

GRYPHON GOLD CORP  
Form 8-K/A  
August 03, 2012

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

FORM 8-K/A  
Amendment No. 2

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 20, 2012

GRYPHON GOLD CORPORATION  
(Exact name of registrant as specified in its charter)

Nevada (State or other jurisdiction of incorporation)	333-127635 (Commission File Number)	92-0185596 (I.R.S. Employer Identification No.)
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601 N. Nevada Street  
Carson City, Nevada 89703  
(Address of principal executive offices) (Zip Code)

(604) 261-2229  
(Registrant's telephone number, including area code)

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

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- 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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The holders of the Notes (the “Noteholders”) have also consented to the subordination of the Notes to the Bridge Facility. In connection with their approval, Gryphon Gold has agreed to issue to the Noteholders an aggregate of 15,000,000 share purchase warrants exercisable at a price of \$0.164 for a period of eighteen months.

The Registrant and Computershare Trust Company of Canada (“Trustee”) entered into supplemental indentures to supplement the Note Indenture dated July 27, 2011 and the Note Indenture dated November 22, 2011.

The foregoing descriptions of the Note Purchase Agreement, the Pledge and Security Agreement, the Deed of Trust and the Subordination Agreements are qualified in their entirety by the copies of each, which are filed as Exhibits to this Current Report on Form 8-K and which are hereby incorporated by reference into this Item 1.01.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of Registrant.

As set forth under Item 1.01 of this Current Report on Form 8-K, which information is incorporated by reference in response to this Item 2.03, on March 20, 2012, The Registrant drew down \$1,500,000 on the Bridge Facility to fund its working capital and fund the operations of the Borealis property.

Item 3.02 Unregistered Sale of Equity Securities.

As set forth under item 1.01 of this Current Report on Form 8-K, which information is incorporated by reference in the response to this Item 3.02, on March 20, 2012, the Registrant issued the following warrants:

- (a) An aggregate of 1,500,000 share purchase warrants were issued to Waterton in connection with the Bridge Facility. Each warrant is exercisable at a price of C\$0.1862 to acquire one share of common stock of the Registrant and expire three years from the date of issuance.
- (b) An aggregate of 15,000,000 share purchase warrants were issued to the holders of the Notes. Each warrant is exercisable at a price of \$0.16 to acquire one share of common stock of the Registrant and expire eighteen months from the date of issuance.

The warrants were issued pursuant to an exemption from registration in reliance on Section 4(2) of the Securities Act of 1933, as amended (the "Securities Act"), and Rule 903 of Regulation S under the Securities Act.

Item 9.01 Exhibits.

Exhibit Description

- 4.1 Bridge Loan Agreement, dated March 20, 2012 (1)
- 4.2 July Indenture Subordination Agreement, dated March 20, 2012 (1)
- 4.3 November Indenture Subordination Agreement, dated March 20, 2012 (1)
- 4.4 July Indenture Supplemental Indenture, dated March 20, 2012 (1)
- 4.5 November Indenture Supplemental Indenture, dated March 20, 2012 (1)
- 4.6 Form of Warrant Waterton (1)
- 4.7 Form of Warrant Noteholders (1)
- 10.1 Deed of Trust, dated March 20, 2012 (1)
- 10.2 Pledge and Security Agreement, dated March 20, 2012 (1)
- 10.3 Security Agreement (Gryphon Gold Corporation), dated March 20, 2012 (1)
- 10.4 Security Agreement (Borealis Mining Company), dated March 20, 2012 (1)
- 10.5 Guarantee, dated March 20, 2012 (1)
- 10.6 Gold and Silver Supply Agreement, dated March 20, 2012 (2)

(1) Previously filed and incorporated herein by reference.

(2) Certain confidential information contained in this exhibit was omitted by means of redacting a portion of the text and replacing it with \*[REDACTED]. This exhibit has been filed separately with the Securities and Exchange Commission without the redaction pursuant to a Confidential Treatment Request under Rule 24b-2 of the Securities

Act of 1934, as amended.

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SIGNATURES

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.

GRYPHON GOLD CORPORATION.  
(Registrant)

Dated: August 3, 2012

By: /s/ James O'Neil  
James O'Neil  
Interim Chief Executive Officer and  
Chief Financial Officer

EXHIBIT INDEX

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