

SWIFT ENERGY CO  
Form S-8  
December 18, 2008

Registration No. \_\_\_\_\_

As filed with the Securities and Exchange Commission on December 18, 2008

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  
FIRST AMENDED AND RESTATED  
2005 STOCK COMPENSATION PLAN

Laurent A. Baillargeon  
General Counsel  
Swift Energy Company  
16825 Northchase Dr., Suite 400  
Houston, Texas 77060  
(Name and address of agent for service)

(281) 874-2700  
(Telephone number, including area code, of 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

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(281) 874-2700

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

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CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)(2)	Proposed Maximum Offering Price per Share(3)(4)	Proposed Maximum Aggregate Offering Price(3)(4)	Amount of Registration Fee(4)
Common Stock, \$.01 par value per share(5)	800,000 shares	\$18.54	\$14,832,000	\$582.90

- (1) Represents 800,000 additional shares issuable under the First Amended and Restated 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 800,000 shares reserved for issuance under the Plan at a price per share of \$18.54, which is the average of the highest and lowest selling price for the shares on the New York Stock Exchange on December 12, 2008.
- (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.

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 800,000 additional shares of the Company's common stock, \$0.01 par value (the "Common Stock") under the First Amended and Restated 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), the Registrant's registration statement on Form S-8 filed with the Securities and Exchange Commission on June 7, 2006 (Registration No. 333-134807) and the Registrant's registration statement on Form S-8 filed with the Securities and Exchange Commission on December 10, 2007 (Registration No. 333-147969).

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Description
5.1*	Opinion of Counsel
10.1	Swift Energy Company First Amended and Restated 2005 Stock Compensation Plan (incorporated herein by reference as Exhibit 10-1 to Swift Energy Company's Quarterly Report on Form 10-Q for the quarterly period ending September 30, 2008)
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)

\*Filed herewith

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 17th day of December, 2008.

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 17, 2008
/s/ Bruce H. Vincent Bruce H. Vincent	President and Director	December 17, 2008
/s/ Alton D. Heckaman, Jr. Alton D. Heckaman, Jr.	Executive Vice President and Chief Financial Officer	December 17, 2008

(Principal Financial Officer)

/s/ David W. Wesson  
David W. Wesson

Controller (Principal Accounting Officer)    December 17,  
2008

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Signature	Capacity	Date
/s/ Raymond E. Galvin Raymond E. Galvin	Vice-Chairman of the Board	December 17, 2008
/s/ Deanna L. Cannon Deanna L. Cannon	Director	December 17, 2008
/s/ Douglas J. Lanier Douglas J. Lanier	Director	December 17, 2008
/s/ Greg Matiuk Greg Matiuk	Director	December 17, 2008
/s/ Henry C. Montgomery Henry C. Montgomery	Director	December 17, 2008
/s/ Clyde W. Smith, Jr. Clyde W. Smith, Jr.	Director	December 17, 2008
/s/ Charles J. Swindells Charles J. Swindells	Director	December 17, 2008

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INDEX TO EXHIBITS

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