

MAGELLAN GOLD Corp
Form 8-K
August 08, 2017

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): August 3, 2017

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

| | | |
|---|---------------------------|---|
| Nevada | _333-174287 | 27-3566922 |
| (State or other jurisdiction of incorporation) | Commission File 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

(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

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.

ITEM 3.02 UNREGISTERED SALE OF EQUITY SECURITIES

The following sets forth the information required by Item 701 of Regulation S-K with respect to the unregistered sales of equity securities by Magellan Gold Corporation, a Nevada corporation (the "Company"):

1a. On August 3, 2017 (the "Conversion Date"), the Company received a Notice of Conversion from Bright Star International, Inc. ("Bright Star") that it had elected to convert \$3,000, the remaining balance of the debt owed to Bright Star (the "Debt") pursuant to a Cancellation of Debt in Exchange for Stock Agreement (the "Agreement"), into 3,000,000 shares (the "Shares") of Common Stock (the "Bright Star Final Conversion").

b. The shares are being issued to Bright Star in reliance upon the exemption from the registration requirements under the Securities Act of 1933 as amended (the "Securities Act") contained in Section 4(2) thereof. The shares issued to Bright Star are "restricted securities" within the meaning of Rule 144 under the Securities Act of 1933, as amended, but are eligible for immediate legend removal based upon the tacking provisions of Rule 144(d)(3) applicable to non-affiliates.

c. The Company paid no fees or commissions in connection with the issuance of the Shares.

d. The conversion of the Debt into the shares of Common Stock was undertaken without registration under the Securities Act in reliance upon an exemption from the registration requirements of the Securities Act set forth in Section 4(2) thereunder.

e. Not applicable.

f. Not applicable.

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: August 7, 2017

By: /s/W. Pierce Carson

W. Pierce Carson, President and CEO
