

RAM ENERGY RESOURCES INC

Form S-8

June 05, 2008

Registration No. 333 - _____

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

RAM ENERGY RESOURCES, INC.

(Exact name of registrant as specified in its charter)

| | |
|---|---|
| Delaware | 20-0700684 |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

5100 East Skelly Drive, Suite 650
Tulsa, OK 74135

(Address of principal executive offices) (zip code)

RAM ENERGY RESOURCES, INC.

2006 LONG-TERM INCENTIVE PLAN

(Full title of the plan)

G. Les Austin, Senior Vice President
and Chief Financial Officer
RAM Energy Resources, Inc.
5100 East Skelly Drive, Suite 650
Tulsa, OK 74135
(918) 663-2800

(Name, address and telephone number of agent for service)

Copies of Correspondence to:

David J. Ketelsleger

McAfee & Taft A Professional Corporation

10th Floor, Two Leadership Square

Oklahoma City, Oklahoma 73102

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(405) 235-9621

Indicate by checkmark 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.

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 to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share¹ | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee¹ |
|---|--------------------------------|--|--|---|
| Common Stock, Par Value \$0.0001 per share | 3,600,000 | \$5.76 | \$20,736,000 | \$814.92 |

¹Estimated pursuant to Rules 457(c) and (h) solely for the purposes of computing the registration fee based upon the average of the high and low prices of RAM Energy Resources, Inc. common stock, as reported on the NASDAQ Capital Market on May 30, 2008.

EXPLANATION OF REGISTRATION STATEMENT

This Registration Statement on Form S-8 is made solely to register additional securities of the same class for which Registration Statement No. 333-1373311 was previously filed. The contents of the earlier Registration Statement are incorporated herein by reference.

LEGAL MATTERS

McAfee & Taft A Professional Corporation, Oklahoma City, Oklahoma, will issue an opinion to us about certain legal matters relating to the securities. C. David Stinson is a shareholder with the law firm of McAfee & Taft A Professional Corporation, which provided the opinion in connection with the securities being registered by this registration statement. Mr. Stinson owns 495,000 shares of our common stock. Three other shareholders of McAfee & Taft A Professional Corporation also own shares of our common stock with a fair value on the effective date of this registration statement in excess of \$50,000.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

- 5* Opinion of McAfee & Taft A Professional Corporation.
 - 23* Consent of McAfee & Taft A Professional Corporation (included in Exhibit 5).
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* Filed herewith.

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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 the requirements for filing this 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 Tulsa, State of Oklahoma, on the 3rd day of June, 2008.

(Registrant)

RAM ENERGY RESOURCES, INC.

By: /s/ Larry E. Lee

Name: Larry E. Lee

Title: Chairman, President and Chief Executive Officer

By: /s/ G. Les Austin

Name: G. Les Austin

Title: Senior Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--|--------------|--------------|
| <u>/s/ Larry E. Lee</u> Larry E. Lee | Director | June 3, 2008 |
| <u>/s/ Sean P. Lane*</u> Sean P. Lane | Director | June 3, 2008 |
| <u>/s/ Gerald R. Marshall*</u> Gerald R. Marshall | Director | June 3, 2008 |
| <u>/s/ John M. Reardon*</u> John M. Reardon | Director | June 3, 2008 |

*By Power of Attorney dated September 13, 2006

INDEX TO EXHIBITS

Exhibit

| <u>No.</u> | <u>Description</u> | <u>Method of Filing</u> |
|------------|---|-------------------------------|
| 5 | Opinion of McAfee & Taft a Professional Corporation | Filed herewith electronically |
| 23 | Consent of McAfee & Taft A Professional Corporation (included in Exhibit 5) | Filed herewith electronically |