

PRB Energy, Inc.  
Form 8-K  
March 06, 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): **February 29, 2008**

**PRB Energy, Inc.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction of  
incorporation or organization)

**333-120129**  
(Commission File Number)

**20-0563497**  
(IRS Employer  
Identification No.)

**1875 Lawrence Street, Suite 450 Denver, Colorado**  
(Address of principal executive offices)

**80202**  
(Zip Code)

Registrant's telephone number, including area code: **(303) 308-1330**

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)

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o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On February 29, 2008, PRB Energy, Inc. ( PRB or the Company ) received a notice from the American Stock Exchange (the Amex ) that PRB no longer satisfies a rule for continued listing on the Amex. The notice asserts that PRB has failed to comply with the requirements of Section 1003 (a)(iv) of the Amex Company Guide ( Amex Guide ), which could jeopardize the Company s continued listing standard pursuant to Section 1009 of the Amex Guide. The Amex Guide requires, among other things, that an issuer has not sustained losses which are so substantial in relation to its overall operations or its existing financial resources, or its financial condition has not become so impaired that it appears questionable, in the option of the Exchange, as to whether the Company will be able to continue operation and/or meet its obligations as they mature.

The notice letter asserts that the Company must submit a plan (the Plan ) to the Amex by March 14, 2008 advising the Amex of the action that it has taken, or that it will take, to bring the Company into compliance with all the continued listing standards of the Amex Guide by May 28, 2008. The notice letter also requires the Company to file a press release disclosing receipt of the letter.

SIGNATURES

Pursuant to the requirement of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

PRB ENERGY, INC.

/s/ William F. Hayworth  
William F Hayworth  
President and Chief Executive Officer

March 5, 2008