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TIDELANDS OIL & GAS CORP/WA

Form 8-K/A

December 03, 2004

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report: December 2, 2004

TIDELANDS OIL & GAS CORPORATION  
(Exact Name of registrant as specified in its Charter)

|                                                   |                     |                                       |
|---------------------------------------------------|---------------------|---------------------------------------|
| Nevada                                            | 0-29613             | 66-0549380                            |
| -----                                             | -----               | -----                                 |
| State of Incorporation                            | Commission File No. | I.R.S. Employer<br>Identification No. |
| 1862 West Bitters Rd. San Antonio, TX             |                     | 78248                                 |
| -----                                             |                     | -----                                 |
| (Address of principal executive offices)          |                     | (Zip Code)                            |
| Registrant's telephone number, ( 210 ) 764 - 8642 |                     |                                       |
| -----                                             | -----               | -----                                 |

(Registrant's former name and address)

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 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 (17CFR 240-14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240-13e-4(c))

Item 9.01 Financial Statements and Exhibits.

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This report amends that Current Report filed on November 22, 2004.

(c) Exhibits

| Item Number | Description                                                               |
|-------------|---------------------------------------------------------------------------|
| 10.1        | Securities Purchase Agreement                                             |
| 10.2        | 7% Convertible Debenture Mercator Momentum Fund, LP                       |
| 10.3        | 7% Convertible Debenture Mercator Momentum Fund III, LP                   |
| 10.4        | 7% Convertible Debenture Monarch Pointe Fund, LP                          |
| 10.5        | Registration Rights Agreement                                             |
| 10.6        | Warrant to Purchase Common Stock Mercator Momentum Fund, LP<br>\$0.87     |
| 10.7        | Warrant to Purchase Common Stock Mercator Momentum Fund, LP<br>\$0.80     |
| 10.8        | Warrant to Purchase Common Stock Mercator Momentum Fund III,<br>LP \$0.87 |
| 10.9        | Warrant to Purchase Common Stock Mercator Momentum Fund III,<br>LP \$0.80 |
| 10.10       | Warrant to Purchase Common Stock Monarch Pointe Fund, Ltd.<br>\$0.87      |
| 10.11       | Warrant to Purchase Common Stock Monarch Pointe Fund, Ltd.<br>\$0.80      |
| 10.12       | Warrant to Purchase Common Stock Mercator Advisory Group, LLC<br>\$0.87   |
| 10.13       | Warrant to Purchase Common Stock Mercator Advisory Group, LLC<br>\$0.80   |

### SIGNATURES

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.

Dated: December 2, 2004

TIDELANDS OIL & GAS CORPORATION

/s/ Michael Ward

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By: Michael Ward

Title: President