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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 40-F/A

(Amendment No. 1)

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- REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934
- ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended March 31, 2013

Commission File Number: 001-35400

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## JUST ENERGY GROUP INC.

(Exact name of Registrant as specified in its charter)

Canada  
(Province or other Jurisdiction of  
Incorporation or Organization)

4924  
(Primary Standard Industrial  
Classification Code Number)

Not Applicable  
(I.R.S. Employer  
Identification No.)

6345 Dixie Road, Suite 200  
Mississauga, Ontario, Canada L5T 2E6  
(905) 795-4206  
(Address and telephone number of Registrant's principal executive offices)

Corporation Service Company  
1090 Vermont Avenue N.W.  
Washington DC 20005  
(800) 927-9800  
(Name, address (including zip code) and telephone number  
(including area code) of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Common Shares, No Par Value	New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

For annual reports, indicate by check mark the information filed with this Form:

Annual information form

Audited annual financial statements

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Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

**The Registrant had 142,029,340 Common Shares outstanding as at March 31, 2013**

Indicate by check mark 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

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

Yes  No

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#### **Explanatory Note**

On May 31, 2013, Just Energy Group Inc. (“the Registrant”) filed its annual report on Form 40-F for the fiscal year ended March 31, 2013 (the “Annual Report”). The Annual Report inadvertently omitted a consent of Grant Thornton LLP. The consent of Grant Thornton LLP is being filed herewith.

Other than as expressly set forth above, this amendment does not, and does not purport to, update or restate the information in any Item of the Annual Report or reflect any events that have occurred after the Annual Report was filed. The filing of this amendment shall not be deemed an admission that the Annual Report, when filed, included any untrue statement of a material fact or omitted to state a material fact necessary to make a statement therein not misleading.

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## UNDERTAKING AND CONSENT TO SERVICE OF PROCESS

### A. Undertaking

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the SEC staff, and to furnish promptly, when requested to do so by the SEC staff, information relating to the securities in relation to which the obligation to file an annual report on Form 40-F arises or transactions in said securities.

### B. Consent to Service of Process

The Registrant has previously filed with the SEC a Form F-X in connection with its common shares. Any change to the name or address of the agent for service of process shall be communicated promptly to the SEC by an amendment to the Form F-X.

## EXHIBITS

The following exhibits are filed as part of this Annual Report:

<u>Number</u>	<u>Document</u>
1.1*	Annual Information Form for the year ended March 31, 2013
1.2*	Management's Discussion and Analysis of Financial Condition and Results of Operations for the year ended March 31, 2013
1.3*	Audited Consolidated Financial Statements for the year ended March 31, 2013, prepared in accordance with international financial reporting standards as issued by the international accounting standards board, including the report of the auditors thereon
23.1*	Consent of Ernst & Young LLP
23.2	Consent of Grant Thornton LLP
31.1	Certification of the CEO and CFO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification of the CEO and CFO pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

\* Previously filed.

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**SIGNATURE**

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

**JUST ENERGY GROUP INC.**

Dated: October 4, 2013

By: /s/ Beth Summers

Name: Beth Summers

Title: Chief Financial Officer

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**EXHIBIT INDEX**

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*	Previously filed.



Consent of Chartered Accountants

**Grant Thornton LLP**  
Suite 401  
350 Burnhamthorpe Road W  
Mississauga, ON  
L5B 3J1  
T +1 416 366 0100  
F +1 905 804 0509  
[www.GrantThornton.ca](http://www.GrantThornton.ca)

We consent to the inclusion in this Annual Report on Form 40-F of Just Energy Group Inc. (the “Company”) of references to our name regarding our involvement in the review of the Company’s renewable energy and carbon offset purchases and sales (the “Information”), which Information is referred to in the Company’s Management’s Discussion and Analysis and Annual Information Form incorporated in the Form 40-F for the fiscal year ended May 31, 2013.

We also consent to the incorporation by reference of the Information into the Company’s outstanding registration statements of Form F-3 (No. 333-188184), Form F-10 (No. 333-184289) and Form S-8 (No. 333-183954) that have been filed with the Securities and Exchange Commission.

*Grant Thornton LLP*

Grant Thornton LLP  
Chartered Accountants  
Licensed Public Accountants

September 30, 2013

**Audit • Tax • Advisory**  
Grant Thornton LLP. A Canadian Member of Grant Thornton International Ltd

**Certification**  
**Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Ken Hartwick, certify that:

1. I have reviewed this annual report on Form 40-F/A of Just Energy Group Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: October 4, 2013

/s/ Ken Hartwick

By: Ken Hartwick

Title: Chief Executive Officer

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**Certification**  
**Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Beth Summers, certify that:

1. I have reviewed this annual report on Form 40-F/A of Just Energy Group Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: October 4, 2013

/s/ Beth Summers

By: Beth Summers

Title: Chief Financial Officer