

AMERICAN PETRO-HUNTER INC  
Form 8-K  
July 20, 2009  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

July 20, 2009

Date of Report (Date of earliest event reported)

AMERICAN PETRO-HUNTER, INC.  
(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of  
incorporation)

0-22723  
(Commission File  
Number)

98-0171619  
(IRS Employer Identification  
No.)

17470 North Pacesetter Way  
Scottsdale, AZ 85255  
(480) 305-2052  
(Address and telephone number of principal executive offices) (Zip Code)  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K 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 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 5.05 Amendments to the Registrant’s Code of Ethics, or Waiver of a Provision of the Code of Ethics

On July 20, 2009, American Petro-Hunter, Inc.’s (the “Company”) Board of Directors adopted a Code of Ethical Conduct for the Company (the “Code”). The Code provides comprehensive ethical standards for all employees, officers and directors. The Code is attached hereto as Exhibit 14.1.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

| Exhibit No. | Exhibit Description:    |
|-------------|-------------------------|
| 14.1        | Code of Ethical Conduct |

SIGNATURE

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.

AMERICAN PETRO-HUNTER INC.,  
a Nevada Corporation

Dated: July 20, 2009

/s/ Robert B. McIntosh  
Robert B. McIntosh, Chief Executive Officer

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