

Edgar Filing: FIRSTGOLD CORP. - Form SC 13G/A

FIRSTGOLD CORP.  
Form SC 13G/A  
February 06, 2009

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 10549

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OMB APPROVAL  
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OMB Number: 3235-0145  
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response.....11  
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SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2) \*

Firstgold Corp.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

33765W105

-----  
(CUSIP Number)

December 31, 2008

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

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Cusip No. 33765W105

- 
1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).
- 1346049 Ontario Limited  
I.R.S. Identification No. - Not applicable
- 
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
- 
3. SEC Use Only
- 
4. Citizenship or Place of Organization.  
Ontario, Canada
- 
- |   |   |
|---|---|
| Number of<br>Shares Benefi-<br>cially Owned<br>by Each<br>Reporting<br>Person With: | 5. Sole Voting Power<br>17,956,022      |
|   | 6. Shared Voting Power<br>0             |
|   | 7. Sole Dispositive Power<br>17,956,022 |
|   | 8. Shared Dispositive Power<br>0        |
- 
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
17,956,022\*
- 
10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See  
Instructions)
- 
11. Percent of Class Represented by Amount in Row (9).  
13.6%
- 
12. Type of Reporting Person (See Instructions)  
HC
- 

\* See Item 4 below.

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- 
1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

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Trapeze Asset Management Inc.  
I.R.S. Identification No. - Not applicable

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  [X]  
(b)  [ ]

3. SEC Use Only

4. Citizenship or Place of Organization.  
Ontario, Canada

Number of Shares Benefi- cially Owned by Each Reporting Person With:	5. Sole Voting Power 14,583,622
	6. Shared Voting Power 0
	7. Sole Dispositive Power 14,583,622
	8. Shared Dispositive Power 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
17,956,022\*

10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  [ ]

11. Percent of Class Represented by Amount in Row (9).  
13.6%

12. Type of Reporting Person (See Instructions)  
IA

\* See Item 4 below.

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1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

Trapeze Capital Corp.  
I.R.S. Identification No. - Not applicable

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  [X]  
(b)  [ ]

3. SEC Use Only

4. Citizenship or Place of Organization.

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Ontario, Canada

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Number of Shares Benefi- cially Owned by Each Reporting Person With:	5.	Sole Voting Power 3,372,400
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 3,372,400
	8.	Shared Dispositive Power 0

-----

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
17,956,022\*

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10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See  
Instructions)

-----

11. Percent of Class Represented by Amount in Row (9).  
13.6%

-----

12. Type of Reporting Person (See Instructions)  
BD

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\* See Item 4 below.

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1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

Randall Abramson  
I.R.S. Identification No. - Not applicable

-----

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)

-----

3. SEC Use Only

-----

4. Citizenship or Place of Organization.  
Canadian

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Number of Shares Benefi- cially Owned by Each Reporting Person With:	5.	Sole Voting Power 17,956,022
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 17,956,022

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8. Shared Dispositive Power  
0

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
17,956,022\*

-----  
10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See  
Instructions)

-----  
11. Percent of Class Represented by Amount in Row (9).  
13.6%

-----  
12. Type of Reporting Person (See Instructions)  
HC  
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-----  
See Item 4 below.

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ITEM 1.

(a) NAME OF ISSUER:

Firstgold Corp.

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

3108 Gabbert Dr., Suite 210, Cameron Park, CA 95682

ITEM 2.

(a) NAMES OF PERSONS FILING:

This joint filing statement is being filed by 1346049 Ontario Limited ("Holdco"); Trapeze Asset Management Inc. ("TAMI"); Trapeze Capital Corp. ("TCC"); Randall Abramson ("Abramson"); and the group the above-named persons comprise. Holdco, TAMI, TCC, Abramson and the group they comprise are each sometimes referred to as a Reporting Person and, collectively, referred to as Reporting Persons. Holdco is a parent holding company for its operating subsidiaries, TCC and TAMI. TAMI is a Canadian investment adviser and is also registered as an investment adviser under the Investment Advisers Act of 1940, as amended. TCC is a Canadian investment dealer. Abramson serves as Director, Chief Executive Officer, President, Secretary and Treasurer of Holdco; Director, President, Chief Executive Officer, Secretary, Treasurer and Portfolio Manager of TAMI; and Director, President, Portfolio Manager and Compliance Officer of TCC. Holdco owns 100% of the outstanding voting stock of each of TCC and TAMI. Abramson owns 82% of the outstanding capital stock of Holdco.

