

FREESTONE RESOURCES, INC.

Form 10-K/A

October 30, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 10-K/A

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

For the Fiscal Year Ended **June 30, 2012**

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF
1934

For the Transition Period from _____ to _____

FREESTONE RESOURCES, INC.

(Exact name of registrant as specified in its charter)

NEVADA

000-28753

33-0880427

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

Republic Center, Suite 1350

75201

325 N. St. Paul St. Dallas, TX

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **214-880-4870**

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Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: Common Stock, Par value \$0.001

Indicate by a check mark if the registrant is a well-known seasoned issuer, as defined by Rule 405 of the Securities Act. Yes No

Indicate by a check mark whether the registrant is not required to file reports pursuant to Section 13 or Section 15 (d) of the Securities Exchange Act. Yes No

Indicate by check mark whether the registrant has (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports) (2) has been subject to such filing requirement for the past 90 days. Yes No

Indicate by check if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (s229.405 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.

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer Accelerated Filer

Non-Accelerated Filer Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes No

Aggregate market value of the voting stock held by non-affiliates of the registrant as of September 17, 2012: \$8,094,753.

Indicate the number of Shares of outstanding of each of the Registrant's classes of common stock, as of the latest practicable date: As of September 17, 2012, the Registrant had 58,364,010 shares of common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

None

AMENDMENT NO. 1 TO THE ANNUAL REPORT ON FORM 10-K

FOR THE YEAR ENDED JUNE 30, 2012

EXPLANATORY NOTE

The purpose of this Amendment No. 1 to our Annual Report on Form 10-K for the year ended June 30, 2012 as filed with the Securities and Exchange Commission on September 24, 2012 is to furnish detailed tagging in Exhibits 101 to the Form 10-K as required.

No changes have been made to the Annual Report other than the furnishing of detail tagging of Exhibit 101.INS, 101.SCH, 101.CAL, 101.DEF, 101.LAB and 101.PRE described above. This Amendment No. 1 to Form 10-K does not reflect subsequent events occurring after the original filing date of the Form 10-K or modify or update in any way disclosures made in the Form 10-K, as amended.

In addition, pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as a result of this Amended Report, the certifications pursuant to Section 302 and Section 906 of the Sarbanes-Oxley Act of 2002, filed and furnished, respectively as exhibits to the Original Report have been re-executed and re-filed as of the date of this Amended Report and are included as exhibits hereto.

SIGNATURES

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

Freestone Resources, Inc.

Dated: October 30, 2012 By: /s/ Clayton Carter
Clayton Carter,

Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned hereunto duly authorized.

| Name | Title | Date |
|--|---|------------------|
| By: /s/ Clayton Carter Clayton Carter | President, Chief Executive Officer and Director | October 30, 2012 |
| By: /s/ James Carroll James Carroll | Chief Financial Officer, Director | October 30, 2012 |
| By: /s/ Don Edwards Don Edwards | Chief Investment Officer, Director | October 30, 2012 |

