

SONDE RESOURCES CORP.

Form F-3/A

January 12, 2012

As Filed with the Securities and Exchange Commission on January 12, 2012

Registration No. 333-166209

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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Post-Effective Amendment No. 1 to

FORM F-3

REGISTRATION STATEMENT

UNDER THE

SECURITIES ACT OF 1933

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Sonde Resources Corp.

(Exact name of Registrant as specified in its charter)

Alberta

(Province or other Jurisdiction  
of Incorporation or Organization)

98-1006618

(I.R.S. Employer  
Identification No.)

Suite 3200, 500 - 4th Avenue SW

Calgary, Alberta

Canada, T2P 2V6

(403) 503-7924

(Address and telephone number of Registrants' principal executive offices)

CT Corporation System

111 Eighth Avenue

New York, New York, 10011

(212) 894-8940

(Name, address and telephone number  
(including area code) of agent for service)

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Copies to:

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Approximate date of commencement of proposed sale of the securities to the public: N/A.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, please check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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EXPLANATORY NOTE

Sonde Resources Corp. (the "Registrant") is filing this Post-Effective Amendment No. 1 to remove from registration the resale of up to 27,500,000 of the Registrant's common shares (the "Shares"), no par value, under the Securities Act of 1933, as amended (the "1933 Act") which were registered under a Registration Statement on Form F-3, filed with the Commission on April 21, 2010 (Commission File No. 333-166209) (the "Registration Statement"). The Shares include 25,000,000 common shares issuable upon conversion of the Registrant's Series B, 5% U.S. cumulative redeemable convertible preferred shares (the "Series B Preferred Shares"), and 2,500,000 common shares issuable upon exercise of warrants (the "Warrants"), that the Registrant issued on February 3, 2010 in connection with the restructuring of the Registrant's Series A, 5% U.S. cumulative redeemable convertible preferred shares.

The Series B Preferred Shares have been redeemed for cash by the Registrant and the Warrants have expired. Accordingly, the Registrant is filing this Post-Effective Amendment No. 1 to remove from registration the resale of the Shares under the Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Calgary, Province of Alberta, Canada, on January 12, 2012.

SONDE RESOURCES CORP.

By: /s/ Jack W. Schanck  
Jack W. Schanck  
Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by or on behalf of the following persons in the capacities indicated, on January 12, 2012.

| Signature                  | Title   |
|----------------------------|---|
| /s/ Jack W. Schanck        | Jack W. Schanck<br>Chief Executive Officer and Director<br>(Principal Executive Officer)                    |
| /s/ Kurt A. Nelson         | Kurt A. Nelson<br>Chief Financial Officer<br>(Principal Financial Officer and Principal Accounting Officer) |
| /s/ Kerry R. Brittain      | Kerry R. Brittain<br>Chairman of the Board  |
| /s/ Marvin Chronister      | Marvin Chronister<br>Director   |
| /s/ Dr. James M. Funk      | Dr. James M. Funk<br>Director   |
| /s/ W. Gordon Lancaster    | W. Gordon Lancaster<br>Director   |
| /s/ James H.T. Riddell     | James H. T. Riddell<br>Director   |
| /s/ Dr. William J.F. Roach | Dr. William J.F. Roach<br>Director  |
| /s/ Gregory G. Turnbull    | Gregory G. Turnbull<br>Director   |

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AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of the Securities Act of 1933, the undersigned certifies that it is the duly authorized United States representative of the Registrant and has duly caused this Registration Statement to be signed on behalf of it by the undersigned, thereunto duly authorized, in the City of Calgary, Alberta, Canada on January 12, 2012.

KERRY R. BRITTAIN  
(Authorized Representative)

|        |                       |
|--------|-----------------------|
| By:    | /s/ Kerry R. Brittain |
| Name:  | Kerry R. Brittain     |
| Title: | Director              |