

MAGELLAN GOLD Corp  
Form 8-K  
May 13, 2016

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): April 6, 2016

**MAGELLAN GOLD CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

Nevada  
(State or other jurisdiction  
of incorporation)

333-174287  
Commission File  
Number

27-3566922  
(I.R.S. Employer Identification  
number)

2010A Harbison Drive # 312, Vacaville, CA 95687  
(Address of principal executive offices) (Zip Code)

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

**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 April 6, 2016 (the Conversion Date ), the Company received a Notice of Conversion from Clifford L. Neuman ( Note Holder ) in which Note Holder elected to convert \$18,512.16 of principal plus \$4,887.84 of accrued interest due under its \$51,531.88 Promissory (the Note ) into 600,000 shares (the Shares ) of common stock, \$0.0001 par value ( Common Stock ) of the Company (the Conversion ). The Company issued the Shares on or about April 25, 2016. After the Conversion, approximately \$33,019.72 of principal amount under the Note remained outstanding.

b.

The shares were issued to Note Holder, who qualified as an "accredited investor" within the meaning of Rule 501(a) of Regulation D under the Securities Act of 1933 as amended (the "Securities Act"). The shares issued were restricted securities under the Securities Act but eligible for immediate legend removal.

c.

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

d.

The grant of the Securities 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. The Note Holder is qualified as an "accredited investor" within the meaning of Rule 501(a) of Regulation D. We did not engage in any public advertising or general solicitation in connection with this transaction.

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: May 12, 2016

By: /s/ John C. Power

John C. Power, President