

PRB Energy, Inc.  
Form 8-K  
January 12, 2007

**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**

Date of Report (Date of earliest event reported): **January 8, 2007**

**PRB Energy, Inc.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction of  
incorporation or organization)

**333-120129**  
(Commission File Number)

**20-0563497**  
(IRS Employer  
Identification No.)

**1875 Lawrence Street, Suite 450 Denver, Colorado**  
(Address of principal executive offices)

**80202**  
(Zip Code)

Registrant's telephone number, including area code: **(303) 308-1330**

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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On January 8, 2007, PRB Energy, Inc. ( PRB or the Company ) received a notice from the American Stock Exchange (the Amex ) that PRB did not satisfy a rule for continued listing on the Amex. The notice asserts that PRB failed to comply with the requirements of Section 301 of the Amex Company Guide ( Amex Guide ) by issuing 1,250,000 shares of common stock on December 26, 2006 without first obtaining the Amex 's approval. The notice constitutes a warning letter that PRB has failed to satisfy Section 301 of the Amex Guide which could jeopardize the Company 's continued listing standard pursuant to Section 1003(d) of the Amex Guide. Notwithstanding PRB 's failure to comply with Section 301 of the Amex Guide, the Amex has determined not to apply the continued listing evaluation and follow-up procedures specified in Section 1009(j) of the Amex Guide.

On January 5, 2007, PRB filed an additional listing application with the Amex relating to the 1,250,000 shares of common stock issued by PRB on December 26, 2006.

SIGNATURES

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

PRB ENERGY, INC.

/s/ Robert W. Wright  
Robert W. Wright  
Chairman and Chief Executive Officer

January 12, 2007