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CARRIZO OIL & GAS INC  
Form 8-K  
January 12, 2005

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

FORM 8-K

CURRENT REPORT

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

Date of Report (date of earliest event reported): January 7, 2005

CARRIZO OIL & GAS, INC.  
(Exact name of registrant as specified in its charter)

Texas	000-22915	76-0415919
(State or other	(Commission	(I.R.S. Employer
jurisdiction of	File Number)	Identification No.)
incorporation)		

1000 Louisiana Street	
Suite 1500	
Houston, Texas	77002
(Address of principal executive offices)	(Zip code)

Registrant's telephone number, including area code: (713) 328-1000

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.02 Unregistered Sales of Equity Securities.

On January 7, 2005, JMG Triton Offshore Ltd. and JMG Capital Partners, L.P. (collectively, "JMG") exercised in full their warrants (the "Warrants") to purchase an aggregate of 250,000 shares of common stock, par value \$0.01 per share ("Common Stock"), of Carrizo Oil & Gas, Inc. (the "Company") at a price of \$4.00 per share. JMG paid an aggregate exercise price

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of \$1 million to the Company in connection with the exercise of the Warrants and the issuance of the 250,000 shares of Common Stock. The Warrants were initially issued by the Company in January 1998 and were amended in December 1999. In issuing the shares of Common Stock underlying the Warrants, the Company relied on the exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended, for transactions not involving a public offering.

### SIGNATURES

Pursuant to the requirements 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.

CARRIZO OIL & GAS, INC.

By: /s/ Paul F. Boling

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Name: Paul F. Boling  
Title: Vice President and  
Chief Financial Officer

Date: January 11, 2005