

MAGELLAN GOLD Corp
Form 10-K/A
March 28, 2016

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

FORM 10-K/A – Amendment No. 1.

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

For the fiscal year ended December 31, 2015

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

(Name of Registrant in its Charter)

Nevada
(State or other jurisdiction
of incorporation or organization)

27-3566922
I.R.S. Employer
Identification Number

2010A Harbison Drive # 312, Vacaville, CA 95687
(Address of principal executive offices) (Zip Code)

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

Securities registered under Section 12(b) of the Exchange Act: None

Securities registered under Section 12(g) of the Exchange Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act

Yes [] No [X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes [] No [X]

Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Exchange Act from their obligations under those Sections.

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 [X] 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 [X] No []

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [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 [] (Do not check if a smaller reporting company) 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]

The aggregate market value of the 3,169,448 shares of voting and non-voting common equity held by non-affiliates of the Company calculated by taking the last sales price of the Company's common stock of \$0.042 on June 30, 2015 was \$133,116.81.

The number of shares outstanding of the registrant's common stock, as of March 14, 2016 is 48,869,091.

List hereunder the following documents if incorporated by reference and the Part of the Form 10-K (*e.g.*, Part I, Part II, etc.) into which the document is incorporated: (1) Any annual report to security holders; (2) Any proxy or information statement; and (3) Any prospectus filed pursuant to Rule 424(b) or (c) under the Securities Act of 1933. The listed documents should be clearly described for identification purposes:

None.

Explanatory Note:

Registrant is filing this Amendment No. 1 (this "Amendment") to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2015, originally filed with the U.S. Securities and Exchange Commission on March 18, 2016 (the "Original Filing"), for the sole purpose to include the XBRL Exhibits. There are no other changes to the

Original Filing.

PART IV**ITEM 15 – EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

| Ex. No. | Title |
|----------------|--|
| (1) 3.1 | Certificate of Incorporation filed September 28, 2010 |
| (1) 3.2 | Bylaws |
| (4) 3.3 | Amended and Restated Bylaws |
| (6) 3.4 | Second Amended and Restated Bylaws |
| (1) 4.1 | Specimen Common Stock Certificate |
| (1) 10.1 | Cowles' Option and Mining Lease |
| (1) 10.2 | Mining Lease – Randall Claims |
| (1) 10.3 | Assignment of Randall Mining Lease Agreement |
| (1) 10.4 | Mining Lease – Secret Claims |
| (1) 10.5 | Consulting Agreement |
| (2) 10.6 | Promissory Note Dated August 23, 2011, in favor of John C. Power |
| (2) 10.7 | Promissory Note Dated August 23, 2011, in favor of John D. Gibbs |
| (3) 10.8 | First Amendment to Mining Lease – Secret Claims |
| (3) 10.9 | Second Amendment to Mining Lease – Randall Claims |
| (5) 10.10 | Promissory Note Dated February 28, 2012, in favor of John D. Gibbs |
| (7) 10.11 | Third Amendment to Mining Lease – Randall Claims |
| (8) 10.12 | Option Agreement – Columbus Silver |
| (9) 10.13 | Amendment No. 1 to Promissory Note in favor of John C. Power |
| (10) 10.14 | Credit Agreement dated December 31, 2012 in favor of John D. Gibbs |
| (11) 10.15 | Amendment No. 1 to Silver District Option Agreement |
| (12) 10.16 | Allonge and Modification Agreement with John D. Gibbs |
| (13) 10.17 | Promissory Note in favor of John Power |
| (14) 10.18 | Silver District / Columbus Silver Purchase Agreement |
| (14) 10.19 | Promissory Note in favor of Clifford Neuman |
| (15) 10.20 | Second Allonge and Modification Agreement with John D. Gibbs |
| (16) 10.21 | Employment Agreement - W. Pierce Carson |
| (7) 14.1 | Code of Ethics |
| * | 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. |
| * | Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101.INS | XBRL Instance** |
| 101.SCH | XBRL Taxonomy Extension Schema** |
| 101.CAL | XBRL Taxonomy Extension Calculation** |
| 101.DEF | XBRL Taxonomy Extension Definition** |
| 101.LAB | XBRL Taxonomy Extension Labels** |
| 101.PRE | XBRL Taxonomy Extension Presentation** |

(1)

Incorporated by reference as an Exhibit to Form S-1 as filed with the Commission on May 18, 2011.

(2)

Incorporated by reference to the Registrant's Current Report on Form 8-K, as filed with the Commission on August 23, 2011.

(3)

Incorporated by reference as an Exhibit to Quarterly Report on Form 10-Q as filed with the Commission on November 14, 2011.

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(4)

Incorporated by reference as an Exhibit to Current Report on Form 8-K as filed with the Commission on February 7, 2012.

(5)

Incorporated by reference as an Exhibit to Current Report on Form 8-K/A-1 as filed with the Commission on March 29, 2012.

(6)

Incorporated by reference as an Exhibit to Current Report on Form 8-K as filed with the Commission on March 30, 2012.

(7)

Incorporated by reference as an Exhibit to Annual Report on Form 10-K as filed with the Commission on March 30, 2012.

(8)

Incorporated by reference as an Exhibit to Current Report on Form 8-K as filed with the Commission on August 30, 2012.

(9)

Incorporated by reference as an Exhibit to Current Report on Form 8-K as filed with the Commission on February 4, 2013.

(10)

Incorporated by reference as an Exhibit to Current Report on Form 8-K as filed with the Commission on February 4, 2013.

(11)

Incorporated by reference as an Exhibit to Current Report on Form 8-K as filed with the Commission on August 23, 2013.

(12)

Incorporated by reference as an Exhibit to Current Report on Form 8-K as filed with the Commission on January 2, 2014.

(13)

Incorporated by reference as an Exhibit to Current Report on Form 8-K as filed with the Commission on April 29, 2014.

(14)

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Incorporated by reference as an Exhibit to Current Report on Form 8-K as filed with the Commission on October 2, 2014.

(15)

Incorporated by reference as an Exhibit to Current Report on Form 8-K as filed with the Commission on February 3, 2015.

(16)

Incorporated by reference as an Exhibit to Current Report on Form 8-K as filed with the Commission on June 11, 2015.

*

Filed herewith

**

Furnished, not filed.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorized.

MAGELLAN GOLD CORPORATION

Date: March 22, 2016

By:

/s/ John C. Power

John C. Power, President, Principal Executive Officer,
Principal Accounting Officer, Secretary & Director

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

| SIGNATURE | TITLE | DATE |
|--------------------------|--|----------------|
| <u>/s/ John C. Power</u> | President, Principal Executive Officer, Principal Accounting Officer, Secretary & Director | March 22, 2016 |
| John C. Power | | |