

United States Natural Gas Fund, LP  
Form 8-K  
November 09, 2007

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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) **November 9, 2007**

**UNITED STATES NATURAL  
GAS FUND, LP**  
(Exact name of registrant as specified  
in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-33096**  
(Commission File Number)

**20-5576760**  
(I.R.S. Employer  
Identification No.)

**1320 Harbor Bay Parkway, Suite  
145  
Alameda, California 94502**  
(Address of principal executive  
offices)  
(Zip Code)

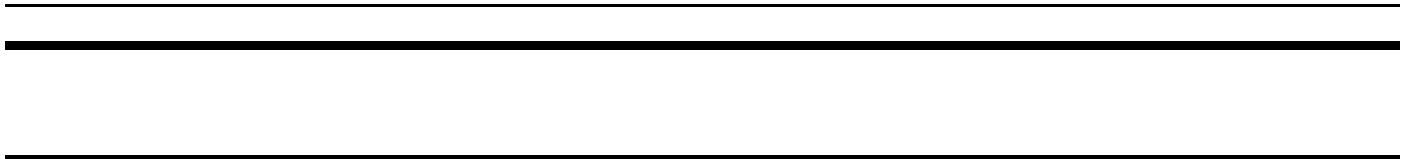
Registrant's telephone number,  
including area code

**(510) 522-3336**

**Not Applicable**  
(Former name or former address, if  
changed since last report)

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 (see General Instruction A.2. below):

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**Item 8.01 Other Events.**

Units of the United States Natural Gas Fund, LP (“UNG”) are offered on a continuous basis under Rule 415 of the Securities Act of 1933, and when all registered units have been sold, additional units are registered in subsequent registration statements. At this time, UNG only has 500,000 units registered with the SEC that are available for purchase by its Authorized Purchasers. On November 6, 2007, UNG submitted a registration statement to the Securities and Exchange Commission (“SEC”) to register an additional 50,000,000 units. This registration statement is currently subject to review and comment by the SEC, the Financial Regulatory Industry Association (“FINRA”) and the National Futures Association (“NFA”).

As stated in its current prospectus, UNG creates and redeems units in blocks of 100,000 units called Creation Baskets and Redemption Baskets, respectively. Only Authorized Purchasers may purchase or redeem Creation Baskets or Redemption Baskets. If UNG issues all of its currently remaining registered units, UNG management would have to suspend the ability of the Authorized Purchasers to purchase new creation baskets until such time as the registration statement for the additional units has been declared effective by the SEC, and FINRA and NFA have determined that their comments, if any, on UNG’s prospectus/ disclosure document have been adequately addressed. The ability of Authorized Purchasers to redeem baskets of units in such a situation would remain unaffected.

In the event that there was a short-term disruption in the ability of Authorized Purchasers to purchase additional Creation Baskets, management believes that Authorized Purchasers and other groups that make a market in units of UNG would still continue to actively trade the units. However, management believes that in such a situation, Authorized Purchasers and other market makers may seek to adjust the market they make in the units. Specifically, these market participants may increase the spread between the prices that they quote for offers to buy and sell units to allow them to adjust to the potential uncertainty as to when they might be able to purchase additional Creation Baskets of units. In addition, Authorized Purchasers may be less willing to offer to quote offers to buy or sell units in large numbers. The potential impact of either wider spreads between bid and offer prices, or reduced number of units on which quotes may be available, could increase the trading costs to investors in UNG compared to the quotes and the number of units on which bids and offers are made if the Authorized Purchasers were to still be able to freely create new baskets of units. Management believes that any potential impact to the market in units of UNG that could occur from the Authorized Purchasers’ inability to create new baskets would not extend beyond the time when additional units would be registered and available for distribution.

If a lengthy period of time were to elapse before new units were declared effective and there was continued demand for units, UNG management believes that the impact on the spread between bid and ask prices might widen even further. In addition, there could be a significant variation between the market price at which units are traded and the units’ net asset value, which is also the price units can be redeemed with UNG by Authorized Purchasers in Redemption Baskets. The foregoing could also create significant deviations from UNG’s investment objective, *i.e.*, to have changes in the market price of its units track changes in the price of the futures contract for natural gas traded on the New York Mercantile Exchange that is the near month next to expire.

Any forward-looking statements in this current report are based on expectations of UNG management at this time. Whether or not actual results and developments will conform to management’s expectations and predictions, however, is subject to a number of risks and uncertainties, including the special considerations discussed in UNG’s prospectus, general economic, market and business conditions, changes in laws or regulations made by governmental authorities or regulatory bodies, and other world economic and political developments. UNG undertakes no duty to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

For further information, please call:

Victoria Bay Asset Management

John Hyland (510) 414-5153

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**SIGNATURES**

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

UNITED STATES NATURAL GAS FUND, LP

By: Victoria Bay Asset Management, LLC, its  
general partner

Date: November 9, 2007

By: /s/ Nicholas D. Gerber

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Name: Nicholas D. Gerber  
Title: Chief Executive Officer