

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) July 12, 2005

Commission File Number 000-28638

BMB MUNAI, INC.

(Exact Name of Registrant as Specified in its Charter)

NEVADA

30-0233726

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification
Number)

20A Kazibek Bi Street, Almaty, Kazakhstan

(Address of principal executive offices)

050010

(Zip Code)

+7 (3272) 58-85-17/47

(Registrant's Executive Office Telephone Number)

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

Soliciting material pursuant to Rule 14a-12 under the Exchange Act

Pre-commencement communications pursuant to Rule 14d-2(b) under the
Exchange Act

Pre-commencement communications pursuant to Rule 13e-4(c) under the
Exchange Act

Item 4.02 Non-Reliance on Previously Issued Financial Statements or a Related
Audit Report or Completed Interim Review.

In response to comments raised by the staff of the Securities and
Exchange Commission, the Company commenced a review of the accounting related to
an amount due to the Government of the Republic of Kazakhstan for historical
costs incurred by the Government in the exploration and development of the
Company's ADE Block oil fields. Based on the Company's internal review, and
after consultation with the Audit Committee of the Company's Board of Directors
and independent registered public accounting firm, on July 12, 2005, the Company
concluded that its audited financial statements for the period from inception
(May 6, 2003) through March 31, 2004, and the unaudited financial statements for
the quarterly periods ended June 30, 2004, September 30, 2004 and December 31,
2004 are required to be restated due to accounting errors in those periods
relating to the Company's accounting for a liability due to the Government of
the Republic of Kazakhstan.

The restatement primarily results from the Company erroneously
recording as a liability a \$5,994,745 obligation due to the Government of the
Republic of Kazakhstan for historical costs incurred by the Government, which the
Company will be required to repay to the Government of Kazakhstan, if and when

the Company is granted commercial production rights to its ADE Block oil fields.

Because of the restatement, the Company's previously issued financial statements which are included in its Annual Report on Form 10-KSB for the year ended March 31, 2004 and Quarterly Reports on Form 10-QSB for the quarters ended June 30, 2004, September 31, 2004 and December 31, 2004 should no longer be relied upon.

The primary effect of the restatement will result in the Company reducing the long-term asset "Oil and Gas Properties, Full Cost Method, Less Accumulated Depreciation" and the long-term liability "Due to the Government of Kazakhstan" by \$5,994,745 on its Consolidated Balance Sheets for each of the periods discussed herein. It will also have the effect of decreasing Non Cash Transactions for "Obligations to the Government of Kazakhstan for Contributed Oil and Gas Properties" by \$5,994,745 on the Company's Consolidated Statement of Cash Flows in the audited financial statements for the period from inception (May 6, 2003) to March 31, 2004.

Following is a summary of the effects of these adjustments on the Company's Consolidated Balance Sheets as of March 31, 2004, June 30, 2004, September 30, 2004 and December 31, 2004, and the Consolidated Statement of Cash Flows for the period from Inception (May 6, 2003) through March 31, 2004:

