

GRYPHON GOLD CORP  
Form 8-K  
February 03, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of earliest event reported: February 1, 2005

**GRYPHON GOLD CORPORATION**

(Exact Name of Registrant as Specified in Charter)

**Nevada**  
(State or Other Jurisdiction  
of Incorporation)

**333-127635**  
(Commission File Number)

**92-0185596**  
(IRS Employer Identification No.)

**390 UNION BLVD, SUITE 360**  
**LAKEWOOD, CO 80228**  
(Address of Principal Executive Offices) (Zip Code)

**(303) 988-5777**  
(Registrant's Telephone Number, including Area Code)

**N/A**  
(Former name or address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01. Regulation FD Disclosure**

On February 1, 2006, the Registrant released the press release filed herewith as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits**

**Exhibits**

| <u>Number</u> | <u>Description</u>                   |
|---------------|--------------------------------------|
| 99.1          | Press Release dated February 1, 2006 |

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**SIGNATURES**

In accordance with the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**Gryphon Gold Corporation**  
(Registrant)

Dated: February 3, 2006

By: /s/ Thomas Sitar  
Thomas Sitar  
Chief Financial Officer

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