

Brazil Minerals, Inc.
Form SC 13G
February 13, 2015

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

BRAZIL MINERALS, INC.
(Name of Issuer)

Common Stock, par value \$.001 per share
(Title of Class of Securities)

105861108
(CUSIP Number)

February 12, 2015
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☒ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Continued on following pages
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NAME OF REPORTING PERSON:

1 Brazil Mining, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a) ☐
(b) ☐

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4 Delaware

SOLE VOTING POWER:

5 0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH:

6

SHARED VOTING POWER:

15,477,306

SOLE DISPOSITIVE POWER:

7 0

SHARED DISPOSITIVE POWER:

8 15,477,306

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9 15,477,306

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

10 ☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

11

7.07%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

12

CO

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NAME OF REPORTING PERSON:

1

Sainte Valiere, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a) ☐

(b) ☐

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Nevis

SOLE VOTING POWER:

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH:

6

SHARED VOTING POWER:

17,454,087 (1)

SOLE DISPOSITIVE POWER:

7

0

SHARED DISPOSITIVE POWER:

8

17,454,087 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

17,454,087 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

11

7.98%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

12

OO

(1) Includes 79,999 shares of common stock which are issuable upon exercise of currently exercisable warrants held by Sainte Valiere, LLC.

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NAME OF REPORTING PERSON:

Marc Fogassa

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a) ☐(b) ☐

SEC USE ONLY:

CITIZENSHIP OR PLACE OF ORGANIZATION:

United States of America

SOLE VOTING POWER:

NUMBER OF	5	0
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SHARES		SHARED VOTING POWER:
BENEFICIALLY	6	32,931,393 (1)
OWNED BY		

EACH		SOLE DISPOSITIVE POWER:
REPORTING	7	0
PERSON		

WITH:	8	SHARED DISPOSITIVE POWER:
		32,931,393 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:

32,931,393 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

15.06%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

12

IN

(1) Includes 79,999 shares of common stock which are issuable upon exercise of currently exercisable warrants held by Sainte Valiere, LLC.

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Item 1(a) Name of Issuer: Brazil Minerals, Inc. (the "Issuer").

1(b) Address of the Issuer's Principal Executive Offices:
155 North Lake Avenue, Suite 800, Pasadena, California 91101

Item 2(a) Name of Person Filing

The Statement is filed on behalf of:

- (i) Brazil Mining, Inc., a Delaware corporation ("BMI"),
- (ii) Sainte Valiere, LLC, a Nevis limited liability company (Sainte Valiere"); and
- (iii) Marc Fogassa ("Fogassa"; each of BMI, Sainte Valiere and Fogassa is also sometimes referred to herein as a "Reporting Person" and together they are referred to as the "Reporting Persons").

Item 2(b) Address of Principal Business Office or, if None, Residence:
The address of the principal business office of BMI and Fogassa is 155 North Lake Avenue, Suite 800, Pasadena, California 91101. The address of Sainte Valiere is c/o Southpac Trust Nevis Limited, Hunkins Plaza, Charlestown, Nevis.

Item 2(c) Citizenship:
BMI is a Delaware corporation. Sainte Valiere is a Nevis limited liability company. Fogassa is a U.S. citizen.

Item 2(d) Title of Class of Securities:
Common Stock, par value \$0.001 per share (the "Shares").

Item 2(e) CUSIP Number:
105861108

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:
This Item 3 is not applicable.

Item 4. Ownership:

Item 4(a) Amount Beneficially Owned:
As of the date hereof, BMI may be deemed to be the beneficial owner of 15,477,306 Shares; Sainte Valiere may be deemed to be the beneficial owner of 17,454,087 Shares and Fogassa may be deemed to be the beneficial owner of 32,931,393 Shares

Item 4(b) Percent of Class:
BMI may be deemed to be the beneficial owner of approximately 7.07% of the Shares, Sainte Valiere may be deemed to be the beneficial owner of approximately 7.98% of the Shares and Fogassa may be deemed to be the beneficial owner of approximately 15.06% of the Shares.

Item 4(c) Number of shares as to which such person has:

A. BMI:

(i)	Sole power to vote or direct the vote:	0
(ii)	Shared power to vote or to direct the vote	15,477,306
(iii)	Sole power to dispose or to direct the disposition of	0
(iv)	Shared power to dispose or to direct the disposition of	15,477,306

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B. Sainte Valiere

(i)	Sole power to vote or direct the vote:	0
(ii)	Shared power to vote or to direct the vote	17,454,087
(iii)	Sole power to dispose or to direct the disposition of	0
(iv)	Shared power to dispose or to direct the disposition of	17,454,087

C. Fogassa

(i)	Sole power to vote or direct the vote:	0
(ii)	Shared power to vote or to direct the vote	32,931,393
(iii)	Sole power to dispose or to direct the disposition of	0
(iv)	Shared power to dispose or to direct the disposition of	32,931,393

Item 5. Ownership of Five Percent or Less of a Class:

This Item 5 is not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

This Item 6 is not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

This Item 7 is not applicable.

Item 8. Identification and Classification of Members of the Group:

This Item 8 is not applicable.

Item 9. Notice of Dissolution of Group:

This Item 9 is not applicable.

Item 10. Certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

February 12, 2015

(Date)

BRAZIL MINING, INC.

By: /s/ Marc Fogassa

Marc Fogassa, President

SAINTE VALIERE, LLC

By: /s/ Marc Fogassa

Marc Fogassa, Manager

/s/ Marc Fogassa

Marc Fogassa