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE:

The business address for each of the Reporting Persons is 22 St. Clair Avenue East, 18th Floor, Toronto, Ontario, Canada M4T 2S3.

(c) CITIZENSHIP:

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See Item 4 of the cover sheet for each Reporting Person.

(d) TITLE OF CLASS OF SECURITIES:

Common Stock

(e) CUSIP NUMBER:

33765W105

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ITEM 3. NA

ITEM 4. OWNERSHIP

(a)-(c) The responses of the Reporting Persons to items 5 through 11 on the cover pages are incorporated herein by reference. Since Abramson, Holdco, TAMI and TCC comprise a "group" within the meaning of Section 13(d) (3) of the Exchange Act of 1934, as amended, each Reporting Person is reporting beneficial ownership in accordance with Exchange Act Rule 13d-5(a). As of the close of business on December 31, 2008, the Reporting Persons' beneficial ownership of Common Stock, including an aggregate of 1,509,962 shares of Common Stock issuable upon the exercise of common stock warrants held by the Reporting Persons, was 17,956,022. Of this amount, nil shares of Common Stock were held by Abramson directly; nil shares of Common Stock were held by Holdco directly; 3,372,400 shares of Common Stock were owned by advisory clients of TCC and held in accounts managed by TCC; and 14,583,622 shares of Common Stock were owned by advisory clients of TAMI and held in accounts managed by TAMI. The foregoing amounts include nil, nil, 269,950 and 1,240,012 shares issuable upon the exercise of common stock warrants owned by (or in client investment accounts managed by), Abramson, Holdco, TCC and TAMI, respectively. In respect of the common stock warrants reported herein, each warrant is exercisable for one share of Common Stock at a price of \$0.80 per share prior to August 26, 2009.

Abramson exercises sole voting and dispositive power over shares held by each of the Reporting Persons. Holdco exercises sole voting and dispositive power over shares held by each of the Reporting Persons. TAMI exercises sole voting and dispositive power over the shares held in discretionary investment accounts managed by it. TCC exercises sole voting and dispositive power over the shares held in discretionary investment accounts managed by it. The Reporting Persons disclaim beneficial ownership in shares of Common Stock owned by the directors and officers of the Reporting Persons (except to the extent that shares are held in discretionary investment accounts managed by TAMI and TCC).

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

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ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

The clients of TAMI and TCC have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, a portion of the shares beneficially owned by the Reporting Persons. No individual clients' holdings of such shares are more than five percent of the Issuer's total outstanding Common Stock.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

See Items 2(a) and 4 above.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

A group has filed this schedule pursuant to Rule 13d-1(c). See Exhibit 1, which states the identity of each member of the group.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

NA

ITEM 10. CERTIFICATION

(a) NA

(b) By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 6, 2009

1346049 ONTARIO LIMITED

By: /s/ Randall Abramson

-----  
Randall Abramson  
Chief Executive Officer

TRAPEZE ASSET MANAGEMENT INC.

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By: /s/ Randall Abramson  
-----

Randall Abramson  
Chief Executive Officer

TRAPEZE CAPITAL CORP.

By: /s/ Randall Abramson  
-----

Randall Abramson  
President

/s/ Randall Abramson  
-----

Randall Abramson

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EXHIBIT 1

The members of the group filing this Schedule 13G are:

1. 1346049 Ontario Limited
2. Trapeze Asset Management Inc.
3. Trapeze Capital Corp.
4. Randall Abramson

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