

MAGELLAN GOLD Corp  
Form 8-K  
January 10, 2018

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 (Date of earliest event reported): January 5, 2018

**MAGELLAN GOLD CORPORATION**  
(Exact Name of Registrant as Specified in its Charter)

|   |                           |   |
|---|---------------------------|---|
| Nevada  | _333-174287               | 27-3566922                              |
| (State or other jurisdiction<br>of incorporation) | Commission File<br>Number | (I.R.S. Employer Identification number) |

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

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

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

- Written communications pursuant to Rule 425 under the Securities Act
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

**Emerging growth company** [ X ]

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. [   ]

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**ITEM 1.02 TERMINATION OF A MATERIAL DEFINITIVE AGREEMENT**

On January 5, 2018 Magellan Gold Corporation (the “Company”) entered into a Termination Agreement, effective December 31, 2017, with Rio Silver Inc. (“Rio Silver”) to mutually terminate the Company’s option to earn an interest in Rio Silver’s Niñobamba exploration property in Peru. The Company previously announced entering into the option agreement in news releases on July 5, 2016 and October 25, 2016.

In connection with termination of the agreement, Rio Silver agreed, subject to regulatory approval and under certain conditions, to apply to the TSX Venture Exchange for an 18-month extension of 2,750,000 warrants that Magellan holds in Rio Silver stock, which otherwise would expire in February and July 2018. There can be no assurance the warrants will be extended. A copy of the Termination Agreement is filed herewith as Exhibit 10.1.

**ITEM 7.01 REGULATION FD DISCLOSURE**

On January 8, 2018 the Company issued a press release regarding the Termination Agreement reported in item 1.01 above. A copy of the Press Release is filed herewith as Exhibit 99.1.

The information in this Current Report on Form 8-K furnished pursuant to Item 7.01, including Exhibit 99.1, shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to liability under that section, and they shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing. By filing this Current Report on Form 8-K and furnishing this information pursuant to Item 7.01, The Company makes no admission as to the materiality of any information in this Current Report on Form 8-K, including Exhibit 99.1, that is required to be disclosed solely by Regulation FD.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

Exhibits

Item Title

10.1 Termination Agreement

99.1 Press Release

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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 thereunto duly authorized.

**Magellan Gold Corporation**

Date: January 9, 2018 By: /s/ W. Pierce Carson

W. Pierce Carson, President