

TOT Energy  
Form 10KSB/A  
July 21, 2008

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-KSB/A

(Mark One)

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended March 31, 2008

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from \_\_\_\_\_  
to \_\_\_\_\_

Commission file number 000-51108

TOT Energy, Inc.

\_\_\_\_\_  
(Name of small business issuer in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**20-0715816**

(IRS Employer Identification  
Number)

201 South Biscayne Blvd  
Suite 2804  
Miami, FL 33131  
(Address of principal executive offices)

(305) 913-1622  
(Issuer's telephone number)

Securities registered under Section 12(b) of the Exchange Act: None

Securities registered under Section 12(g) of the Exchange Act:

Common Stock, par value \$0.001 per share

\_\_\_\_\_  
(Title of class)



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Check whether the issuer is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.

Check whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B (Sec. 229.405 of this chapter) contained herein, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB.

Check whether the issuer is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes  No

The Company's revenues for fiscal year ended March 31, 2008 were \$97.50 excluding other income.

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked price of such common equity, as of a specified date within the past 60 days. (See definition of affiliate in Rule 12b-2 of the Exchange Act.)

The aggregate market value of the voting common equity held by non-affiliates was \$3,248,506 based upon the last traded price of \$0.25 per share on July 17, 2008.

At July 21, 2008, the number of shares outstanding of the issuer's common stock was 214,507,773 shares.

**DOCUMENTS INCORPORATED BY REFERENCE**

None.

Transitional Small Business Disclosure Format (Check one): Yes  No

**EXPLANATORY NOTE**

On June 19, 2008, TOT Energy, Inc. (the "Company") filed with the Securities and Exchange Commission its Annual Report on Form 10-KSB for the fiscal year ended March 31, 2008.

This Amendment to Form 10-KSB of the Company is being filed solely to amend the following:

To correct the signature on Exhibit 32.1 Certification which was filed pursuant to the Sarbanes-Oxley Act of 2002.

The amendment set forth above is the only portion of the Company's Annual Report on Form 10-KSB being amended by this Form 10-KSB/A. This Amendment does not change any other information set forth in the original filing of the Company's Annual Report on Form 10-KSB for the year ended March 31, 2008 filed June 19, 2008.

