

Golden Minerals Co
Form 4
September 15, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Friedman Deborah J

(Last) (First) (Middle)

350 INDIANA STREET, SUITE 800

(Street)

GOLDEN, CO 80401

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Golden Minerals Co [AUMN]

3. Date of Earliest Transaction (Month/Day/Year)
09/15/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP, Gen. Coun. & Corp. Secy

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock	09/15/2014		S	V	2,500 (1)	D	\$ 0.692 226,350 (2) D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Friedman Deborah J 350 INDIANA STREET SUITE 800 GOLDEN, CO 80401			Sr VP, Gen. Coun. & Corp. Secy	

Signatures

Robert P. Vogels for Deborah J. Friedman Pursuant to Power of Attorney 09/15/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares were sold pursuant to a Rule 10b5-1 plan entered into in March 2014 for the purpose of funding tax liabilities associated with the vesting of restricted stock issued pursuant to the Company's incentive plan.
- (2) Includes 84,766 shares of restricted common stock granted pursuant to the Issuer's 2009 Equity Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. id="GLHDR" style="width: 100%" align="right">

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Aggregate Offering Price (1)(2)	Amount of Registration Fee
Primary Offering Common Shares, par value			

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\$0.01 per share			
Preferred Shares, par value			
\$0.01 per share			
Preferred Share Purchase			
Rights(3)			
Warrants			
(4)			
Primary Offering Total		\$500,000,000	\$27,900
Secondary Offering			
Common Shares, par value			
\$0.01 per share, to be	70,462,300	\$150,084,699(5)	\$8,375
offered by certain selling			
shareholders			
Secondary Offering Total		\$150,084,699	\$8,375
Total		\$650,084,699	\$36,275

- (1) Such amount in U.S. dollars or the equivalent thereof in foreign currencies as shall result in an aggregate initial public offering price for all securities of \$500,000,000.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933. Pursuant to General Instruction II(C) of Form F-3, the table does not specify by each class information as to the proposed maximum aggregate offering price. Any securities registered hereunder may be sold separately or as units with other securities registered hereunder. In no event will the aggregate offering price of all securities sold by TOP SHIPS INC. pursuant to this registration statement exceed \$500,000,000, nor shall the offering price of shares sold by the selling shareholders exceed \$200,000,000.
- (3) Preferred share purchase rights are not currently separable from the common shares and are not currently exercisable. The value attributable to the preferred share purchase rights, if any, will be reflected in the market price of the common shares.
- (4) There are an indeterminate number of warrants as may from time to time be sold at indeterminate prices being registered hereunder.
- (5) Estimated based on the maximum amount of our shares that may be sold by the selling shareholders pursuant to this registration statement multiplied by the average of the high and low price of our common shares on the Nasdaq Global Select Market on June 29, 2009 (\$2.13), calculated in accordance with Rule 457(c) under the Securities Act of 1933.

The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

PROSPECTUS

The information in this prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to completion, dated July 1, 2009

\$500,000,000

Common Shares, Preferred Shares and Warrants

70,462,300 of our Common Shares Offered by Selling Shareholders

Through this prospectus, we may periodically offer:

- (1) our common shares, including related preferred share purchase rights,
- (2) our preferred shares, and
- (3) our warrants.

The aggregate offering price of all securities issued under this prospectus may not exceed \$500.0 million. The securities issued under this prospectus may be offered directly or through underwriters, agents or dealers. The names of any underwriters, agents or dealers will be included in a supplement to this prospectus.

In addition, the selling shareholders named in the section "Selling Shareholders" may sell in one or more offerings pursuant to this registration statement up to 70,462,300 of our common shares. The selling shareholder may sell shares from time to time on or off the Nasdaq Global Select Market in regular brokerage transactions, in transactions directly with market makers or in privately negotiated transactions. None of the proceeds from the sale of stock by the selling shareholder will be placed in escrow, trust or any similar account. For additional information on the methods of sale that may be used by the selling shareholder, see the section entitled "Plan of Distribution" on page 16. We will not receive any of the proceeds from the sale of these shares. However, we will receive proceeds from the selling shareholder from the initial sale to such shareholder of these shares. We have and will continue to bear the costs relating to the registration of these shares.

Our common shares are currently listed on Nasdaq Global Select Market under the symbol "TOPS".

An investment in these securities involves risks. See the section entitled "Risk Factors" beginning on page 7 of this prospectus, and other risk factors contained in the applicable prospectus supplement and in the documents incorporated by reference herein and therein.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is , 2009

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