

BAYTEX ENERGY CORP.  
Form 40-F/A  
May 09, 2012

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 40-F/A**

(Amendment No. 1)

**REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934**

**ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended: December 31, 2011

Commission File Number: 001-32754

**BAYTEX ENERGY CORP.**

(Exact name of Registrant as specified in its charter)

**Alberta**  
(Province or other jurisdiction of  
incorporation or organization)

**1381**  
(Primary standard industrial  
classification code number,  
if applicable)  
**2800, 520 - 3<sup>rd</sup> Avenue S.W.**  
**Calgary, Alberta**  
**T2P 0R3**  
**(587) 952-3000**

**Not Applicable**  
(I.R.S. employer identification  
number, if applicable)

(Address and telephone number of registrant's principle executive offices)

**Baytex Energy USA Ltd.**  
**600 17<sup>th</sup> St., Suite 1600 S.**  
**Denver, CO 80202**  
**(303) 825-2777**

(Name, address (including zip code) and telephone number  
(including area code) of agent for service in the United States)

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

**Title of each class:**  
Common Shares

**Name of each exchange on which registered:**  
New York Stock Exchange  
Toronto Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

For annual reports, indicate by check mark the information filed with this form:

Annual Information Form

Audited Annual Financial Statements

Indicate the number of outstanding shares of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

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117,892,573

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (s.232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

Yes  No

The Annual Report on Form 40-F shall be incorporated by reference into or as an exhibit to, as applicable, the Registrant's Registration Statements under the Securities Act of 1933 on Form S-8 (File Nos. 333-163289 and 333-171568) and Form F-3 (File No. 333-171866) and the Registration Statement on Form F-10 and Form F-3 of the Company and Baytex Energy USA Ltd. (File Nos. 333-175796 and 333-175801).

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**EXPLANATORY NOTE**

On March 16, 2012, the Registrant filed its Annual Report on Form 40-F for the year ended December 31, 2011 (the "Annual Report on Form 40-F"), which included as Exhibit 99.1 its Annual Information Form for the year ended December 31, 2011 (the "Annual Information Form").

The Registrant is filing this Amendment No. 1 to the Annual Report on Form 40-F/A (this "Amendment") to correct information contained in the Annual Information Form under the heading "Description of Our Business and Operations Statement of Reserves Data and Other Oil and Natural Gas Information". In particular, the information contained in the tables titled "Summary of Net Present Values of Future Net Revenue as of December 31, 2011 (Forecast Price and Costs)" and "Total Future Net Revenue (Undiscounted) as of December 31, 2011 (Forecast Prices and Costs)" did not include the application of the Registrant's Canadian tax pools and therefore over-stated the amount of income taxes and under-stated the amount of future net revenue after income taxes.

Other than as expressly set forth above, this Amendment does not, and does not purport to, update or restate the information in any Item of the Annual Report on Form 40-F or reflect any events that have occurred after the Annual Report on Form 40-F was filed.

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements in this Amendment are forward-looking statements within the meaning of Section 21E of the Securities and Exchange Act of 1934, as amended (the "Exchange Act") and Section 27A of the Securities Act of 1933, as amended. Please see "Special Note Regarding Forward-Looking Statements" on page 4 of the Annual Information Form, which is Exhibit 99.1 of this Amendment.

**Principal Documents**

The following document is filed as part of this Amendment:

**A. Annual Information Form**

For the Registrant's Revised Annual Information Form for the year ended December 31, 2011 dated May 9, 2012, see Exhibit 99.1 of this Amendment.

**UNDERTAKING**

Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

**CONSENT TO SERVICE OF PROCESS**

- (1) The Registrant has previously filed a Form F-X in connection with the class of securities in relation to which the obligation to file this report arises.
  - (2) Any change to the name or address of a Registrant's agent for service shall be communicated promptly to the Commission by amendment to Form F-X referencing the file number of the Registrant.
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**SIGNATURES**

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F/A and has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized on May 9, 2012.

BAYTEX ENERGY CORP.

By: /s/ W. DEREK AYLESWORTH

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Name: W. Derek Aylesworth

Title: Chief Financial Officer

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<b>Exhibit No.</b>	<b>Document</b>
99.1	Revised Annual Information Form of the Registrant for the year ended December 31, 2011 dated May 9, 2012.
99.2*	Audited Consolidated Financial Statements of the Registrant for the year ended December 31, 2011 together with the Auditors' Report thereon.
99.3*	Management's Discussion and Analysis of the operating and financial results of the Registrant for the year ended December 31, 2011.
99.4	Certification of Chief Executive Officer under Section 302 of the <i>Sarbanes-Oxley Act of 2002</i> .
99.5	Certification of Chief Financial Officer under Section 302 of the <i>Sarbanes-Oxley Act of 2002</i> .
99.6	Certification of Chief Executive Officer under Section 906 of the <i>Sarbanes-Oxley Act of 2002</i> .
99.7	Certification of Chief Financial Officer under Section 906 of the <i>Sarbanes-Oxley Act of 2002</i> .
99.8*	Consent of Deloitte & Touche LLP, Independent Registered Chartered Accountants.
99.9	Consent of Sproule Associates Limited, independent engineers.

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Previously filed with the Registrant's Annual Report on Form 40-F, as filed with the Securities and Exchange Commission on March 16, 2012.

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