

MAGELLAN GOLD Corp
Form 10-Q/A
September 05, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q/A-1

QUARTERLY REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF
1934

For the quarterly period ended June 30, 2012

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934

For the transition period from _____ to _____

Commission file number: 333-174287

MAGELLAN GOLD CORPORATION

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or
organization)

2010A Harbison Drive #312, Vacaville, CA

(Address of principal executive offices)

27-3566922

(IRS Employer Identification Number)

95687

(Zip Code)

Registrant's telephone number, including area code: **(707) 884-3766**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 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

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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 [X]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (check one):

Large accelerated filer [] Accelerated filer [] Non-accelerated filer [] Smaller reporting company [X]
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes [] No [X]

On August 6, 2012 there were 47,500,000 shares of the registrant's common stock, \$.001 par value, outstanding.

EXPLANATORY NOTE

This Amendment No. 1 (this Amendment) to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 (the Form 10-Q) of Magellan Gold Corporation is being filed for the purpose of furnishing Exhibit 101 to the Form 10-Q in accordance with Rule 405 of Regulation S-T. Exhibit 101 to this report provides the financial statements and related notes from the Form 10-Q formatted in eXtensible Business Reporting Language (XBRL).

Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

No attempt has been made in this Amendment to modify or update the other disclosures presented in the Form 10-Q. This Amendment does not reflect events occurring after the filing of the Form 10-Q (i.e., occurring after August 8, 2012) or modify or update those disclosures that may be affected by subsequent events. Such subsequent matters are addressed in subsequent reports filed by the registrant with the SEC. Accordingly, this Amendment should be read in conjunction with the Form 10-Q and the registrant's other filings with the SEC.

Item 6.

Exhibits

Certification*

Certification pursuant to 18 U.S.C. Section 1350*

* Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q filed August 8, 2012.

ITEM 6. EXHIBITS

EXHIBIT

DESCRIPTION

NUMBER

| | |
|-------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| 3.2 | Amended and Restated Bylaws dated January 24, 2012 (1) |
| 3.3 | Second Amended and Restated Bylaws dated March 29, 2012 (2) |
| 10.3 | Promissory Note Dated February 28, 2012, in favor of John D. Gibbs (3) |
| 10.4 | First amendment to Option and Mining Lease (4) |
| 31 | Certification Pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.* |
| 32 | Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.* |
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| (1) | Incorporated by reference to the Registrant's Current Report on Form 8-K (File No. 000-333-174287), filed February 7, 2012. |
| (2) | Incorporated by reference to the Registrant's Current Report on Form 8-K (File No. 000-333-174287), filed March 30, 2012. |
| (3) | Incorporated by reference to the Registrant's Current Report on Form 8-K / A-1 (File No. 000-333-174287), filed March 29, 2012. |

* Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q filed August 8, 2012.

** Provided herewith.