

GOLDRICH MINING CO
Form 8-K
April 16, 2013

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: April 3, 2013

(Date of earliest event reported)

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GOLDRICH MINING COMPANY

(Exact name of registrant as specified in its charter)

Commission File Number: **001-06412**

Alaska

91-0742812

(State or other jurisdiction of incorporation)

(IRS Employer Identification No.)

2607 Southeast Blvd, Suite B211

Spokane, Washington 99223

(Address of principal executive offices, including zip code)

(509) 535-7367

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

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 (17 CFR 230.425)

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- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.02

Unregistered Sale of Equity Securities.

On April 3, 2013, Goldrich Mining Company (the Registrant) entered into new notes payable in gold of approximately \$615,000, with net cash proceeds of approximately \$572,000 after remitting a finder's fee of 7% of the proceeds to independent parties. The notes will be paid by delivery of approximately 500 ounces of gold in November 2014. The gold to be delivered was priced at a 25% discount to market price as calculated on the date of the note agreements.

The notes contain standard terms regarding delivery and receipt of gold and payment of delivery costs. Proceeds from the notes payable in gold will be used primarily for general corporate purposes.

For each dollar of lending under the notes, the note holder also received one half of a common stock purchase warrant. Each whole warrant is exercisable to purchase one share of common stock of the Company at an exercise price of \$0.40 for a period of two years following the date of issue. In the event that the Company's shares of common stock trade in the United States at a closing price of greater than \$1.00 per share for a period of 10 consecutive trading days at any time following the issuance of the warrants, the Company has the right to force exercise of the warrants.

The notes and warrants (collectively units) were placed solely outside the United States pursuant to an exemption from the registration requirements of the Securities Act of 1933, as amended (the Securities Act) under Rule 903 of Regulation S of the Securities Act on the basis that the sale of the units was completed in an offshore transaction, as defined in Rule 902(h) of Regulation S. In determining the availability of this exemption, the Registrant relied on representations made by the investors in the subscription agreements pursuant to which the units were purchased under the private placement.

Item 7.01

Regulation FD Disclosure.

On April 3, 2013, the Registrant issued the press release attached hereto as Exhibit 99.1 announcing the closing of the notes payable in gold agreements. In accordance with General Instruction B.2 of Form 8-K, the information set forth in Item 7.01 of this Current Report on Form 8-K and in the press release is deemed to be furnished and shall not be deemed to be filed for purposes of the Securities Exchange Act of 1934, as amended. The information set forth in Item 7.01 of this Current Report on Form 8-K shall not be deemed an admission as to the materiality of any information in this Current Report on Form 8-K that is required to be disclosed solely to satisfy the requirements of Regulation FD.

Item 9.01

Financial Statements and Exhibits.

(d)

Exhibits

Exhibit No.

Description

99.1

Press Release, dated April 3, 2013*

* This exhibit is intended to be furnished to, not filed with, the SEC pursuant to Item 7.01 above.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GOLDRICH MINING COMPANY

(Registrant)

Dated: April 16, 2013

By:

/s/ Ted R. Sharp
Ted R. Sharp

Chief Financial Officer