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.4%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA, PN

CUSIP No. 137801106

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Touradji Global Resources Master Fund, Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

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(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,613,100

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,613,100

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,613,100

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.4%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 137801106

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Paul Touradji

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)
(b)

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,613,100

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,613,100

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,613,100

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.4%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 137801106

Item 1(a). Name of Issuer:

Cano Petroleum Inc.

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

The Oil & Gas Commerce Building
309 West 7th Street
Suite 1600
Fort Worth, Texas 76102

Item 2(a). Name of Persons Filing:

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Touradji Capital Management, LP
Touradji Global Resources Master Fund, Ltd.
Paul Touradji

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

Touradji Capital Management, LP
101 Park Avenue
48th Floor
New York, New York 10178

Touradji Global Resources Master Fund, Ltd.
c/o Spectrum Global Fund Administration (Cayman)
Anchorage Center, Second Floor
P.O. Box 10243 APO
Grand Cayman, Cayman Islands
BWI

Paul Touradji
c/o Touradji Capital Management, LP
101 Park Avenue
48th Floor
New York, New York 10178

(c). Citizenship:

Touradji Capital Management, LP - Delaware
Touradji Global Resources Master Fund, Ltd. - Cayman Islands
Paul Touradji - United States of America

(d). Title of Class of Securities:

Common Stock, \$.0001 par value

(e). CUSIP Number:

137801106

Item 3. If This Statement is filed pursuant to ss.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78c).
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c).
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with s.240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with

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s.240.13d-1(b) (1) (ii) (F);

- (g) A parent holding company or control person in accordance with Rule 13d-1(b) (1) (ii) (G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with s.240.13d-1(b) (1) (ii) (J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Touradji Capital Management, LP - 1,613,100
 Touradji Global Resources Master Fund, Ltd. 1,613,100
 Paul Touradji - 1,613,100

(b) Percent of class:

Touradji Capital Management, LP - 6.4%
 Touradji Global Resources Master Fund, Ltd. - 6.4%
 Paul Touradji - 6.4%

(c) Number of shares as to which the person has:

Touradji Capital Management, LP

| | | | |
|-------|---|-----------|--------|
| (i) | Sole power to vote or to direct the vote | 0 | -----, |
| (ii) | Shared power to vote or to direct the vote | 1,613,100 | -----, |
| (iii) | Sole power to dispose or to direct the disposition of | 0 | -----, |
| (iv) | Shared power to dispose or to direct the disposition of | 1,613,100 | -----. |

Touradji Global Resources Master Fund, Ltd.

| | | | |
|-------|---|-----------|--------|
| (i) | Sole power to vote or to direct the vote | 0 | -----, |
| (ii) | Shared power to vote or to direct the vote | 1,613,100 | -----, |
| (iii) | Sole power to dispose or to direct the disposition of | 0 | -----, |

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| | |
|--|--------------------|
| (iv) Shared power to dispose or to direct the disposition of | 1,613,100 ----- |
|--|--------------------|

Paul Touradji

(c) Number of shares as to which the person has:

| | |
|--|---------------------|
| (i) Sole power to vote or to direct the vote | 0 -----, |
| (ii) Shared power to vote or to direct the vote | 1,613,100 -----, |
| (iii) Sole power to dispose or to direct the disposition of | 0 -----, |
| (iv) Shared power to dispose or to direct the disposition of | 1,613,100 ----- |

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

N/A

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

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company or Control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

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

If a group has filed this schedule pursuant to s.240.13d-1(b)(1)(ii)(J), so

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indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to s.240.13d-1(c) or s.240.13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

Item 10. Certification.

By signing below we certify that, to the best of our 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 such purpose or effect.

SIGNATURE

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

February 13, 2006

(Date)

Touradji Capital Management, LP*

By: Touradji Capital GP, LLC,
its General Partner

By: /s/ Paul Touradji

Name: Paul Touradji
Title: Managing Member

Touradji Global Resources Master Fund, Ltd.*

By: /s/ Paul Touradji

Name: Paul Touradji
Title: Director

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/s/ Paul Touradji*

Paul Touradji

* The Reporting Persons disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See s.240.13d-7 for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

Exhibit A

AGREEMENT

The undersigned agree that this Schedule 13G dated February 13, 2006 relating to the Common Stock, \$.0001 par value of Cano Petroleum Inc. shall be filed on behalf of the undersigned.

Touradji Capital Management, LP*

By: Touradji Capital GP, LLC,
its General Partner

By: /s/ Paul Touradji

Name: Paul Touradji
Title: Managing Member

Touradji Global Resources Master Fund, Ltd.*

By: /s/ Paul Touradji

Name: Paul Touradji
Title: Director

/s/ Paul Touradji*

Paul Touradji

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