

METALLINE MINING CO

Form 10KSB/A

February 04, 2008

**U.S. SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 10-KSB/A**  
**(Amendment No. 1)**

(Mark One)

**ANNUAL REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED October 31, 2007.**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD OF \_\_\_\_\_ TO \_\_\_\_\_.**

**Commission File Number: 001-33125**  
**METALLINE MINING COMPANY**  
**(Name of small business issuer in its charter)**

**Nevada**

**91-1766677**

State or other jurisdiction of  
incorporation or organization

(I.R.S. Employer  
Identification No.)

**1330 E. Margaret Ave., Coeur d Alene, ID 83815**

(Address of principal executive offices, including zip code)

Issuer's telephone number: **(208) 665-2002**

Securities registered under Section 12(b) of the Act:

**Common Stock, \$0.01 Par Value**

(Title of Class)

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

Check whether the issuer is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.

Check whether the Issuer (1) 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

Check here if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B contained in this form, and no disclosure will 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-KSB or any amendment to this Form 10-KSB.

Yes  No

Issuer's revenues for its most recent fiscal year: None.

As of January 11, 2008, there were 39,526,227 shares of the Registrant's \$.01 par value Common Stock ( Common Stock ), Registrant's only outstanding class of voting securities, outstanding. The aggregate market value of Common Stock held by non-affiliates of the Registrant, computed by reference to the closing price on January 11, 2008, is \$96,605,611.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Transitional Small Business Disclosure Format (check one): Yes  No



**EXPLANATORY NOTE**

We are filing this Amendment No. 1 on Form 10-KSB/A (the Amendment ) to our Annual Report on Form 10-KSB for the fiscal year ended October 31, 2007, as filed with the Securities and Exchange Commission on January 29, 2008. The purpose of this Amendment is solely to provide exhibits 23.1 and 23.2 which were not included with our original filing. The remainder of the information contained in our Annual Report for 2007 on Form 10-KSB is not amended hereby and remains as set forth in the original filing.

**Item 13. Exhibits**

| <b>Exhibit Number</b> | <b>Exhibit Title</b>   |
|-----------------------|--|
| 3.1(a)                | Articles of Incorporation. <sup>1</sup>  |
| 3.1(b)                | Certificate of Amendment to Articles of Incorporation. <sup>2</sup>  |
| 3.2                   | Bylaws. <sup>2</sup>   |
| 4.1                   | Rights Agreement, dated as of June 11, 2007, between the Company and OTC Stock Transfer, as Rights Agent. <sup>7</sup>                                       |
| 10.1                  | 2000 Equity Incentive Plan. <sup>5</sup>   |
| 10.2                  | 2006 Stock Option Plan. <sup>5</sup>   |
| 10.3                  | Subscription Agreement between the Company and subscribers, dated March 6, 2006. <sup>3</sup>  |
| 10.4                  | Employment Agreement with Merlin Bingham, effective January 1, 2007. <sup>5</sup>  |
| 10.5                  | Employment Agreement with Roger Kolvoord, effective January 1, 2007. <sup>5</sup>  |
| 10.6                  | Employment Agreement with Terry Brown, effective January 1, 2007. <sup>5</sup>   |
| 10.7                  | Common Stock and Warrant Purchase Agreement, dated February 16, 2007. <sup>6</sup>   |
| 10.8                  | Employment Agreement with Robert Devers, effective January 1, 2008. <sup>8</sup>   |
| 14                    | Code of Ethics. <sup>5</sup>   |
| 21.1                  | Subsidiaries of the Registrant. <sup>5</sup>   |
| 23.1                  | Consent of Hein & Associates LLP, filed herewith.  |
| 23.2                  | Consent of Williams & Webster, P.S., filed herewith.   |
| 31.1                  | Certification of CEO Pursuant to Exchange Act Rules 13a-14 and 15d-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith. |
| 31.2                  | Certification of CFO Pursuant to Exchange Act Rules 13a-14 and 15d-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith. |

32.1 Certification of CEO Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.

32.2 Certification of CFO Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.

99.1 Sierra Mojada location map.<sup>4</sup>

(1) Incorporated by reference from Form 10-SB, filed October 15, 1999.

(2) Incorporated by reference from Form 10-QSB, filed September 19, 2006.

(3) Incorporated by reference from Form 8-K, filed March 6, 2006.

(4) Incorporated by reference from Form 10-KSB, filed January 31, 2006.

(5) Incorporated by reference from Form 10-KSB, filed January 31, 2007.

(6) Incorporated by reference from Form 10-QSB, filed June 18, 2007.

(7) Incorporated by reference to Exhibit 1 to the Company's Registration

Statement on  
Form 8-A filed  
on June 11,  
2007.

- (8) Incorporated by  
reference from  
Form 8-K filed  
January 22,  
2008.
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**SIGNATURES**

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

METALLINE MINING COMPANY

Date: February 1, 2008

By: /s/ Merlin Bingham  
Merlin Bingham,  
President and Principal Executive  
Officer

Date: February 1, 2008

By: /s/ Robert Devers  
Robert Devers,  
Chief Financial Officer and  
Principal Accounting Officer