

SWIFT ENERGY CO
Form S-8
December 10, 2007

As filed with the Securities and Exchange Commission on December 10, 2007

Registration No. _____

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

**FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

SWIFT ENERGY COMPANY

(Exact name of registrant as specified in its charter)

Texas
(State or other jurisdiction of
incorporation or organization)

20-3940661
(I.R.S. Employer
Identification No.)

**16825 Northchase Dr., Suite 400
Houston, Texas 77060**

(Address of Principal Executive Offices) (Zip Code)

**SWIFT ENERGY COMPANY
2005 STOCK COMPENSATION PLAN**

**Terry E. Swift
Chairman of the Board and
Chief Executive Officer
Swift Energy Company
16825 Northchase Dr., Suite 400
Houston, Texas 77060
(281) 874-2700**

(Name, address and telephone number of Registrant's executive offices and agent for service)

Copies to:

**Donald W. Brodsky
Baker & Hostetler, LLP
1000 Louisiana, 20th Floor
Houston, Texas 77002
(713) 646-1335**

**Christopher M. Abundis
Corporate Counsel
Swift Energy Company
16825 Northchase Dr., Suite 400
Houston, Texas 77060
(281) 874-2700**

CALCULATION OF REGISTRATION FEE

Proposed

Proposed

| Title of Securities to be Registered | Amount to be Registered(1)(2) | Maximum Offering Price per Share(3)(4) | Maximum Aggregate Offering Price(3)(4) | Amount of Registration Fee(4) |
|---|--------------------------------------|---|---|--------------------------------------|
| Common Stock, \$.01 par value per share(5) | 300,000 shares | \$39.81 | \$11,943,000 | \$41.65(6) |

(1) Represents 300,000 additional shares issuable under the Swift Energy Company 2005 Stock Compensation Plan (the "Plan").

(2) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), is deemed to include additional shares issuable under the terms of the Plan to prevent dilution resulting from any future stock split, stock dividend or similar transaction.

(3) Estimated solely for the purpose of calculating the registration fee.

(4) Calculated pursuant to Rule 457(c) and (h). Accordingly, the price per share of the common stock offered hereunder pursuant to the Plan is based on 300,000 shares reserved for issuance under the Plan at a price per share of \$39.81, which is the average of the highest and lowest selling price for the shares on the New York Stock Exchange on December 4, 2007.

(5) Each share of common stock is accompanied by a preferred share purchase right pursuant to the Rights Agreement (as amended and restated as of March 31, 1999, and as further amended by Amendment No. 1 and Amendment No. 2 to Rights Agreement dated December 12, 2005 and December 21, 2006, respectively) between Swift Energy Company and American Stock Transfer & Trust Company, as Rights Agent.

(6) Represents the registration fee for this registration statement calculated pursuant to Rule 457 of \$366.65 less the \$325.00 balance held by the Securities and Exchange Commission (the "SEC"). The balance with the SEC originated from the registrant overpaying its registration fee by \$325.00 in connection with its Registration Statement on Form S-3 (333-143034) dated May 17, 2007.

**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E**

This Registration Statement on Form S-8 (the “Registration Statement”) of Swift Energy Company (the “Company” or the “Registrant”) is being filed pursuant to General Instruction E to Form S-8 under the Securities Act to register 300,000 additional shares of the Company’s common stock, \$0.01 par value (the “Common Stock”) under the Swift Energy Company 2005 Stock Compensation Plan (the “Plan”). This Registration Statement on Form S-8 hereby incorporates by reference the contents of the Registrant’s registration statement on Form S-8 filed with the Securities and Exchange Commission on December 20, 2005 (Registration No. 333-130548), Post-Effective Amendment No. 1 to Form S-8 filed with the Securities and Exchange Commission on December 29, 2005 (Registration No. 333-130548) and the Registrant’s registration statement on Form S-8 filed with the Securities and Exchange Commission on June 7, 2006 (Registration No. 333-134807).

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 8. Exhibits.

| Exhibit Number | Description |
|---------------------------|---|
| 5.1 | Opinion of Counsel |
| 10.1 | Swift Energy Company 2005 Stock Compensation Plan (incorporated herein by reference to Swift Energy Company’s registration statement on Form S-8 filed with the Securities and Exchange Commission on December 20, 2005; File No. 333-130548) |
| 10.2 | Amendment No. 1 to Swift Energy Company 2005 Stock Compensation Plan (incorporated herein by reference as Exhibit 10.1 to Swift Energy Company’s Form 8-K filed with the Securities and Exchange Commission on May 12, 2006) |
| 10.3 | Amendment No. 2 to Swift Energy Company 2005 Stock Compensation Plan (incorporated herein by reference as Exhibit 99.1 to Swift Energy Company’s Quarterly Report on Form 10-Q for the quarterly period ending March 31, 2007) |
| 10.4 | Amendment No. 3 to Swift Energy Company 2005 Stock Compensation Plan (incorporated herein by reference as Exhibit 10 to Swift Energy Company’s Form 8-K filed with the Securities and Exchange Commission on May 11, 2007) |
| 23.1 | Consent of Ernst & Young LLP |
| 23.2 | Consent of Counsel (contained in Exhibit 5.1) |
| 24.1 | Powers of Attorney (contained in the signature pages to this Registration Statement) |

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, Texas, on the 7th day of December, 2007.

SWIFT ENERGY COMPANY

By:

/s/ Terry E. Swift
Terry E. Swift
Chief Executive Officer and
Chairman of the Board

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below hereby constitutes and appoints Terry E. Swift, Bruce H. Vincent and Alton D. Heckaman, Jr., and each of them, each with full power to act without the other, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities, to sign any or all amendments to this Registration Statement, and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto each of said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person hereby ratifying and confirming that each of said attorneys-in-fact and agents or his substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Capacity | Date |
|--|---|---------------------|
| /s/ Terry E. Swift Terry E. Swift | Chief Executive Officer (Principal Executive Officer) and Chairman of the Board | December 7, 2007 |
| /s/ Bruce H. Vincent Bruce H. Vincent | President and Director | December 7, 2007 |
| /s/ Alton D. Heckaman, Jr. Alton D. Heckaman, Jr. | Executive Vice President and Chief Financial Officer | December 7, 2007 |

(Principal Financial Officer)

/s/ David W. Wesson
David W. Wesson

Controller (Principal Accounting Officer)

December 7,
2007

| Signature | Capacity | Date |
|--|----------------------------|---------------------|
| /s/ Raymond E. Galvin Raymond E. Galvin | Vice-Chairman of the Board | December 7, 2007 |
| /s/ Deanna L. Cannon Deanna L. Cannon | Director | December 7, 2007 |
| /s/ Douglas J. Lanier Douglas J. Lanier | Director | December 7, 2007 |
| /s/ Greg Matiuk Greg Matiuk | Director | December 7, 2007 |
| /s/ Henry C. Montgomery Henry C. Montgomery | Director | December 7, 2007 |
| /s/ Clyde W. Smith, Jr. Clyde W. Smith, Jr. | Director | December 7, 2007 |
| /s/ Charles J. Swindells Charles J. Swindells | Director | December 7, 2007 |

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