

Golden Minerals Co
Form SC 13D/A
May 12, 2016
CUSIP No. 381119106

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13D/A-10
Under the Securities Exchange Act of 1934

Golden Minerals Company

(Name of Issuer)

Common Stock

(Title of Class of Securities)

381119106

(CUSIP Number)

Greg Link, Director

Sentient Executive GP IV, Limited, General Partner

Of Sentient GP IV, LP, General Partner of Sentient Global Resources Fund IV, L.P.,

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Landmark Square, 1st Floor, 64 Earth Close, West Bay Beach South

P.O. Box 10795, George Town, Grand Cayman KY1-1007, Cayman Islands

345-946-0921

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

(with copy to)

Gregory A. Smith, Esq.

Quinn & Brooks PLLC

P O Box 590

Larkspur CO 80118

303-298-8443

May 2, 2016

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and if filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 381119106

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Sentient Global Resources Fund III, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) x

(b) o

3. SEC USE ONLY

4. SOURCE OF FUNDS (See Instructions)

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

o

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES **7.**
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH:

SOLE VOTING POWER

3,582,746

8.

SHARED VOTING POWER

0

9.

SOLE DISPOSITIVE POWER

3,582,746

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,582,746

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.23%

14. TYPE OF REPORTING PERSON

PN

CUSIP No. 381119106

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

SGRF III Parallel I, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) x

(b) o

3. SEC USE ONLY

4. SOURCE OF FUNDS (See Instructions)

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

o

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES 7.
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH:

SOLE VOTING POWER

357,044

8.

SHARED VOTING POWER

0

9.

SOLE DISPOSITIVE POWER

357,044

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

357,044

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.42%

14. TYPE OF REPORTING PERSON

PN

CUSIP No. 381119106

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Sentient Executive GP III, Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) x

(b) o

3. SEC USE ONLY

4. SOURCE OF FUNDS (See Instructions)

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

o

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES 7.
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH:

SOLE VOTING POWER

3,939,790

8.

SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

3,939,790

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,939,790

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.65%

14. TYPE OF REPORTING PERSON

CO

CUSIP No. 381119106

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Sentient GP III, Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) x

(b) o

3. SEC USE ONLY

4. SOURCE OF FUNDS (See Instructions)

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

o

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES **7.**
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH:

SOLE VOTING POWER

3,939,790

8.

SHARED VOTING POWER

0

9.

SOLE DISPOSITIVE POWER

3,939,790

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,939,790

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.65%

14. TYPE OF REPORTING PERSON

CO

CUSIP No. 381119106

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Sentient GP IV, Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) x

(b) o

3. SEC USE ONLY

4. SOURCE OF FUNDS (See Instructions)

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

o

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH:

7. SOLE VOTING POWER

41,893,278

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

41,893,278

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

41,893,278

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

45.07%

14. TYPE OF REPORTING PERSON

CO

CUSIP No. 381119106

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Sentient Global Resources Fund IV, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) x

(b) o

3. SEC USE ONLY

4. SOURCE OF FUNDS (See Instructions)

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

o

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES **7.**
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH:

SOLE VOTING POWER

41,893,278

8.

SHARED VOTING POWER

0

9.

SOLE DISPOSITIVE POWER

41,893,278

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

41,893,278

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

45.07

14. TYPE OF REPORTING PERSON

PN

CUSIP No. 381119106

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Sentient Executive GP IV, Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) x

(b) o

3. SEC USE ONLY

4. SOURCE OF FUNDS (See Instructions)

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

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Cayman Islands

NUMBER OF SHARES **7.**
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH:

SOLE VOTING POWER

41,893,278

8.

SHARED VOTING POWER

0

9.

SOLE DISPOSITIVE POWER

41,893,278

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

41,893,278

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

45.07%

14. TYPE OF REPORTING PERSON

CO

..

CUSIP No. 381119106

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Item 1.

Security and Issuer

This filing relates to the Common Stock (the "Common Stock") of Golden Minerals Company ("Golden Minerals" or the "Issuer"), a Delaware corporation. The address of Golden Minerals' principal office is 350 Indiana Street, Suite 800, Golden, Colorado 80401.

