

**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):  
June 2, 2011 (May 31, 2011)

**High Plains Gas, Inc.**

(Exact name of registrant as specified in its charter)

<u>Nevada</u>	<u>333-125068</u>	<u>26-3633813</u>
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

<u>3601 Southern Dr., Gillette, Wyoming</u>	<u>82718</u>
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (307) 686-5030

n/a  
(Former name and 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:

- ☐ Written communications 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 1.01 Entry Into a Definitive Material Agreement

### *Further Amendment to The Huber Asset Acquisition Transaction*

On May 31, 2011 High Plains Gas, Inc. (the “Company”) entered into Amendment no. 8 (the “Amendment”) to the Purchase and Sale Agreement (the “Purchase Agreement”) between the Company and J.M. Huber Corporation (“Huber”). According to the amendment, High Plains Gas, Inc. is granted until June 30, 2011 to finalize financing and complete the closing of the purchase of Huber's Powder River Basin coalbed methane assets. Huber has the right to pursue discussions with third parties and may terminate the agreement upon written notice. High Plains has the right and intends to notice Huber during this period of its intention to close the transaction prior to any termination notice and the transaction may proceed to close. Huber continues to hold non-refundable deposits in the amount of \$2,000,000 payable towards the closing price, and 2,000,000 shares of HPGS common stock which may be applied towards the closing price. The total purchase price of the transaction is remains \$35,000,000.

## Item 9.01 Financial Statements and Exhibits

High Plains Gas, Inc. includes by reference the following exhibits:

No.	Description
10.1	Amendment No. 8 to the Purchase and Sale Agreement between J.M. Huber Corporation and High Plains Gas, Inc. dated and effective as of May 31, 2011.

## 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.

### High Plains Gas, Inc.

Date: June 1, 2011

By: \_\_\_\_\_  
Name: Brent Cook  
Title: Chief Executive Officer  
Principal Executive Officer

Date: June 1, 2011

By: \_\_\_\_\_  
Name: Joseph Hettinger  
Title: Chief Financial Officer and Director  
Principal Financial Officer