

HOUSTON AMERICAN ENERGY CORP
Form SC 13G/A
January 22, 2013

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Houston American Energy Corp.
(Name of Issuer)

Common Stock, \$0.001 par value
(Title of Class of Securities)

44183U100
(CUSIP Number)

December 31, 2012
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

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*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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| | |
|----|---|
| 1 | NAMES OF REPORTING PERSONS Empery Asset Master Ltd. |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (a) " " OF A GROUP (b) " " |
| 3 | SEC USE ONLY |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands |
| 5 | SOLE VOTING POWER |
| 6 | SHARED VOTING POWER Warrants to purchase 283,019 shares of Common Stock |
| 7 | Class A and B Warrants to purchase 2,075,000 shares of Common Stock (see Item 4) SOLE DISPOSITIVE POWER |
| 8 | SHARED DISPOSITIVE POWER Warrants to purchase 283,019 shares of Common Stock |
| 9 | Class A and B Warrants to purchase 2,075,000 shares of Common Stock (see Item 4) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON Warrants to purchase 283,019 shares of Common Stock |
| 10 | Class A and B Warrants to purchase 2,075,000 shares of Common Stock (see Item 4) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) " " |
| 11 | EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.32% |
| 12 | TYPE OF REPORTING PERSON OO |

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| | | |
|----|---|------------------------------|
| 1 | NAMES OF REPORTING PERSONS | |
| | Hartz Capital Investments, LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A | (a) <input type="checkbox"/> |
| | MEMBER OF A GROUP | (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | New Jersey | |
| 5 | SOLE VOTING POWER | |
| 6 | SHARED VOTING POWER | |
| | Warrants to purchase 283,019 shares of Common Stock | |
| | Class A and B Warrants to purchase 3,000,000 shares of Common Stock (see Item 4)* | |
| 7 | SOLE DISPOSITIVE POWER | |
| 8 | SHARED DISPOSITIVE POWER | |
| | Warrants to purchase 283,019 shares of Common Stock | |
| | Class A and B Warrants to purchase 3,000,000 shares of Common Stock (see Item 4)* | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | Warrants to purchase 283,019 shares of Common Stock | |
| | Class A and B Warrants to purchase 3,000,000 shares of Common Stock (see Item 4)* | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) | <input type="checkbox"/> |
| | EXCLUDES CERTAIN SHARES | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | |
| | 4.99% (see Item 4)* | |
| 12 | TYPE OF REPORTING PERSON | |
| | OO | |

* As more fully described in Item 4, these reported securities are subject to a 4.99% blocker and the percentage set forth in row (11) gives effect to such blocker. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise of such reported securities and do not give effect to such blocker. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blocker, is less than the number of securities reported in rows (6), (8) and (9).

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| | | |
|----|---|------------------------------|
| 1 | NAMES OF REPORTING PERSONS | |
| | Empery Asset Management, LP | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) <input type="checkbox"/> |
| | | (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | Delaware | |
| 5 | SOLE VOTING POWER | |
| 6 | SHARED VOTING POWER | |
| | Warrants to purchase 566,038 shares of Common Stock | |
| | Class A and B Warrants to purchase 5,075,000 shares of Common Stock (see Item 4)* | |
| 7 | SOLE DISPOSITIVE POWER | |
| 8 | SHARED DISPOSITIVE POWER | |
| | Warrants to purchase 566,038 shares of Common Stock | |
| | Class A and B Warrants to purchase 5,075,000 shares of Common Stock (see Item 4)* | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | Warrants to purchase 566,038 shares of Common Stock | |
| | Class A and B Warrants to purchase 5,075,000 shares of Common Stock (see Item 4)* | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES | <input type="checkbox"/> |
| | CERTAIN SHARES | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | |
| | 4.99% (see Item 4)* | |
| 12 | TYPE OF REPORTING PERSON | |
| | PN | |

* As more fully described in Item 4, these reported securities are subject to a 4.99% blocker and the percentage set forth in row (11) gives effect to such blocker. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise of such reported securities and do not give effect to such blocker. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blocker, is less than the number of securities reported in rows (6), (8) and (9).

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|----|---|
| 1 | NAMES OF REPORTING PERSONS |
| | Ryan M. Lane |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> |
| | (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | United States |
| 5 | SOLE VOTING POWER |
| 6 | SHARED VOTING POWER |
| 7 | Warrants to purchase 566,038 shares of Common Stock |
| 8 | Class A and B Warrants to purchase 5,075,000 shares of Common Stock (see Item 4)* |
| 9 | SOLE DISPOSITIVE POWER |
| 10 | SHARED DISPOSITIVE POWER |
| 11 | Warrants to purchase 566,038 shares of Common Stock |
| | Class A and B Warrants to purchase 5,075,000 shares of Common Stock (see Item 4)* |
| 12 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | Warrants to purchase 566,038 shares of Common Stock |
| | Class A and B Warrants to purchase 5,075,000 shares of Common Stock (see Item 4)* |
| 13 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> |
| 14 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) |
| | 4.99% (see Item 4)* |
| 15 | TYPE OF REPORTING PERSON |
| | IN |

* As more fully described in Item 4, these reported securities are subject to a 4.99% blocker and the percentage set forth in row (11) gives effect to such blocker. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise of such reported securities and do not give effect to such blocker. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blocker, is less than the number of securities reported in rows (6), (8) and (9).

