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GOLD RESOURCE CORP Form S-8 POS December 07, 2016 As filed with the Securities and Exchange Commission on December 7, 2016
Registration No. 333-171779
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
POST EFFECTIVE AMENDMENT NO. 1
to
FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

GOLD RESOURCE CORPORATION

(Exact name of registrant as specified in its charter)

84-1473173 Colorado (I.R.S. Employer (State or other jurisdiction of incorporation or organization) Identification No.)

2886 Carriage Manor Point

Colorado Springs, CO 80906			
(Address of principal executive offices) (Zip code)			
Amended and Restated Non-Qualified Stock Option			
and Stock Grant Plan			
Gold Resource Corporation 2016 Equity Incentive Plan			
(Full title of the plan)			
Jason D. Reid			
President and Chief Executive Officer			
Gold Resource Corporation			
2886 Carriage Manor Point			
Colorado Springs, CO 80906			
(303) 320-7708			
(Name, address and telephone number of agent for service)			
Copies to:			

David J. Babiarz, Esq. Jessica Browne, Esq.

James A. Liebscher, Esq. Vice President Legal,

Polsinelli P.C. General Counsel and Secretary

1515 Wynkoop Street, Suite 600 2886 Carriage Manor Point

Denver, Colorado 80202 Colorado Springs, CO 80906

(303) 572-9300 (303) 320-7708

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 definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

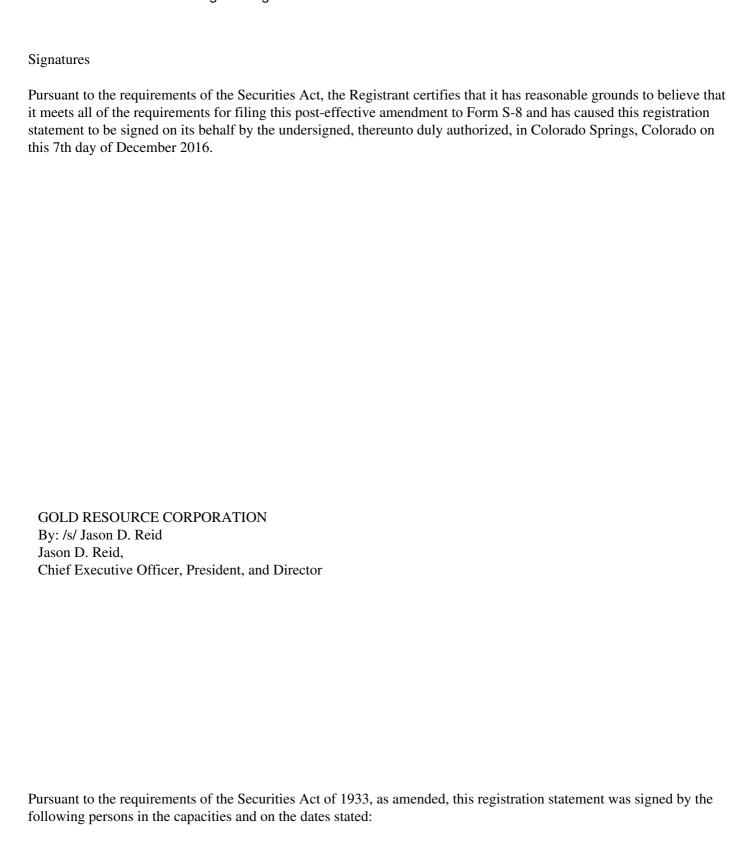
Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Explanatory Note

On January 20, 2011, Gold Resource Corporation (the "Company") filed a registration statement on Form S-8 (Registration No. 333-171779) with the United States Securities and Exchange Commission to register 9,047,996 shares of the Company's common stock, \$0.001 par value per share, authorized under the Company's Amended and Restated Non-Qualified Stock Option and Stock Grant Plan, ("Prior Plan"). The registration statement also covered an indeterminate number of shares of common stock as may have become issuable as a result of stock splits, stock dividends or similar transactions in accordance with anti-dilution provisions. The Company paid a registration fee of \$28,583.35 at that time to register the securities.

On April 18, 2016, the Company adopted the Gold Resource Corporation 2016 Equity Plan ("New Plan") which was approved by its shareholders and became effective on June 15, 2016. Pursuant to the terms of the New Plan, as of the effective date, no new shares may be issued under the Prior Plan and any shares which may be issued upon exercise of options outstanding under the Prior Plan that expire or are forfeited, canceled or otherwise terminated after the effective date of the New Plan shall become eligible for issuance under the New Plan. Pursuant to the undertaking that the Company disclose a material change in the plan of distribution, the Company is filing this Post-Effective Amendment No. 1 to the registration statement to reflect that the registered shares may be issued under the New Plan once they are no longer issuable pursuant to the Prior Plan.



/s/ Jason D. Reid	Chief Executive Officer, President and Director	December 7, 2016
Jason D. Reid	(Principal Executive Officer)	
/s/ John A. Labate	Chief Financial Officer	December 7, 2016
John A. Labate	(Principal Financial and Accounting Officer)	
/s/ Bill M. Conrad	Director	December 7, 2016
Bill M. Conrad		
/s/ Gary C. Huber	Director	December 7, 2016
Gary C. Huber		
/s/ Alex G. Morrison	Director	December 7, 2016
Alex G. Morrison		