

PARAMOUNT GOLD & SILVER CORP.

Form 8-K

October 05, 2009

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 Report (Date of earliest event reported): October 5, 2009

PARAMOUNT GOLD AND SILVER CORP.  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-336630 (Commission File Number)	20-3690109 (IRS Employer Identification No.)
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346 Waverley Street, Suite 110  
Ottawa, ON Canada  
K2P 0W5  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (613) 226-9881

N/A  
(Former name or former 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.
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act.
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act.
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.
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Item 7.01. Regulation FD Disclosure.

On October 5, 2009, Paramount Gold and Silver Corp. (the “Company”) issued a press release announcing its intention to offer 16 million shares of its common stock for sale pursuant to a registration statement filed with the United States Securities and Exchange Commission (the “SEC”) and a shelf prospectus filed with the securities regulatory authority in Ontario, Canada. A copy of the press release is attached to this report as Exhibit 99.1

The information furnished under this Item 7.01, including the exhibit, shall not be deemed “filed” for purposes of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by reference to such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibit is furnished with this report:

Exhibit No.	Description
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99.1	Press Release dated October 5, 2009
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Cautionary Statement

With the exception of historical matters, the matters discussed herein include forward-looking statements that involve risks and uncertainties that could cause actual results to differ materially from projections or estimates contained herein. Such forward-looking statements include statements regarding future sales of common stock and the use of proceeds from such sales. Factors that could cause actual results to differ materially from projections or estimates include, among others, precious metals prices, economic and market conditions, as well as other factors described in our Annual Report on Form 10-K for the fiscal year ended June 30, 2009 and other filings with the SEC. Most of these factors are beyond the Company’s ability to predict or control. The Company disclaims any obligation to update any forward-looking statement made herein, except as required by law. Readers are cautioned not to put undue reliance on forward-looking statements.

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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.

PARAMOUNT GOLD AND SILVER CORP.

Date: October 5, 2009

By:

/s/ Michael Clancy  
Michael Clancy  
Secretary

EXHIBIT INDEX

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