

Form 8-K for EMPIRE ENERGY CORP

18-Apr-2005

Sale of Equity, Regulation FD Disclosure, Financial Statements and Exhibits

Item 3.02 Unregistered Sales of Equity Securities.

Certain information responsive to this Item 3.02 is set out in response to Item 2.01 above and is hereby incorporated by reference.

The Company, in reliance on the exemption provided by Rule 802 of the Securities Act, issued 60,180,904 shares of Class A Common Stock in consideration for an equal number of GSLM ordinary shares. The Company confirmed availability of Rule 802 by reviewing the shareholder register of GSLM and confirming US holders owned less than 10% of the GSLM ordinary shares, by permitting US holders to participate equally in the offer, by disseminating the bidder's statement and accompanying documents equally to US holders, by timely filing a Form CB and by including appropriate legends in the bidder's statement. The offer was made under Australian laws by issuing a bidder's statement to all of the GSLM shareholders.

On April 15, 2005, the Company approved a resolution to acquire the balance of the non-tendering GSLM shares by way of a compulsory acquisition which will, as required by Australian law, be on the same terms and will result in the issue of a further 2,245,878 shares of Class A Common Stock.

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Item 7.01 Regulation FD Disclosure

The Company issued a press release announcing the close of the offer on Monday, April 18, 2005, which is attached as Exhibit 99.1 and incorporated herein by reference. As set out in that press release, the Company's board has approved a compulsory acquisition under Australian law to acquire the remaining shares of GSLM.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits. The following exhibits are furnished as part of this report:

Exhibit	
Number	Description

99.1	Press release dated April 18, 2005
99.2	US-GAAP-reconciled financial statements of GSLM
99.3	US-GAAP-reconciled pro-forma financial statements