

CANADIAN SUPERIOR ENERGY INC

Form SC TO-T/A

August 25, 2006

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**SCHEDULE TO/A
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) or 13(e)(1) OF
THE SECURITIES EXCHANGE ACT OF 1934
Amendment No. 12**

CANADA SOUTHERN PETROLEUM LTD.
(Name of Subject Company)
CANADIAN SUPERIOR ENERGY ACQUISITIONS INC.,
a wholly-owned subsidiary of
CANADIAN SUPERIOR ENERGY INC.
(Name of Filing Persons)

Common Shares
(Title of Class of Securities)
135231-10-8
(CUSIP Number of Class of Securities)

Gregory S. Noval
Chief Executive Officer
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Calgary, Alberta Canada T2P 4H2
(403) 294-1411
(Name, address and telephone number of person authorized to
receive notices and communications on behalf of filing person)

Copies to:

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This Amendment No. 12 amends and supplements the tender offer statement on Schedule TO (the "Schedule TO") filed with the U.S. Securities and Exchange Commission (the "Commission") on June 19, 2006 by (i) Canadian Superior Energy Acquisitions Inc., a corporation incorporated under the laws of the Province of Alberta, Canada, which is a wholly-owned subsidiary of Canadian Superior Energy Inc., a corporation incorporated under the laws of the Province of Alberta, Canada ("Canadian Superior"), and (ii) Canadian Superior.

Pursuant to a Notice of Variation and Extension, dated August 8, 2006 (the "Notice of Variation and Extension"), Canadian Superior amended its offer to purchase all of the issued and outstanding common shares (including common shares which become outstanding upon exercise of options to acquire common shares) of Canada Southern Petroleum Ltd. ("Canada Southern"), to provide that the amended offer was being made at a price per share of, at the election of each Canada Southern shareholder, either:

(a) Cdn.\$2.50 in cash, 2.0 common shares of Canadian Superior and one special exchangeable share of Canadian Superior (the "Participating Consideration"); or

(b) Cdn.\$2.50 in cash and 2.75 common shares of Canadian Superior (the "Original Consideration").

Pursuant to an Amendment to the Schedule TO filed with the Commission on August 22, 2006, Canadian Superior announced that since another offeror had taken up greater than 50.1% of the outstanding common shares of Canada Southern, a condition to the payment of the Participating Consideration had not been met, and, pursuant to the terms of Canadian Superior's amended offer, the Participating Consideration will therefore not be payable.

The amended offer is subject to the terms and conditions set forth in the Notice of Variation and Extension and the Amended Letter of Transmittal and Election Form, each of which has been filed as an amendment to the Schedule TO.

Item 12. Exhibits.

Item 12 of the Schedule TO is amended and supplemented by adding the following:

Exhibit No. Description

19.1 Press release of Canadian Superior, dated August 24, 2006, incorporated by reference to Canadian Superior's filing pursuant to Rule 425 on August 25, 2006.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 24, 2006

**CANADIAN SUPERIOR ENERGY
ACQUISITIONS INC.**

By: /s/ Richard Watkins
Name: Richard Watkins
Title: President

CANADIAN SUPERIOR ENERGY INC.

By: /s/ Michael E. Coolen
Name: Michael E. Coolen
Title: President