Item 2.

Identity and Background is amended to read as follows:

(a) (c) This Schedule is being filed jointly by: (i) Sentient Global Resources Fund III, L.P. ("Fund III"), (ii) SGRF III, Parallel I, LP ("Parallel I"), (iii) Sentient Executive GP III, Limited ("Sentient Executive III"), (iv) Sentient GP III, Limited ("GP III"); (v) Sentient Global Resources Fund IV, L.P. ("Fund IV"); (vi) Sentient GP IV, Limited ("GP IV"); and (vii) Sentient Executive GP IV, Limited ("Sentient Executive IV") (the foregoing are collectively referred to herein as the "Reporting Persons" or "Sentient"). Sentient Executive IV is the general partner of the general partner of Fund IV and makes the investment decisions for those entities.

Fund III and Parallel I are both Cayman Islands limited partnerships. The sole general partner of each is Sentient GP III, LP which is a Cayman Islands limited partnership ("GP III"). The sole general partner of GP III is Sentient Executive III which is a Cayman Islands exempted company. Fund IV is a Cayman Islands limited partnership. The sole general partner is Sentient GP IV, LP which is a Cayman Islands limited partnership ("GP IV"). The sole general partner of GP IV is Sentient Executive IV which is a Cayman Islands exempted company. The principal business of Fund III, Parallel I, and Fund IV is making investments in public and private companies engaged in mining and other natural resources activities. The principal business of GP III is performing the functions of and serving as the sole general partner of Fund III, Parallel I and other similar funds and the principal business of Sentient Executive III is performing the functions of and serving as the sole general partner of GP III. Investment decisions related to investments of Fund III and Parallel I are made by Sentient Executive with the approval of Fund III and Parallel I, as appropriate. The principal business of GP IV is performing the functions of and serving as the sole general partner of Fund IV, and other similar funds and the principal business of Sentient Executive IV is performing the functions of and serving as the sole general partner of GP IV. Investment decisions related to investments of Fund IV are made by Sentient Executive IV with the approval of Fund IV.

The principal offices of each of the Reporting Persons is: Landmark Square, 1st Floor, 64 Earth Close, West Bay Beach South, P.O. Box 10795, George Town, Grand Cayman KY1-1007, Cayman Islands.

(d)

During the past 5 years, none of the Reporting Persons, and to the best knowledge of the Reporting Persons, none of the Schedule A Persons has been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).

(e)

During the past 5 years, none of the Reporting Persons, and to the best knowledge of the Reporting persons, none of the Schedule A Persons a party to a civil proceeding of a judicial or administrative body of competent jurisdiction that resulted in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws, or a party to a civil proceeding of a judicial or administrative body of competent jurisdiction that resulted in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f)

The citizenship of the Schedule A Persons who are natural persons is set forth on Schedule A and incorporated herein by this reference.

Item 3.

Source and Amount of Funds or Other Consideration

The funds used by Fund IV to make the investments in Golden Minerals described below are funds held by it for investment.

Item 4.

Purpose of Transaction is amended to read as follows:

(a) The acquisition of additional securities of the Issuer, or the disposition of securities of the Issuer.

Convertible Note

On October 27, 2015, the Issuer, entered into a Loan Agreement (the *Loan Agreement*) with Fund IV (*Fund IV*). At that time the Reporting Persons own, in the aggregate, approximately 27% of the Issuer's outstanding Common Stock (excluding restricted Common Stock held by the Issuer's employees and excluding shares reserved for issuance pursuant to the exercise of warrants and conversion of the Note described herein).

