

MILLER PETROLEUM INC  
Form 8-A12B  
May 05, 2010

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Miller Petroleum, Inc.**

**(Exact name of registrant as specified in its charter)**

**Tennessee**  
**(State of incorporation or organization)**

**62-1028629**  
**(I.R.S. Employer Identification No.)**

**3651 Baker Highway**  
**Huntsville, TN**  
**(Address of principal executive offices)**

**37756**  
**(Zip Code)**

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class**  
**to be so registered**

**Name of each exchange on which**  
**each class is to be registered**

**common stock, par value \$0.0001 per share**

**The NASDAQ Stock Market LLC**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: Not Applicable

Securities to be registered pursuant to Section 12(g) of the Act:

**Not Applicable**

**(Title of Class)**

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**(Title of Class)**

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

The authorized capital stock of Miller Petroleum, Inc. (the Company) consists of 100,000,000 shares of preferred stock, \$0.0001 par value per share and 500,000,000 shares of common stock, \$0.0001 par value per share. There are 0 shares of preferred stock and 32,224,894 shares of common stock outstanding as of the date hereof. Holders of common stock are entitled to one vote for each share on all matters submitted to a shareholder vote. Holders of common stock do not have cumulative voting rights. Holders of common stock are entitled to share in all dividends that the Board of Directors, in its discretion, declares from legally available funds. In the event of the Company's liquidation, dissolution or winding up, each outstanding share entitles its holder to participate in all assets that remain after payment of liabilities and after providing for each class of stock, if any, having preference over the common stock. Holders of common stock have no conversion, preemptive or other subscription rights, and there are no redemption provisions for the common stock. The rights of the holders of common stock are subject to any rights that may be fixed for holders of preferred stock, when and if any preferred stock is issued. All outstanding shares of common stock are duly authorized, validly issued, fully paid and non-assessable.

**Item 2. Exhibits.**

Exhibit No.	Description
1.	Amended and Restated Charter of Miller Petroleum, Inc. (1)
2.	Amended and Restated Bylaws of Miller Petroleum, Inc. (1)
3.	Specimen common stock certificate *

\* filed herewith

(1) Incorporated by reference to the Current Report on Form 8-K as filed on April 29, 2010.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: May 5, 2010

Miller Petroleum, Inc.

By: /s/ Scott M. Boruff  
Scott M. Boruff, Chief Executive Officer

Exhibit 3

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