

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

Filing Date: **2010-06-01**
SEC Accession No. **0000351817-10-000016**

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FILER

SWIFT ENERGY CO

CIK: **351817** | IRS No.: **203940661** | Fiscal Year End: **1231**
Type: **S-8** | Act: **33** | File No.: **333-167233** | Film No.: **10869890**
SIC: **1311** Crude petroleum & natural gas

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16825 NORTHCHASE DR STE
400
HOUSTON TX 77060
2818742700

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

SWIFT ENERGY COMPANY

(Exact name of registrant as specified in its charter)

Texas
(State or other jurisdiction of
incorporation or organization)

20-3940661
(I.R.S. Employer
Identification No.)

16825 Northchase Dr., Suite 400
Houston, Texas 77060

(Address of Principal Executive Offices) (Zip Code)

SWIFT ENERGY COMPANY
FIRST AMENDED AND RESTATED
2005 STOCK COMPENSATION PLAN

Laurent A. Baillargeon
General Counsel
Swift Energy Company
16825 Northchase Dr., Suite 400
Houston, Texas 77060

(Name and address of agent for service)

(281) 874-2700

(Telephone number, including area code, of agent for service)

Copies to:

Donald W. Brodsky
Baker & Hostetler, LLP
1000 Louisiana, 20th Floor
Houston, Texas 77002
(713) 646-1335

Christopher M. Abundis
Corporate Counsel and Assistant Secretary
Swift Energy Company
16825 Northchase Dr., Suite 400
Houston, Texas 77060
(281) 874-2700

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.

Large accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer
Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)(2)	Proposed Maximum Offering Price per Share(3)(4)	Proposed Maximum Aggregate Offering Price(3)(4)	Amount of Registration Fee(4)
Common Stock, \$.01 par value per share(5)	2,500,000 shares	\$25.85	\$64,625,000	\$2,403.49

- (1) Represents 2,500,000 additional shares issuable under the First Amended and Restated 2005 Stock Compensation Plan (the "Plan").
- (2) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), is deemed to include additional shares issuable under the terms of the Plan to prevent dilution resulting from any future stock split, stock dividend or similar transaction.
- (3) Estimated solely for the purpose of calculating the registration fee.
Calculated pursuant to Rule 457(c) and (h). Accordingly, the price per share of the common stock offered hereunder pursuant to the Plan
- (4) is based on 2,500,000 shares reserved for issuance under the Plan at a price per share of \$25.85, which is the average of the highest and lowest selling price for the shares on the New York Stock Exchange on May 25, 2010.
Each share of common stock is accompanied by a preferred share purchase right pursuant to the Rights Agreement (as amended and restated
- (5) as of March 31, 1999, and as further amended by Amendment No. 1 and Amendment No. 2 to Rights Agreement dated December 12, 2005 and December 21, 2006, respectively) between Swift Energy Company and American Stock Transfer & Trust Company, as Rights Agent.

**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E**

This Registration Statement on Form S-8 (the "Registration Statement") of Swift Energy Company (the "Company" or the "Registrant") is being filed pursuant to General Instruction E to Form S-8 under the Securities Act to register 2,500,000 additional shares of the Company's common stock, \$0.01 par value (the "Common Stock") under the First Amended and Restated Swift Energy Company 2005 Stock Compensation Plan (the "Plan"). This Registration Statement on Form S-8 hereby incorporates by reference the contents of the Registrant's registration statement on Form S-8 filed with the Securities and Exchange Commission on December 20, 2005 (Registration No. 333-130548), Post-Effective Amendment No. 1 to Form S-8 filed with the Securities and Exchange Commission on December 29, 2005 (Registration No. 333-130548), the Registrant's registration statement on Form S-8 filed with the Securities and Exchange Commission on June 7, 2006 (Registration No. 333-134807), the Registrant's registration statement on Form S-8 filed with the Securities and Exchange Commission on December 10, 2007 (Registration No. 333-147969) and the Registrant's registration statement on Form S-8 filed with the Securities and Exchange Commission on December 18, 2008 (Registration No. 333-156290).

