

GeoMet, Inc.  
Form 8-A12B  
September 10, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**GEOMET, INC.**

[Exact name of registrant as specified in its charter]

**Delaware**  
(State of incorporation or organization)

**909 Fannin, Suite 1850,**  
**Houston, Texas 77010**  
(Address of principal executive offices)

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

**76-0662382**  
(I.R.S. Employer Identification No.)

**78730**  
(Zip Code)

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Title of each class  
to be so registered:

Name of each exchange on which  
each class is to be registered:

**Series A Convertible  
Redeemable Preferred Stock**

**The NASDAQ Stock Market LLC**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: **N/A**

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

**None**

(Title of class)

**Item 1. Description of Registrant's Securities to be Registered.**

The securities to be registered hereby are the Series A Convertible Redeemable Preferred Stock (the Preferred Stock) of GeoMet, Inc. (GeoMet). A description of the Preferred Stock is contained in GeoMet's Prospectus, dated July 29, 2010, under the captions Series A Convertible Redeemable Preferred Stock and Description of Capital Stock, and those sections of the Prospectus Supplement are incorporated herein by reference. The Prospectus Supplement relates to the Prospectus, dated December 8, 2009, included in GeoMet's registration statement on Form S-3 (File No. 333-163193).

**Item 2. Exhibits.**

| <b>Exhibit No.</b> | <b>Item</b>   |
|--------------------|---|
| 3.1                | Form of Amended and Restated Certificate of Incorporation of GeoMet, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1 filed on July 25, 2006 (Registration No. 333-131716)).                             |
| 3.2                | Amended and Restated Bylaws of GeoMet, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on November 13, 2007).   |
| 3.3                | Certificate of Designations of Series A Convertible Redeemable Preferred Stock, par value \$0.001 per share, of GeoMet, Inc. (incorporated herein by reference to Appendix B to the Company's Definitive Proxy Statement on Schedule 14A filed on June 24, 2010). |
| 10.1               | Investment Agreement dated June 2, 2010 by and between GeoMet, Inc. and Sherwood Energy, LLC (incorporated herein by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q filed on July 7, 2010).   |
| 10.2               | First Amendment to Investment Agreement dated September 3, 2010 by and between GeoMet, Inc. and Sherwood Energy, LLC (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on September 10, 2010).                  |

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

**GEOMET, INC.**

By: */s/* **WILLIAM C. RANKIN**  
**William C. Rankin**

**Executive Vice President and**

**Chief Financial Officer**

Dated: September 10, 2010

**EXHIBIT INDEX**

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