Pursuant to the terms of the Loan Agreement, on October 27, 2015, the Issuer borrowed from Fund IV \$5.0 million, the entire amount available under the Loan Agreement, and the Issuer delivered a Senior Secured Convertible Note (the *Note*) in favor of Fund IV, with principal and accrued interest thereunder due on October 27, 2016. Pursuant to the Loan Agreement and as required by NYSE MKT rules, the conversion features of the Note would only be effective if approved by the Issuer's shareholders which approval occurred on January 19, 2016. As a result at the option of Fund IV, all or any of the the outstanding principal balance together with accrued and unpaid interest evidenced by the Note became convertible into shares of the Issuer's Common Stock at a conversion price equal to the lowest of (i) \$0.29 (90 percent of the 15-day volume weighted average price (*VWAP*) for the period immediately preceding the loan funding date), (ii) 90 percent of the 15-day *VWAP* for the period immediately preceding any election to convert, or (iii) an anti-dilution adjusted price based on the lowest price for which the Issuer has sold its stock following the borrowing date (subject to certain exceptions set forth in the Note).

On February 11, 2016, Sentient converted a portion of the Note (\$3,874,416 in principal and \$132,772 in accrued interest) (the *Partial Note Conversion*) leaving an unpaid principal balance of \$1,125,584. The partial conversion of principal and interest was at a conversion price of \$0.1715773, which was 90% of the 15 day *VWAP* for the period immediately preceding the conversion date. The *Partial Note Conversion* resulted in the acquisition by Fund IV of an additional 23,355,000 shares of Common Stock and an additional 102,182 September 2012 Warrants, defined below, pursuant to the anti-dilution adjustment feature of the September 2012 Warrants triggered by the *Partial Note Conversion*.

Warrant Adjustments

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In September 2012, the Issuer closed on a public offering and concurrent private placement with Sentient in which it sold units consisting of one share of Common Stock and a five-year warrant to acquire one half of a share of Common Stock at an exercise price of \$8.42 per share (the September 2012 Warrants). The exercise price was subsequently adjusted downward to \$7.17 per share based on the weighted average anti-dilution provision in the September 2012 Warrants as a result of the September 2014 public offering and concurrent Fund IV private placement described below. As a result of the Partial Note Conversion, the number of shares of Common Stock issuable upon exercise of the September 2012 Warrants beneficially owned by Fund IV was increased from 1,027,690 shares to 1,129,872 shares, an increase of 102,182, and the exercise price was decreased to approximately \$5.09 per share due to the anti-dilution provisions of the September 2012 Warrants (the 2012 Warrant Adjustment).

In September 2014, the Issuer closed on a public offering and concurrent private placement with Fund IV in which the Issuer sold units, consisting of one share of Common Stock and a five-year warrant to acquire one half of a share of Common Stock at an exercise price of \$1.21 per share (the September 2014 Warrants and together with the September 2012 Warrants, the Warrants). Fund IV purchased September 2014 Warrants exercisable to purchase an aggregate of 2.9 million shares in that private placement. As a result of the Partial Note Conversion, pursuant to the anti-dilution provisions in the September 2014 Warrants, the number of shares of Common Stock issuable upon exercise of the September 2014 Warrants held by Fund IV did not change, but the September 2014 Warrants exercise price was decreased to approximately \$0.91 per share (the 2014 Warrant Adjustment , and together with the 2012 Warrant Adjustment, the Warrant Adjustment).

On May 6, 2016, the Issuer closed on a public offering of an aggregate of 8,000,000 shares of Common Stock at a price of \$.50 per share and a concurrent private placement of warrants exercisable to purchase an additional 6,000,000 shares of Common Stock at an exercise price of \$0.75 per share (collectively the May 2016 Offering). As a result of the May 2016 Offering, pursuant to the weighted-average anti-dilution provisions of the September 2012 Warrants, the number of shares of Common Stock issuable upon exercise of the 2012 Warrants

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increased from 1,129,872 shares to 1,216,403 shares, an increase of 86,531 shares, and the exercise price was decreased from \$5.06 per share to approximately \$4.73 per share. Also as a result of the May 2016 Offering, the number of shares issuable upon exercise of the September 2014 Warrants did not change, but the exercise price decreased from \$0.91 per share to approximately \$0.87 per share.

The May 2016 Offering did not trigger any adjustment to the conversion price of the Convertible Note because the price of the securities sold in the May 2016 Offering was higher than the conversion price of the Convertible Note.