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Description
5.1*	Opinion of Counsel
23.1*	Consent of Ernst & Young LLP
23.2	Consent of Counsel (contained in Exhibit 5.1)
24.1	Powers of Attorney (contained in the signature pages to this Registration Statement)

* Filed herewith

Signature	Capacity	Date
<hr/> <i>/s/ Deanna L. Cannon</i> Deanna L. Cannon	Director	June 1, 2010
<hr/> <i>/s/ Douglas J. Lanier</i> Douglas J. Lanier	Director	June 1, 2010
<hr/> <i>/s/ Greg Matiuk</i> Greg Matiuk	Director	June 1, 2010
<hr/> <i>/s/ Clyde W. Smith, Jr.</i> Clyde W. Smith, Jr.	Director	June 1, 2010
<hr/> <i>/s/ Charles J. Swindells</i> Charles J. Swindells	Director	June 1, 2010

INDEX TO EXHIBITS

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* Filed herewith



16825 NORTHCHASE DR., SUITE 400, HOUSTON, TEXAS 77060 • 281/874-2700

SWIFT ENERGY COMPANY

June 1, 2010

Swift Energy Company
16825 Northchase Dr., Suite 400
Houston, Texas 77060

Re: Registration Statement on Form S-8 covering a total of 2,500,000 shares of common stock of Swift Energy Company issuable under the First Amended and Restated Swift Energy Company 2005 Stock Compensation Plan

Ladies and Gentlemen:

I am Corporate Counsel for Swift Energy Company, a Texas corporation (the "Company"), and as such, I have been asked to render the following opinion in connection with the Registration Statement on Form S-8 (the "Registration Statement") to be filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), on or about June 1, 2010, to register a total of 2,500,000 shares of common stock (the "Shares") of the Company that may be issued by the Company pursuant to the First Amended and Restated Swift Energy Company 2005 Stock Compensation Plan (the "2005 Plan").

In connection therewith, I have examined and relied upon the original, or copies identified to my satisfaction, of the Company's (1) Restated Certificate of Formation, as amended, and the Bylaws, as amended; (2) the 2005 Plan; (3) minutes and records of the corporate proceedings with respect to the establishment of the 2005 Plan, the issuance of the Shares pursuant to the 2005 Plan and related matters; (4) the Registration Statement and exhibits thereto, and (5) such other documents and instruments as I have deemed necessary for the expression of opinion herein contained. In making the foregoing examinations, I have assumed the genuineness of all signatures and the authenticity of all documents submitted to me as originals, and the conformity to original documents of all documents submitted to me as certified or photostatic copies. As to various questions of fact material to this opinion, and as to the content and form of the Restated Certificate of Formation, as amended, and the Bylaws, as amended, minutes, records, resolutions and other documents or writings of the Company, I have relied, to the extent deemed reasonably appropriate, upon representations, statements or certificates of public officials or officers or representatives of the Company.

Based upon the foregoing, I am of the opinion that the Shares, when issued pursuant to the terms of the 2005 Plan, will be legally issued, fully paid and nonassessable.

The opinion expressed herein is limited to the laws of the State of Texas and the applicable provisions of the Texas Constitution, the federal laws of the United States of America, and applicable reported judicial decisions, rules and regulations interpreting and implementing those laws, and we assume no responsibility as to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction.

I hereby consent to the use of this opinion as an exhibit to the Registration Statement. In giving this consent, I do not thereby admit that I come within the category of persons whose consent is required under Section 7 of the Securities Act or rules and regulations of the Securities and Exchange Commission thereunder.

Respectfully submitted,

/s/ Christopher M. Abundis
Christopher M. Abundis
Corporate Counsel and Assistant Secretary

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the registration of 2,500,000 additional shares of common stock of Swift Energy Company, on or about June 1, 2010, under the Swift Energy Company First Amended and Restated 2005 Stock Compensation Plan of our reports dated February 25, 2010, with respect to the consolidated financial statements of Swift Energy Company and subsidiaries included in Swift Energy Company's Annual Report (Form 10-K) for the year ended December 31, 2009, and the effectiveness of internal control over financial reporting of Swift Energy Company and subsidiaries, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Houston, Texas
May 27, 2010