

Pacific Coast Oil Trust
Form S-1MEF
May 02, 2012

As filed with the Securities and Exchange Commission on May 2, 2012

Registration No. 333-

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Pacific Coast Oil Trust

(Exact Name of co-registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

1311

(Primary Standard Industrial Classification Code Number)

80-6216242

(I.R.S. Employer Identification No.)

919 Congress Avenue, Suite 500

Austin, Texas 78701

(512) 236-6599

(Address, including zip code, and

telephone number, including

area code, of co-registrant's Principal Executive Offices)

The Bank of New York Mellon Trust

Company, N.A., Trustee

919 Congress Avenue, Suite 500

Pacific Coast Energy Company LP

(Exact Name of co-registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

1311

(Primary Standard Industrial Classification Code Number)

20-1241171

(I.R.S. Employer Identification No.)

515 South Flower Street, Suite 4800

Los Angeles, California 90071

(213) 225-5900

Attention: Gregory C. Brown

(Address, including zip code, and

telephone number, including

area code, of co-registrant's Principal Executive Offices)

Gregory C. Brown

515 South Flower Street, Suite 4800

Los Angeles, California

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Austin, Texas 78701

90071

(512) 236-6599

(213) 225-5900

Attention: Michael J. Ulrich

(Name, address, including zip code, and

telephone number,

including area code, of agent for service)

including area code, of agent for service)

including area code, of agent for service)

including area code, of agent for service)

Copies to:

Sean T. Wheeler

Gerald M. Spedale

Steven B. Stokdyk

Baker Botts L.L.P.

Latham & Watkins LLP

910 Louisiana, Suite 3200

811 Main Street, Suite 3700

Houston, Texas 77002

Houston, Texas 77002

(713) 229-1234

(713) 546-5400

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. x Registration No. 333-178928

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer "

Accelerated filer "

Non-accelerated filer
(Do not check if a smaller reporting company)

Smaller reporting company "

CALCULATION OF REGISTRATION FEE

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Title of Each Class of Securities To Be Registered	Amount to be Registered(1)	Proposed Maximum	Proposed Maximum	Amount of Registration Fee(3)
		Offering Price per Common Unit(2)	Aggregate Offering Price	
Units of Beneficial Interest in Pacific Coast Oil Trust	21,275,000	\$20.00	\$425,500,000	\$48,762.30

- (1) Includes trust units issuable upon exercise of the underwriters' option to purchase additional trust units.
- (2) Based upon the public offering price.
- (3) The co-registrants have previously paid \$39,537 in connection with their Registration Statement on Form S-1 (File No. 333-178928) filed on January 6, 2012 and \$8,895.83 in connection with the filing of Amendment No. 5 to such Registration Statement on April 19, 2012.

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

Explanatory Note

This registration statement is being filed with respect to the registration of additional units of beneficial interest in Pacific Coast Oil Trust, a Delaware statutory trust (the Trust), pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-1 (Registration No. 333-178928), initially filed by the Trust and Pacific Coast Energy Company LP, a Delaware limited partnership, with the Securities and Exchange Commission on January 6, 2012, as amended by Amendment No. 1 thereto filed on February 10, 2012, Amendment No. 2 thereto filed on February 17, 2012, Amendment No. 3 thereto filed on March 16, 2012, Amendment No. 4 thereto filed on April 6, 2011, Amendment No. 5 thereto filed on April 20, 2012 and Amendment No. 6 thereto filed on April 26, 2011, and which was declared effective on May 2, 2012, including the exhibits thereto, are incorporated herein by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

Item 16. Exhibits and Financial Statement Schedules.

(a) *Exhibits.*

All exhibits previously filed or incorporated by reference in the co-registrants' Registration Statement on Form S-1, as amended (File No. 333-178928), are incorporated by reference into, and shall be deemed to be a part of this filing, except for the following, which are filed herewith:

Exhibit Number	Description
5.1	Opinion of Richards, Layton & Finger P.A. as to the validity of the trust units.
5.2	Opinion of Latham & Watkins LLP.
8.1	Opinion of Latham & Watkins LLP relating to tax matters.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of PricewaterhouseCoopers LLP.
23.3	Consent of Richards, Layton & Finger P.A. (contained in Exhibit 5.1).
23.4	Consent of Latham & Watkins LLP (contained in Exhibit 8.1).
23.5	Consent of Netherland, Sewell & Associates, Inc.
24.1	Powers of Attorney (included on the signature page to the Registration Statement on Form S-1 (File No. 333-178928) initially filed with the Securities and Exchange Commission on January 6, 2012 and incorporated by reference herein).

(b) *Financial Statement Schedules.*

No financial statement schedules are required to be included herewith or they have been omitted because the information required to be set forth therein is not applicable.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on May 2, 2012.

Pacific Coast Energy Company LP

By: PCEC (GP) LLC, its general partner

By: /s/ Randall H. Breitenbach
 Randall H. Breitenbach
 Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended this Registration Statement has been signed by the following persons in the capacities and the dates indicated.

Signature	Title	Date
/s/ Randall H. Breitenbach	Chief Executive Officer of PCEC (GP) LLC and Board Representative	May 2, 2012
Randall H. Breitenbach	(Principal Executive Officer)	
*	President of PCEC (GP) LLC and Board Representative	May 2, 2012
Halbert S. Washburn	(Principal Executive Officer)	
*	Chief Financial Officer of PCEC (GP) LLC and Board Representative	May 2, 2012
James G. Jackson	(Principal Financial Officer)	
*	Controller of PCEC (GP) LLC	May 2, 2012
Lawrence C. Smith	(Principal Accounting Officer)	
*	Board Representative	May 2, 2012
Howard Hoffen		
*	Board Representative	May 2, 2012
Gregory D. Myers		
*	Board Representative	May 2, 2012
V. Frank Pottow		

*By: /s/ Randall H. Breitenbach
 Randall H. Breitenbach
 Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on May 2, 2012.

Pacific Coast Oil Trust

By: Pacific Coast Energy Company LP

By: PCEC (GP) LLC, its general partner

By: /s/ Randall H. Breitenbach
Randall H. Breitenbach
Chief Executive Officer

EXHIBIT INDEX

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