

CARRIZO OIL & GAS INC  
Form 8-K  
June 25, 2008

**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**

**Date of Report (date of earliest event reported): June 24, 2008**

**CARRIZO OIL & GAS, INC.**

(Exact name of registrant as specified in its charter)

**Texas**  
(State or other jurisdiction of  
incorporation)

**000-29187-87**  
(Commission  
File Number)

**76-0415919**  
(I.R.S. Employer  
Identification No.)

**1000 Louisiana Street  
Suite 1500  
Houston, Texas**  
(Address of principal executive offices)

**77002**  
(Zip code)

Registrant's telephone number, including area code: **(713) 328-1000**

**Not applicable**

(Former name or former address, if changed since last report.)

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:

- 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))
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**Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On June 24, 2008, Carrizo Oil & Gas, Inc. (the Company) filed Articles of Amendment to the Company's Amended and Restated Articles of Incorporation with the Secretary of State of the State of Texas, which became effective upon filing. The Company included a proposal in the Company's definitive proxy statement dated May 28, 2008 seeking shareholder approval to amend the Company's Amended and Restated Articles of Incorporation to increase the number of authorized shares of the Company's common stock from 40,000,000 to 90,000,000. The Company's proposal was approved by the Company's shareholders at the Company's 2008 Annual Meeting of Shareholders held on June 24, 2008.

A copy of the Articles of Amendment as filed with the Secretary of State of the State of Texas is filed as Exhibit 3.1 to this Current Report on Form 8-K and is hereby incorporated by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
3.1	Articles of Amendment to Amended and Restated Articles of Incorporation.

**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.

CARRIZO OIL & GAS, INC.

By: */s/ Paul F. Boling*

Name: Paul F. Boling

Title: Vice President and Chief Financial Officer

Date: June 25, 2008