

TEXEN OIL & GAS INC  
Form 8-K  
February 15, 2005

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

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) **January 31, 2005**

**TEXEN OIL & GAS, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of incorporation)

**000-33193**

(Commission File Number)

**88-0435904**

(IRS Employer Identification No.)

**2401 Fountain View Drive, Houston, Texas 77070**

(Address of principal executive offices and Zip Code)

**(713) 782-5758**

Registrant's telephone number, including area code

**Not Applicable**

(Former name or former address, if changed since last report)

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:

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 (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 3.02. Unregistered Sales of Equity Securities.**

On January 31, 2005 we issued 748,223 shares of our common stock to one accredited investor at a price of \$0.05 per share. We issued the securities relying on Rule 506 of Regulation D and/or Section 4(2) of the Securities Act of 1933.

**5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On January 18, 2005, the Registrant decided to change its financial year end from June 30 to December 31. The Registrant intends to file a Form 10-KSB for its new financial year ended December 31 on or before March 31, 2005.

**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.

**TEXEN OIL & GAS, INC.**

By: /s/ D. Elroy Fimrite  
D. Elroy Fimrite  
President and Chief Executive Officer  
Date: February 15, 2005