

CANARGO ENERGY CORP
Form 4
June 12, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
PERSISTENCY

2. Issuer Name and Ticker or Trading Symbol
CANARGO ENERGY CORP [CNR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
P.O. BOX 309,

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/05/2007

____ Director 10% Owner
____ Officer (give title below) Other (specify below)

GEORGE TOWN, E9

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | | 256,600 | D ⁽¹⁾ | Held by Persistency |
| Common Stock | | | | | 500,000 | I ⁽²⁾ | Private Equity Limited |
| Common Stock | | | | | 32,500 | I ⁽³⁾ | Held by Andrew Morris |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title Underlying (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|--|-----------|--|-----------------|--------------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Note Convertible into Common Stock | \$ 1 | 06/05/2007 | | J ⁽⁴⁾ | | 5,000,000 | 06/28/2006 | 09/01/2009 | Common Stock |
| Note Convertible into Common Stock | \$ 1 | 06/05/2007 | | J ⁽⁴⁾ | | 5,000,000 | 06/28/2006 | 09/01/2009 | Common Stock |
| Warrant to Purchase Common Stock | \$ 1 | | | | | | 12/28/2006 | 06/28/2008 | Common Stock |
| Warrant to Purchase Common Stock | \$ 1 | | | | | | 12/28/2006 | 06/28/2008 | Common Stock |
| Note Convertible into Common Stock | \$ 1 | | | | | | 12/28/2006 | 06/28/2010 | Common Stock |
| Note Convertible into Common Stock | \$ 1 | | | | | | 12/28/2006 | 06/28/2010 | Common Stock |
| Warrant to Purchase Common Stock | \$ 1 | 06/05/2007 | | J ⁽⁴⁾ | 5,000,000 | | ⁽⁶⁾ | 09/01/2009 | Common Stock |

Warrant to
Purchase
Common
Stock

\$ 1

06/05/2007

J⁽⁴⁾

5,000,000

(6)

09/01/2009

Comm
Stoc

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PERSISTENCY P.O. BOX 309 GEORGE TOWN, E9 | | X | | |
| PERSISTENCY CAPITAL, LLC 1270 AVENUE OF THE AMERICAS SUITE 2100 NEW YORK, NY 10020 | | X | | |
| Morris Andrew C/O PERSISTENCY CAPITAL 850 7TH AVENUE, SUITE 701 NEW YORK, NY 10019 | | X | | |
| Persistency Private Equity LTD C/O PERSISTENCY CAPITAL 850 7TH AVENUE, SUITE 701 NEW YORK, NY 10019 | | X | | |

Signatures

| | |
|---|------------|
| Persistency(+) By: /s/ Andrew J. Morris, Director | 06/12/2007 |
| **Signature of Reporting Person | Date |
| Persistency Capital, LLC(+), By: /s/ Andrew J. Morris, Managing Member | 06/12/2007 |
| **Signature of Reporting Person | Date |
| /s/ Andrew J. Morris(+) | 06/12/2007 |
| **Signature of Reporting Person | Date |
| Persistency Private Equity Limited(+), By: /s/ Andrew J. Morris, Director | 06/12/2007 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The reported securities are directly owned by Persistency.
 - (2) The reported securities are directly owned by Persistency Private Equity Ltd. and may be deemed to be beneficially owned by Persistency Capital, LLC as the investment manager of Persistency Private Equity Ltd. and Andrew J. Morris, managing member of Persistency Capital, LLC. The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such reporting person is the beneficial owner of the securities for

Edgar Filing: CANARGO ENERGY CORP - Form 4

purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

- (3) These securities are owned by Andrew J. Morris.

- (4) Pursuant to that certain Conversion Agreement between Persistency, Canargo Energy Corporation ("Canargo") and certain holders of Canargo's senior secured notes due July 25, 2009 (the "Agreement"), dated June 5, 2007, as of the effective time of the Agreement, these reported securities were converted into 2,000,000 shares of common stock of Tethys Petroleum Limited and 5,000,000 warrants to purchase common stock of Canargo, which will be exercisable June 12, 2008.

- (5) The reported securities are directly owned by Persistency and may be deemed beneficially owned by Persistency Capital, LLC as the investment manager of Persistency and Andrew J. Morris, managing member of Persistency Capital, LLC. The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

- (6) These warrants will be exercisable June 12, 2008.

Remarks:

(+) Persistency Capital, LLC replaced Chasm Lake Management Services, LLC d/b/a Persistency Capital as the investment manager of Persistency and of Persistency Private Equity Limited on January 1, 2007. Andrew Morris is the managing member of Persistency Capital, LLC, a director of Persistency, and an authorized signatory for Persistency Private Equity Limited. Each of the joint filers disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that any one of the joint filers is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.