

MAGELLAN GOLD Corp
Form 8-K
June 19, 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): June 8, 2018

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

Nevada	_333-174287	27-3576922
(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 [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. []

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

Amendment to Convertible Promissory Note – EMA Financial, LLC

Effective June 8, 2018 Magellan Gold Corporation (the “Company”) and EMA Financial, LLC (“EMA”) signed an Amendment No. 1 to the Convertible Promissory Note (the “EMA Note”) dated November 2, 2017 (the “EMA Amendment”) The EMA Amendment is filed herewith as Exhibit 10.1.

Under the terms of the EMA Amendment, the principal outstanding balance of the EMA Note has been increased from \$125,000, to \$156,250. Also, EMA has agreed to forbear from exercising rights arising from certain Events of Default (as defined in the Note) unless a new Event of Default occurs or the Company fails to become current in its required SEC filings by June 30, 2018. EMA has also agreed not to exercise its conversion privileges under the EMA Note at prices below \$.02 per share until September 30, 2018. Details of the Note were reported in the Company’s Current Report on Form 8-K dated November 2, 2017 and filed with the Securities and Exchange Commission on November 7, 2017.

Amendment to Convertible Promissory Note – Auctus Fund, LLC

Effective June 8, 2018 Magellan Gold Corporation (the “Company”) and Auctus Fund, LLC (“Auctus”) signed an Amendment No. 1 to the Convertible Promissory Note (the “Auctus Note”) dated November 1, 2017 (the “Auctus Amendment”) The Auctus Amendment is filed herewith as Exhibit 10.2.

Under the terms of the Auctus Amendment, the principal outstanding balance of the Auctus Note has been increased from \$170,000, to \$212,500. Also, Auctus has agreed to forbear from exercising rights arising from certain Events of Default (as defined in the Note) unless a new Event of Default occurs or the Company fails to become current in its required SEC filings by June 30, 2018. Auctus has also agreed not to exercise its conversion privileges under the Auctus Note at prices below \$.02 per share until September 30, 2018. Details of the Note were reported in the Company’s Current Report on Form 8-K dated November 1, 2017 and filed with the Securities and Exchange Commission on November 6, 2017.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

Item Title

10.1 Amendment
No. 1 EMA

Financial
Note

10.2 Amendment
No. 1
Auctus Fund
Note

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: June 19, 2018 By: /s/ W. Pierze Carson

W. Pierce Carson, President