

Edgar Filing: GOLDEN RIVER RESOURCES CORP. - Form 8-K

GOLDEN RIVER RESOURCES CORP.

Form 8-K

April 12, 2010

=====

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): March 31, 2010

GOLDEN RIVER RESOURCES CORPORATION
(Exact name of registrant as specified in its charter)

Delaware (State or Other Jurisdiction of Incorporation)	0-16097 (Commission File Number)	98-007697 (I.R.S. Employer Identification No.)
---	--	--

Level 8, 580 St Kilda Road, Melbourne, Victoria Australia 3004
(Address of Principal Executive Office) (Zip Code)

61-3-8532-2860
(Registrant's telephone number, including area code)

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 (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 1.01: Entry into a Material Definitive Agreement

Private Placement of Shares of Common Stock

Effective March 31, 2010, the Company and Northern Capital Resources Corp ("NCRC") closed the third tranche of the private placement by the issue of 49,036,800 shares of common stock at a purchase price of US\$0.10 per share for aggregate proceeds of US\$4,903,680. The proceeds were utilized to repay loans to NCRC, which had been used to make the final subscription for shares in Acadian Mining Corporation ("Acadian") in October 2009 and to make advances to Acadian. The Private Placement was made to and was affected pursuant to the terms of a Subscription Agreement dated September 3, 2009 that was filed on Form 8-K on

Edgar Filing: GOLDEN RIVER RESOURCES CORP. - Form 8-K

September 3, 2009, as amended.

For more information regarding the Company's investment in Acadian, please see the Company's Current Reports on Form 8-K filed March 20, 2009 and June 10, 2009, which is incorporated herein by reference. The Company's current holding in Acadian is 68.7% of the issued and outstanding shares of Acadian.

Item 3.02: Unregistered Sales of Equity Securities

The description of the Private Placement set forth above is hereby incorporated herein by reference to the Form 8-K filed on March 31, 2010. The securities that are being issued pursuant to this Private Placement are being issued in reliance upon an exemption from the registration requirements of the Securities Act of 1933, as amended (the "Act") under section 4(2) of the Act and under Regulation S and D promulgated under the Act.

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.

GOLDEN RIVER RESOURCES CORPORATION (Company)

By:

/s/ Peter Lee

Peter Lee
Secretary

Dated: April 8, 2010