

FELLOWS ENERGY LTD
Form 10-Q/A
March 13, 2009

United States

Securities And Exchange Commission
Washington, D.C. 20549

Form 10-Q/A
(Amendment No. 2)

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

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2008

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

Commission File Number: 000-33321

Fellows Energy Ltd.
(Exact Name of Small Business Issuer as Specified in its Charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

33-0967648
(I.R.S. Employer
Identification No.)

370 Interlocken Blvd. Suite #202
Broomfield, CO 80021
(Address of Principal Executive Offices)

(303) 926-4415
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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 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.

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: As of May 13, 2008 there were 100,000,000 shares of the issuer's \$.001 par value common stock issued and outstanding.

Transitional Small Business Disclosure format (check one): Yes No

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FELLOWS ENERGY LTD.

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Quarterly Period Ending March 31, 2008

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Explanatory Note

This amended quarterly report on Form 10-Q/A is filed exclusively to revise paragraph 4(b) in Exhibits 31.1 and 31.2 pursuant to Item 601.31 of Regulation S-K.

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Item 6. Exhibits

| <u>Exhibit</u> No. | Description |
|-----------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <u>31.1</u> | Certification of Chief Executive Officer pursuant to Rule 13a-14 and Rule 15d-14(a), promulgated under the Securities and Exchange Act of 1934, as amended |
| <u>31.2</u> | Certification of Chief Financial Officer pursuant to Rule 13a-14 and Rule 15d-14(a), promulgated under the Securities and Exchange Act of 1934, as amended |
| <u>32.1</u> | Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Chief Executive Officer) |
| <u>32.2</u> | Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Chief Financial Officer) |

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Signatures

In accordance with the requirements of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FELLOWS ENERGY LTD.

Date: March 13, 2009

By: /s/ GEORGE S. YOUNG

Name: George S. Young

Title: Chief Executive Officer (Principal Executive Officer)

Date: March 13, 2009

By: /s/ BROOKE E. HORSPOOL

Name: Brooke E. Horspool

Title: Chief Financial Officer (Principal Accounting Officer and Principal Financial Officer)