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| | | |
|----|---|--------|
| 1 | NAMES OF REPORTING PERSONS | |
| | Martin D. Hoe | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) .. |
| | | (b) .. |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | United States | |
| 5 | SOLE VOTING POWER | |
| 6 | SHARED VOTING POWER | |
| | Warrants to purchase 566,038 shares of Common Stock | |
| | Class A and B Warrants to purchase 5,075,000 shares of Common Stock (see Item 4)* | |
| 7 | SOLE DISPOSITIVE POWER | |
| 8 | SHARED DISPOSITIVE POWER | |
| | Warrants to purchase 566,038 shares of Common Stock | |
| | Class A and B Warrants to purchase 5,075,000 shares of Common Stock (see Item 4)* | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | Warrants to purchase 566,038 shares of Common Stock | |
| | Class A and B Warrants to purchase 5,075,000 shares of Common Stock (see Item 4)* | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | .. |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | |
| | 4.99% (see Item 4)* | |
| 12 | TYPE OF REPORTING PERSON | |
| | IN | |

* As more fully described in Item 4, these reported securities are subject to a 4.99% blocker and the percentage set forth in row (11) gives effect to such blocker. However, as more fully described in Item 4, the securities reported in rows (6), (8) and (9) show the number of shares of Common Stock that would be issuable upon full exercise of such reported securities and do not give effect to such blocker. Therefore, the actual number of shares of Common Stock beneficially owned by such Reporting Person, after giving effect to such blocker, is less than the number of securities reported in rows (6), (8) and (9).

This Amendment No. 1 (this "Amendment") amends the statement on Schedule 13G filed on October 2, 2012 (the "Original Schedule 13G" and the Original Schedule 13G as amended, the "Schedule 13G"), with respect to shares of common stock, par value \$0.001 (the "Common Stock"), of Houston American Energy Corp., Inc., a Delaware corporation (the "Company"). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Schedule 13G. This Amendment amends and restates Items 4 and 5 in their entirety as set forth below.

Item 4. OWNERSHIP.

The information as of the filing date required by Items 4(a) – (c) is set forth in Rows 5 – 11 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

The Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012 filed with the Securities and Exchange Commission on November 19, 2012, indicates that the total number of outstanding shares of Common Stock as of November 8, 2012 was 52,180,045. The percentages set forth on Row 11 of the cover page for each Reporting Person is based on such total number of shares of Common Stock outstanding and, subject to the 4.99% Blocker (as defined below), assumes the exercise of the Reported Warrants.

Pursuant to the terms of the reported Class A and B warrants (the "Reported Warrants"), the Reporting Persons cannot exercise all of the Reported Warrants if the Reporting Persons would beneficially own, after any such exercise, more than 4.99% of the outstanding shares of Common Stock (the "4.99% Blocker"), and the percentage set forth in Row 11 of the cover page for each Reporting Person gives effect to the 4.99% Blocker. Consequently, at this time, certain of the Reporting Persons are not able to exercise all of the Reported Warrants due to the 4.99% Blocker.

The Investment Manager, which serves as the investment manager to the Empery Funds, may be deemed to be the beneficial owner of all shares of Common Stock held by, and underlying the Reported Warrants held by, the Managed Account and the Empery Fund. Each of the Reporting Individuals, as Managing Members of the General Partner of the Investment Manager with the power to exercise investment discretion, may be deemed to be the beneficial owner of all shares of Common Stock held by, and underlying the Reported Warrants held by, the Managed Account and the Empery Fund. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. Each of the Reporting Individuals hereby disclaims any beneficial ownership of any such shares of Common Stock.

Item 5.

OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X]

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: January 22, 2013

EMPERY ASSET MASTER LTD.

By: EMPERY ASSET MANAGEMENT, LP, its
Authorized Agent

By: EMPERY AM GP, LLC, its General Partner

By: /s/ Ryan M. Lane
Name: Ryan M. Lane
Title: Managing Member

HARTZ CAPITAL INVESTMENTS, LLC

By: EMPERY ASSET MANAGEMENT, LP, its
Authorized Agent

By: EMPERY AM GP, LLC, its General Partner

By: /s/ Ryan M. Lane
Name: Ryan M. Lane
Title: Managing Member

EMPERY ASSET MANAGEMENT, LP

By: EMPERY AM GP, LLC, its General Partner

By: /s/ Ryan M. Lane
Name: Ryan M. Lane
Title: Managing Member

/s/ Ryan M. Lane
RYAN M. LANE

/s/ Martin D. Hoe
MARTIN D. HOE