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ABRAXAS PETROLEUM CORP  
Form 8-K  
December 12, 2002

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

F O R M 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report  
December 12, 2002

Abraxas Petroleum Corporation  
(Exact name of registrant as specified in its charter)

Nevada  
(State of other jurisdiction of incorporation)

0-19118  
(Commission File Number)

74-2584033  
(I.R.S. Employer Identification Number)

500 N. Loop 1604 East, Suite 100  
San Antonio, Texas 78232  
(Address of principal executive offices)

Registrant's telephone number, including area code:  
210-490-4788

Item 5. OTHER EVENTS

See attached Press Release

The following exhibits are filed as part of this report:

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NUMBER

DOCUMENT

99.1

Press release dated December 12, 2002

SIGNATURES

Pursuant to the requirement 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.

ABRAXAS PETROLEUM CORPORATION

By: /s/Chris Williford

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Chris Williford  
Executive Vice President, Chief Financial  
Officer and Treasurer

Dated: December 12, 2002

Exhibit 99.1

NEWS RELEASE

ABRAXAS AMENDS PRESS RELEASE ANNOUNCING EXCHANGE OFFER

SAN ANTONIO, TX (December 12, 2002) - Abraxas Petroleum Corporation (AMEX:ABP) today amended its previous press release in which it announced its exchange offer for all of the outstanding 11 1/2% Senior Secured Notes due 2004, Series A, and 11 1/2% Senior Notes due 2004, Series D, issued by Abraxas and its wholly-owned subsidiary, Canadian Abraxas Petroleum Limited.

Abraxas corrected its earlier announcement in which the notes to be issued in the exchange offer were referred to as 11 1/2% Senior Secured Notes due 2007, Series A. The notes to be issued are instead entitled 11 1/2% Secured Notes due 2007, Series A.

In exchange for each \$1,000 in principal amount of the old notes tendered in the exchange offer, Abraxas is offering the following consideration:

- o cash in the amount of \$264;
- o a new 11 1/2% Secured Note due 2007, Series A, with a principal amount of \$610; and
- o approximately 31.36 shares of Abraxas common stock.

The exchange offer is scheduled to expire at 12:00 midnight on January 7, 2003.

The notes and shares of Abraxas common stock to be issued in the exchange offer have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold in the United States without registration under the Securities Act or pursuant to an exemption from

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registration.

Abraxas Petroleum Corporation is a San Antonio-based crude oil and natural gas exploitation and production company that also processes natural gas. The Company operates in Texas, Wyoming and western Canada.

Safe Harbor for forward-looking statement: Statements in this release looking forward in time involve known and unknown risks and uncertainties, which may cause the Company's actual results in future periods to be materially different from any future performance suggested in this release. Such factors may include, but may not be necessarily limited to, changes in the prices received by the Company for crude oil and natural gas. In addition, the Company's future crude oil and natural gas production is highly dependent upon the Company's level of success in acquiring or finding additional reserves. Further, the Company operates in an industry sector where the value of securities is highly volatile and may be influenced by economic and other factors beyond the Company's control. In the context of forward-looking information provided for in this release, reference is made to the discussion of risk factors detailed in the Company's filing with the Securities and Exchange Commission during the past 12 months.

FOR MORE INFORMATION CONTACT:

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