Summary of Ownership

On May 2, 2016, the Company entered into an Agreement Regarding Warrants Exercise and Note Conversion with Fund IV (the Sentient Agreement). In the Sentient Agreement, Sentient agreed not to exercise its September 2012 Warrants or its September 2014 Warrants and not to exercise conversion rights pursuant to the Convertible Note, exercisable and convertible into approximately 8,165,000 shares of common stock in the aggregate, until the earlier to occur of (i) July 19, 2016, or (ii) the date Stockholder Approval is obtained and the Charter Amendment is filed and accepted by the Delaware Secretary of State. By entering into the Sentient Agreement, approximately 8,165,000 shares of common stock were made available for issuance in the May 2016 Offering. The Company is currently seeking approval from its stockholders at its 2016 annual meeting of stockholders, which is scheduled to be held on May 19, 2016, to amend its Amended and Restated Certificate of Incorporation (the Charter Amendment) to increase the number of authorized shares of common stock from 100,000,000 to 200,000,000 (Stockholder Approval).

The following table shows the number of shares of the Issuer's Common Stock after giving effect to the May 2016 Offering but without giving effect to the temporary provisions of the Sentient Agreement, as well as the purchase price paid by Fund IV and the percentage ownership of Fund III, Parallel I, and Fund IV.

**Number of
Shares
owned prior
to May 6,
2016**

		Number of Shares issuable upon conversion of remaining principal balance of Note as of May 6, 2016	Total ownership as a % of fully diluted shares as of May 6, 2016
	Number of Warrants previously owned and acquired as a result of anti-dilution as of May 6, 2016		
Fund III	3,582,746	0	4.23%***
Parallel I	357,044	0	.42%***
Fund IV	<u>33,638,944</u>	<u>4,116,403**</u>	<u>45.07%***</u>
Total	37,578,734	4,137,931	

*

This represents the remaining outstanding principal balance and accrued and unpaid interest due under the Note as of the date of this Report of approximately \$1.2 million. The conversion price of the remainder of the Note will be the lower of (i) \$.29 per share (90% of the 15 day VWAP based on date of issuance), (ii) 90% of the 15 day VWAP prior to conversion date or (iii) the Anti-dilution Price which is the lowest price per share for which the Company has issued or sold, following the Original Issue Date, any shares of Common Stock or Common Stock Equivalent (except (a) pursuant to warrants, options and securities convertible into Common Stock issued by the Company and outstanding on the Original Issue Date . . .). in the event the price determined under subparagraphs (ii) or (iii) is less than \$0.29 per share.

**

Includes (i) September 2012 Warrants exercisable to purchase an aggregate of 1,216,403 shares at an exercise price of \$4.73 per share and (ii) September 2014 Warrants exercisable to purchase an aggregate of 2.9 million shares at an exercise price of \$0.87 per share, after giving effect to all anti-dilution adjustments.

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The percentages shown for Fund III and Parallel I do not include shares issuable upon exercise of the 2012 Warrants, the 2014 Warrants or any shares issuable upon conversion of any remaining amounts due under the Note, while the percentage shown for Fund IV includes these shares in the calculation.

The percentage of outstanding shares is based upon the Issuer having a total of 84,690,333 shares of Common Stock issued and outstanding after giving effect to the May 2016 Offering.

The Reporting Persons reserve the right to acquire beneficial ownership or control over additional securities of the Issuer.

(b) Any extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries.

None.

(c) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries.

None.

(d) Any change in the present board or directors or management of the Issuer, including plans or proposals to change the number of term of directors or to fill any existing vacancies on the board.

None.

(e) Any material change in the present capitalization or dividend policy of the Issuer.

None.

(f) Any other material change in the Issuer's business or corporate structure. None, except as set forth herein.

None.

(g) Changes to the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person.

None.

(h) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association.

None.

(i) Causing a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act.

None.

(j) Any action similar to any of those enumerated above.

None.

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Item 5.

Interest in Securities of the Issuer is amended to read as follows:

Fund III owns 3,582,746 shares of the Issuer's Common Stock.

Parallel I owns 357,044 shares of the Issuer's Common Stock.

