

CORNING NATURAL GAS CORP

Form 10-K/A

January 31, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 2)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF**

THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended September 30, 2010

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF**

THE SECURITIES EXCHANGE ACT OF 1934

Commission file number: 0-643

Corning Natural Gas Corporation

(Exact name of registrant as specified in its charter)

New York

16-0397420

(State or other jurisdiction of

(I.R.S. employer

incorporation or organization)

Identification no.)

330 W. William St.

Corning, New York 14830

(Address of principal executive offices, including zip code)

(607) 936-3755

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

None

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Securities registered pursuant to Section 12(g) of the Act:

Common Stock, par value \$5.00 per share

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer as defined in Rule 405 of the Securities Act.

Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act. Yes ☐ No ☐

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). 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.

Large accelerated Filer ☐

Accelerated Filer ☐

Non-Accelerated Filer ☐

Smaller Reporting Company ☒

Indicate by check mark whether the registrant is a shell company. Yes ☐ No ☒

The aggregate market value of the 630,458 shares of the Common Stock held by non-affiliates of the Registrant at the \$24.50 average of bid and asked prices as of March 31, 2010 was \$15,446,221.

Number of shares of Common Stock outstanding as of the close of business on December 1, 2010 - 1,148,628.

Explanation of Amendment

Corning Natural Gas Corporation is filing this Amendment No. 2 (the "Amendment") on Form 10-K/A to amend its Annual Report on Form 10-K/A for the year ended September 30, 2010 (the "Report") that was filed with the Securities and Exchange Commission on January 28, 2011 for the purpose of including Exhibits 31.1 and 31.2 which were not included with the original filing. This Amendment No. 2 does not reflect events after the date of the filing of the Report and does not modify or update disclosures made in the Report except to attach the exhibits that should have been attached.

Exhibits filed with this Amendment No. 2 on Form 10-K/A

31.1* Certification of the Chief Executive Officer and President pursuant to 17 CFR Section 240.13a-14

31.2* Certification of the Chief Financial Officer and Treasurer pursuant to 17 CFR Section 240.13a-1

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Corning Natural Gas Corporation

(Registrant)

Date January 31, 2011

/s/ Firouzeh Sarhangi

By: Firouzeh Sarhangi, Chief Financial Officer and

Treasurer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Amendment No. 1 to Annual Report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/s/ Michael I. German	Chief Executive Officer,	
Michael I. German	President and Director	January 31, 2011
/s/ Firouzeh Sarhangi	Chief Financial Officer and	
Firouzeh Sarhangi	Treasurer	January 31, 2011
/s/ Henry B. Cook, Jr.	Chairman of the Board and	
Henry B. Cook, Jr.	Director	January 31, 2011
/s/ Ted W. Gibson		
Ted W. Gibson	Director	January 31, 2011
/s/ Joseph P. Mirabito		
Joseph P. Mirabito	Director	January 31, 2011
/s/ William Mirabito		
William Mirabito	Director	January 31, 2011
/s/ George J. Welch		
George J. Welch	Director	January 31, 2011
/s/ John B. Williamson III		
John B. Williamson III	Director	January 31, 2011