

GRYPHON GOLD CORP  
Form 8-K  
August 07, 2007

---

**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 earliest event reported: August 7, 2007

**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.)

Suite 810 - 1130 West Pender Street  
Vancouver, BC  
V6E 4A4

(Address of Principal Executive Offices) (Zip Code)

(604) 261-2229

(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 3.02 Unregistered Sales of Equity Securities**

Gryphon Gold Corporation announced today that it has closed the Private Placement announced July 13, 2007. Gryphon has issued 5.0 million units at a price of C\$0.80/unit for gross proceeds of C\$4.0 million.

**Item 7.01 Regulation FD Disclosure**

On August 7, 2007, the Registrant released the press release filed herewith as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated August 7, 2007

---

**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 hereunto duly authorized.

**Gryphon Gold Corporation**  
(Registrant)

Dated: August 7, 2007

By: /s/ Anthony (Tony) D.J. Ker  
Anthony (Tony) D.J. Ker  
Chief Executive Officer

---