Fund IV owns (i) 33,638,944 shares of the Issuer's Common Stock, (ii) warrants exercisable to purchase an additional 4,116,403 shares of the Issuer's Common Stock at prices ranging from \$0.87 to \$4.73 per share, and (iii) 4,137,931 shares of Common Stock issuable upon conversion of the remaining principal balance plus accrued and unpaid interest of the Note, based upon an assumed conversion price of \$0.29 per share. The number of shares issuable upon conversion of the remaining principal balance of the Note is subject to adjustment to include accrued and unpaid interest up to the date of conversion. In addition, the conversion price of the Note is subject to further downward adjustment to the lower of (i) 90% of the 15 day VWAP on the date of conversion or (ii) an anti-dilution adjusted price based on the lowest price for which the Issuer has sold its stock following the borrowing date, in the event the price determined under subparagraphs (i) or (ii) is less than \$0.29 per share.

Item 6.

Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

See description of Agreement Regarding Warrants Exercise and Note Conversion dated May 2, 2016 under Item 4(a) hereto.

Item 7.

Material to be Filed as Exhibits

(A)

Filing Agreement dated May 12, 2016 by and among Sentient Global Resources Fund III, LP; SGRF III Parallel I, L.P.; Sentient Executive GP III, Limited; Sentient GP III, LP; Sentient Global Resources Fund IV, LP, Sentient GP IV, LP, its General Partner and Sentient Executive GP IV, Limited, General Partner filed herewith.

(B)

Agreement Regarding Warrants Exercise and Note Conversion, as filed as Exhibit 10.2 to the Issuer's Current Report on Form 8-K dated May 2, 2016 and filed with the Commission on May 6, 2016 and incorporated by reference herein.

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Signatures

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Sentient Global Resources Fund III, L.P.

By: Sentient GP III, LP, General Partner

**By: Sentient Executive GP III, Limited,
General Partner**

SGRF III Parallel I, L.P.

By: Sentient GP III, LP, General Partner

**By: Sentient Executive GP III, Limited,
General Partner**

By: /s/ Andrew Pullar

Andrew Pullar, Director

Date: May 12, 2016

By: /s/ Andrew Pullar

Andrew Pullar, Director

Date: May 12, 2016

Sentient GP III, LP

By: /s/ Andrew Pullar

Andrew Pullar, Director

Date: May 12, 2016

Sentient Global Resources Fund IV, L.P.

By: Sentient GP IV, LP, General Partner

**By: Sentient Executive GP IV, Limited,
General Partner**

By: /s/ Andrew Pullar

Andrew Pullar, Director

Date: May 12, 2016

Sentient Executive GP III, Limited

By: /s/ Andrew Pullar

Andrew Pullar, Director

Date: May 12, 2016

Sentient GP IV, LP

By: /s/ Andrew Pullar

Andrew Pullar, Director

Date: May 12, 2016

Sentient Executive GP IV, Limited

By: /s/ Andrew Pullar

Andrew Pullar, Director

Date: May 12, 2016

SCHEDULE A

The (i) name, (ii) title, (iii) citizenship, (iv) principal occupation and (v) business address of each director of Sentient Executive GP III, Limited and Sentient Executive GP IV, Limited are as follows. Neither Sentient Executive GP III, Limited nor Sentient Executive GP IV, Limited has any executive officers.

Name	Title	Citizenship	Principal Occupation	Business Address
Peter Cassidy	Director	Australia	Investment Manager	Level 44, Grosvenor Place 225 George Street Sydney NSW 2000 Australia
Greg Link	Director	New Zealand	Director	Landmark Square 1 st Floor, 64 Earth Close West Bay Beach South P.O. Box 10795 George Town, Grand Cayman KY1-1007 Cayman Islands
Peter Weidmann	Director	Germany	Investor Relations Manager	Schellingstrasse 76 80799 Munich Germany
Andrew Pullar	Director	Australian U.K.	Director	Landmark Square 1 st Floor, 64 Earth Close West Bay Beach South P.O. Box 10795

George Town, Grand Cayman
KY1-1007Cayman Islands