



**(713) 227- 0480**

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

**Common Stock None**

(Title of Class) (Name of each exchange on which registered)

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes " No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the

Act. Yes " No

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the 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 has submitted electronically and posted on its corporate website, if any, every interactive data file required to be submitted and posted pursuant to Rule 405 of Regulation S-T (section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No "

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

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company” in Rule 12b-2 of the Exchange Act. (Check one):

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

The aggregate market value of the voting and non-voting stock of the Company held by non-affiliates as of June 28, 2013 was approximately \$72,719,849 based on the price per share of \$.63, which is the price at which the common stock was last sold on that date.

The Registrant has 208,035,472 shares of common stock outstanding as of March 30, 2014.

Documents incorporated by reference: None

Explanatory Note:

This Form 10-K/A is being filed to correct the calculation of the aggregate market value of the voting and non-voting stock of the Company held by non-affiliates. This amendment does not amend any other information previously filed in the Company's 10-K for the year ended December 31, 2013. All references to the Company's 10-K refer to the Company's 10-K, as amended by this 10-K/A.

**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.

PROPELL TECHNOLOGIES GROUP, INC.

By: /s/ John Huemoeller II  
John Huemoeller II  
President, Chief Executive  
Officer  
and Chief Financial  
Officer  
(Principal Executive  
Officer and  
Principal Financial  
Officer)

Date: May 30, 2014

Pursuant to the requirements of the Securities Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: May 30, 2014 By: /s/ John Huemoeller II  
John Huemoeller II  
President, Chief Executive  
Officer  
and Chief Financial Officer  
and  
Director(Principal  
Executive Officer and  
Principal Accounting

Officer)

Date: May 30, 2014 By:/s/ Mark Kalow  
Mark Kalow  
Director

Date: May 30, 2014 By:/s/ James Fuller  
James Fuller  
Director

Date: May 30, 2014 By:/s/ John Zotos  
John Zotos  
Director

Date: May 30, 2014 By:/s/ Dan Steffens  
Dan Steffens  
Director