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ABRAXAS PETROLEUM CORP
Form 8-K
October 22, 2004

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

October 22, 2004
Date of Report (Date of earliest event reported)

ABRAXAS PETROLEUM CORPORATION
(Exact name of registrant as specified in its charter)

Nevada	0-19118	74-2584033
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

500 N. Loop 1604 East, Suite 100
San Antonio, Texas 78232
(210) 490-4788

(Address of principal executive offices and Registrant's telephone number,
including area code)

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 (see General Instruction A.2. below):

- 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 7.01 Regulation FD Disclosure

The information in this Report (including Exhibit 99.1) is furnished
pursuant to Item 7.01 and shall not be deemed "filed" for purposes of Section 18
of the Securities Exchange Act of 1934, as amended, or otherwise subject to the
liabilities of the Section. The information in this Report will not be deemed an
admission as to the materiality of any information required to be disclosed
solely to satisfy the requirements of Regulation FD.

On October 22, 2004, Abraxas Petroleum Corporation (the "Company")
announced in a press release that it has priced a private offering of \$125

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million of Floating Rate Senior Secured Notes due 2009.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

- 99.1 Press Release dated October 22, 2004 entitled "Abraxas announces pricing of \$125 million offering of Floating Rate Senior Secured Notes due 2009"

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.

Abraxas Petroleum Corporation

By: _____
Chris Williford
Executive Vice President, Chief Financial
Officer and Treasurer

Dated: October 22, 2004