Golden Minerals Co
Form S-8
September 19, 2011

As filed with the Securities and Exchange Commission on September 19, 2011

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

GOLDEN MINERALS COMPANY

(Exact name of registrant as specified in its charter)

Delaware	**26-4413382**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

350 Indiana Street, Suite 800

Golden, Colorado 80401

(Address of Principal Executive Offices)

2009 Equity Incentive Plan

(Full title of the plan)

Robert P. Vogels

Sr. Vice President and Chief Financial Officer

Golden Minerals Company

350 Indiana Street, Suite 800

Golden, Colorado 80401

Telephone: (303) 839-5060

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

Deborah J. Friedman

Brian Boonstra

Davis Graham & Stubbs LLP

1550 Seventeenth Street, Suite 500

Denver, Colorado 80202

Telephone: (303) 892-9400

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

Large accelerated filer	o	Accelerated filer	o
Non-accelerated filer	o	Smaller reporting company	x

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock (par value $0.01 per share)	1,879,561 shares	$ 11.58	$ 21,765,316.38	$ 2,526.96

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement covers any securities that may be offered or issued pursuant to the Golden Minerals Company 2009 Equity Incentive Plan (the Plan) as a result of adjustments for stock dividends, stock splits and similar changes.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act based upon the average of the high and low prices of the common stock of Golden Minerals Company (the Company) as quoted on the NYSE Amex on September 15, 2011.

Explanatory Note

This Registration Statement on Form S-8 is filed pursuant to General Instruction E to Form S-8 for the purpose of registering an additional 1,879,561 shares of common stock, par value $0.01 per share, of the Company, which may be issued pursuant to awards under the Plan. In accordance with General Instruction E to Form S-8, the Company incorporates herein by reference the contents of the registration statements on Form S-8 filed by the Company with respect to the Plan on May 8, 2009 (Registration No. 333-159096), April 7, 2010 (Registration No. 333-165933), and December 1, 2010 (Registration No. 333-170891), together with all exhibits filed therewith or incorporated therein by reference to the extent not otherwise amended or superseded by the contents hereof.

As used in this Registration Statement, the term Company or Registrant refers to Golden Minerals Company and its subsidiaries.

PART I

As permitted by the rules of the Securities and Exchange Commission (the Commission), this Registration Statement omits the information specified in Part I of Form S-8. The documents containing the information specified in Part I will be sent or given to the participants in the Plan as required by Rule 428(b)(1) under the Securities Act. Such documents are not being filed with the Commission as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424. These documents and the documents incorporated by reference in this Registration Statement pursuant to General Instruction E to Form S-8, taken together, constitute a prospectus for the plan that meets the requirements of Section 10(a) of the Securities Act.

PART II

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by the Company with the Commission are hereby incorporated into this Registration Statement by reference as of their date of filing with the Commission:

(a) The Company s Annual Report on Form 10-K for the year ended December 31, 2010, as filed with the Commission on February 17, 2011;

(b) The Company s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2011 and Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2011;

(c) The Company s Current Reports on Form 8-K as filed with the Commission on April 18, 2011 (as amended on April 20, 2011); May 23, 2011; June 24, 2011; June 30, 2011; July 19, 2011, August 24, 2011; August 30, 2011, and September 9, 2011; and the Company s Amended Current Report on Form 8-K/A as filed with the Commission on April 22, 2011; and

(d) The description of the Company s common stock contained in our registration statement on Form 8-A filed February 5, 2010 with the SEC under Section 12(b) of the Exchange Act (File No. 001-13627), including any subsequent amendment or report filed for the purpose of updating such description.

All other documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (the Exchange Act) subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered under this Registration Statement have been sold, or deregistering all securities then remaining unsold, shall be deemed to be incorporated herein by reference and shall be a part hereof from the date of the filing of such documents.

Any statement contained in a document incorporated by, or deemed incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Davis Graham & Stubbs LLP (DGS) has provided a legal opinion with respect to the validity of the securities being registered pursuant to this Registration Statement. Deborah Friedman, the Company s Senior Vice President, General Counsel and Corporate Secretary, is a partner with DGS and devotes approximately half her time to serve as our Senior Vice President, General Counsel and Corporate Secretary and approximately half her time to her legal practice at DGS. The Company pays a monthly flat fee of $13,333 to the firm for the approximately one-half of Ms. Friedman s time that is devoted to the Company and pay her customary hourly rate to the firm for any time spent by Ms. Friedman in excess of that threshold. In addition, under the Company s 2009 Equity Incentive Plan the Company has awarded to Ms. Friedman 37,600 shares of restricted common stock of the Company and options to purchase up to 10,000 shares of the Company s common stock at an exercise price of $8.00 per share. All of the restricted common stock and options granted to Ms. Friedman are vested.

ITEM 8. EXHIBITS

Exhibit No.	Description of Exhibit
4.1	Golden Minerals Company 2009 Equity Incentive Plan(1)
5.1	Opinion of Davis Graham & Stubbs LLP
23.1	Consent of Davis Graham & Stubbs LLP (included in Exhibit 5.1)
23.2	Consent of PricewaterhouseCoopers LLP
23.3	Consent of Micon International Limited
24.1	Power of Attorney (included on signature page of this Registration Statement)

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(1) Incorporated by reference to our Registration Statement on Form S-8 filed May 8, 2009.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Golden, State of Colorado, on September 19, 2011.

GOLDEN MINERALS COMPANY

By:	/S/ JEFFREY G. CLEVENGER
Name:	Jeffrey G. Clevenger
Title:	President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Jeffrey G. Clevenger and Robert P. Vogels, and each of them, as his true and lawful attorneys-in-fact and agents, with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same with all exhibits and schedules thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/S/ JEFFREY G. CLEVENGER Jeffrey G. Clevenger	President and Chief Executive Officer (Principal Executive Officer) and Director	September 19, 2011
/S/ ROBERT P. VOGELS Robert P. Vogels	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	September 19, 2011
/S/ W. DURAND EPPLER W. Durand Eppler	Director	September 19, 2011
/S/ IAN MASTERTON-HUME Ian Masterton-Hume	Director	September 19, 2011
/S/ KEVIN R. MORANO		

Kevin R. Morano	Director	September 19, 2011

/s/ TERRY M. PALMER Terry M. Palmer	Director	September 19, 2011
/S/ DAVID H. WATKINS David H. Watkins	Director	September 19, 2011
Michael T. Mason	Director	

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