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<TABLE>
<CAPTION>

CONSOLIDATED BALANCE SHEETS

| | AS PREVIOUSLY REPORTED | ADJUSTMENTS | AS RESTATED |
|---|------------------------|-------------|--------------|
| | ----- | ----- | ----- |
| <S> | <C> | <C> | <C> |
| MARCH 31, 2004: | | | |
| Oil and Gas Properties, Full Cost Method, Less Accumulated Depreciation | \$12,489,931 | \$5,994,745 | \$6,495,186 |
| Total Long Term Assets | \$12,796,167 | \$5,994,745 | \$6,801,422 |
| Total Assets | \$18,507,690 | \$5,994,745 | \$12,512,945 |
| Due to the Government of Kazakhstan | \$5,994,745 | \$5,994,745 | \$ - |
| Total Long Term Liabilities | \$6,236,745 | \$5,994,745 | \$242,000 |
| Total Liabilities | \$6,903,464 | \$5,994,745 | \$908,719 |
| Total Liabilities & Shareholders' Equity | \$18,507,690 | \$5,994,745 | \$12,512,945 |
| JUNE 30, 2004: | | | |
| Oil and Gas Properties, Full Cost Method, Less Accumulated Depreciation | \$13,407,374 | \$5,994,745 | \$7,412,629 |
| Total Long Term Assets | \$13,769,130 | \$5,994,745 | \$7,774,385 |
| Total Assets | \$18,269,326 | \$5,994,745 | \$12,274,581 |
| Due to the Government of Kazakhstan | \$5,994,745 | \$5,994,745 | \$ - |
| Total Long Term Liabilities | \$6,236,745 | \$5,994,745 | \$242,000 |
| Total Liabilities | \$7,307,228 | \$5,994,745 | \$1,312,483 |
| Total Liabilities & Shareholders' Equity | \$18,269,326 | \$5,994,745 | \$12,274,581 |
| SEPTEMBER 30, 2004: | | | |
| Oil and Gas Properties, Full Cost Method, Less Accumulated Depreciation | \$36,944,747 | \$5,994,745 | \$30,950,002 |
| Total Long Term Assets | \$37,835,115 | \$5,994,745 | \$31,840,370 |
| Total Assets | \$55,089,226 | \$5,994,745 | \$49,094,481 |
| Due to the Government of Kazakhstan | \$5,994,745 | \$5,994,745 | \$ - |
| Total Long Term Liabilities | \$6,236,745 | \$5,994,745 | \$242,000 |
| Total Liabilities | \$8,347,900 | \$5,994,745 | \$2,353,155 |
| Total Liabilities & Shareholders' Equity | \$55,089,226 | \$5,994,745 | \$49,094,481 |

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DECEMBER 31, 2004:

| | | | |
|---|--------------|-------------|--------------|
| Oil and Gas Properties, Full Cost Method, Less Accumulated Depreciation | \$42,836,248 | \$5,994,745 | \$36,841,503 |
| Total Long Term Assets | \$43,923,298 | \$5,994,745 | \$37,928,553 |
| Total Assets | \$54,275,056 | \$5,994,745 | \$48,280,311 |
| Due to the Government of Kazakhstan | \$5,994,745 | \$5,994,745 | \$ - |
| Total Long Term Liabilities | \$6,276,802 | \$5,994,745 | \$282,057 |
| Total Liabilities | \$8,378,143 | \$5,994,745 | \$2,383,398 |
| Total Liabilities & Shareholders' Equity | \$54,275,056 | \$5,994,745 | \$48,280,311 |

<CAPTION>

CONSOLIDATED STATEMENT OF CASH FLOWS

| | AS PREVIOUSLY REPORTED | | ADJUSTMENTS | AS RESTATED |
|--|------------------------|-------------|-------------|-------------|
| | ----- | ----- | ----- | |
| <S> | <C> | <C> | <C> | |
| PERIOD FROM INCEPTION, (MAY 6, 2003) THROUGH MARCH 31, 2004: | | | | |
| Obligations to the Government of Kazakhstan for Contributed Oil and Gas Properties | \$5,994,745 | \$5,994,745 | \$ - | |

The restatements will have no effect on net loss or net loss per common share in any of the respective periods.

After reviewing the circumstances leading up to the restatement, management believes that the errors were inadvertent and unintentional. In addition, following the discovery of this error, the Company has implemented new policies requiring our internal accounting staff to receive ongoing training on accounting for oil and gas properties in accordance with generally accepted accounting principles in the United States to prevent recurrence of future errors of this nature and to strengthen our internal control process.

The Company intends to file amended Forms 10-KSB and 10-QSB to include restated financial statements concurrently with the filing of this Form 8-K.

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

BMB MUNAI, INC.

Date: October 3, 2005

By: /s/ Boris Cherdabayev

Boris Cherdabayev,
Chief Executive Officer