

Brazil Minerals, Inc.
Form 8-K/A
May 14, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

Amendment No. 1

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **April 29, 2013**

BRAZIL MINERALS, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or Other Jurisdiction of
Incorporation)

333-180624
(Commission File Number)

39-2078861
(I.R.S. Employer Identification
Number)

324 South Beverly Drive, Suite 118

Beverly Hills, CA 90212

(Address of principal executive offices, including zip code)

(213) 590-2500

(Registrant's telephone number, including area code)

Not applicable

(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 (see General Instruction A.2. below):

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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))

Cautionary Note Regarding Forward-Looking Statements

Our disclosure and analysis in this Current Report on Form 8-K contains some forward-looking statements. Statements that are predictive in nature, that depend upon or refer to future events or conditions or that include words such as "expects," "anticipates," "intends," "plans," "believes," "estimates" and similar expressions are forward-looking statements. Although we believe that these statements are based upon reasonable assumptions, they are subject to several risks and uncertainties.

Investors are cautioned that our forward-looking statements are not guarantees of future performance and the actual results or developments may differ materially from the expectations expressed in the forward-looking statements.

As for the forward-looking statements that relate to future financial results and other projections, actual results will be different due to the inherent uncertainty of estimates, forecasts and projections and may be better or worse than projected. Given these uncertainties, you should not place any reliance on these forward-looking statements. These forward-looking statements also represent our estimates and assumptions only as of the date that they were made. We expressly disclaim a duty to provide updates to these forward-looking statements, and the estimates and assumptions associated with them, after the date of this filing to reflect events or changes in circumstances or changes in expectations or the occurrence of anticipated events.

You are advised to consult any additional disclosures we make in our reports on Form 10-K, Form 10-Q, Form 8-K, or their successors. Other factors besides those discussed in this Current Report could also adversely affect us.

EXPLANATORY NOTE

This Amendment No. 1 to the Current Report on Form 8-K of Brazil Mining, Inc. which was filed on May 6, 2013 is being filed for the sole purpose of filing the financial statements of Mineração Duas Barras Ltda., for the year ended December 31, 2012 and the periods from November 14, 2011 (Date of Inception) to December 31, 2011 and December 31, 2012 and Unaudited Pro Forma Combined Financial Statements reflecting the combined financial statements of Brazil Minerals, Inc. and Mineração Duas Barras Ltda., as of and for the year ended December 31, 2012, as of February 29, 2012 and for the period from December 15, 2011 (Date of Inception of Brazil Minerals, Inc.) to February 29, 2012 and as of December 31, 2011 and for the period from November 14, 2011 (Date of Inception of Mineração Duas Barras Ltda.) to December 31, 2011 giving effect to the acquisition by Brazil Minerals, Inc. of a 55% equity interest in Mineração Duas Barras Ltda., pursuant to an Exchange Agreement dated March 23, 2013, as if the transaction had been consummated as of November 14, 2011.

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Businesses Acquired.

MINERAÇÃO DUAS BARRAS LTDA

(AN EXPLORATION STAGE COMPANY)

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Report of Independent Registered Public Accounting Firm

To the Board of Directors of

Mineração Duas Barras Ltda

Minas Gerais, CEP 39398-000, Brazil

We have audited the accompanying balance sheets of *Mineração Duas Barras Ltda* (the “Company”) as of December 31, 2012 and 2011 and the related statements of operations, other comprehensive loss, stockholders’ equity, and cash flows for the year ended December 31, 2012 and the periods from November 14, 2011 (date of inception) through December 31, 2011 and 2012. These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

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In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of *Mineração Duas Barras Ltda* as of December 31, 2012 and 2011 and the results of its operations and its cash flows for the year ended December 31, 2012 and the periods from November 14, 2011 (date of inception) through December 31, 2012 and 2011 in conformity with accounting principles generally accepted in the United States of America.

/s/ Silberstein Ungar, PLLC

Bingham Farms, Michigan

May 5, 2013

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MINERAÇÃO DUAS BARRAS LTDA
(AN EXPLORATION STAGE COMPANY)

BALANCE SHEETS

AS OF DECEMBER 31, 2012 AND 2011

	December 31, 2012	December 31, 2011
ASSETS		
Current Assets		
Subscription receivable	\$ 2,053	\$ 321,708
Inventory	378,538	-
Total Current Assets	380,591	321,708
Machinery and equipment	434,861	536,180
Intangible assets	160,987	176,939
Total Assets	\$ 976,439	\$ 1,034,827
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities		
Current Liabilities		
Accrued expenses	\$ 46,907	-
Total Liabilities	46,907	-
Stockholders' Equity		
Common stock, 600,000 shares authorized; 600,000 shares issued and outstanding as of December 31, 2012 and 2011	341,454	341,454
Additional paid-in capital	724,172	724,172
Other comprehensive loss	(124,094)	(30,799)
Deficit accumulated during the exploration stage	(12,000)	-
Total Stockholders' Equity	929,532	1,034,827
Total Liabilities and Stockholders' Equity	\$ 976,439	\$ 1,034,827

The accompanying notes are an integral part of these financial statements.

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MINERAÇÃO DUAS BARRAS LTDA

(AN EXPLORATION STAGE COMPANY)

STATEMENTS OF OPERATIONS

FOR THE YEAR ENDED DECEMBER 31, 2012

FOR THE PERIOD FROM NOVEMBER 14, 2011 (DATE OF INCEPTION) TO DECEMBER 31, 2011

FOR THE PERIOD FROM NOVEMBER 14, 2011 (DATE OF INCEPTION) TO DECEMBER 31, 2012

	For the year ended December 31, 2012	For the period from November 14, 2011 (Date of Inception) to December 31, 2011	For the period from November 14, 2011 (Date of Inception) to December 31, 2012
Revenues	\$ -	-\$	-
Operating Expenses			
Professional fees	12,000	-	12,000
Total Operating Expenses	12,000	-	12,000
Loss before Provision for Income Taxes	(12,000)	-	(12,000)
Provision for Corporate Income Taxes	-	-	-
Net Loss	\$ (12,000)	\$ -	(12,000)
Net Loss per Share: Basic and Diluted	\$ (0.02)	\$ (0.00)	
Weighted Average Number of Common Shares Outstanding-Basic and Diluted	600,000	600,000	

The accompanying notes are an integral part of these financial statements.

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MINERAÇÃO DUAS BARRAS LTDA

(AN EXPLORATION STAGE COMPANY)

STATEMENT OF OTHER COMPREHENSIVE LOSS

FOR THE YEAR ENDED DECEMBER 31, 2012

FOR THE PERIOD FROM NOVEMBER 14, 2011 (DATE OF INCEPTION) TO DECEMBER 31, 2011

FOR THE PERIOD FROM NOVEMBER 14, 2011 (DATE OF INCEPTION) TO DECEMBER 31, 2012

	For the year ended December 31, 2012	For the period from November 14, 2011 (Inception) to December 31, 2011	For the period from November 14, 2011 (Inception) to December 31, 2012
Net Loss	\$ (12,000)	\$ -	\$(12,000)
Foreign Currency Translation Change in cumulative translation adjustment	(93,295)	(30,799)	(124,094)
Income tax benefit (expense)	-	-	-
Total Other Comprehensive Loss	\$ (93,295)	\$(30,799)	\$(124,094)

The accompanying notes are an integral part of these financial statements.

MINERAÇÃO DUAS BARRAS LTDA

(AN EXPLORATION STAGE COMPANY)

STATEMENT OF STOCKHOLDERS' EQUITY

FOR THE PERIOD FROM NOVEMBER 14, 2011 (DATE OF INCEPTION) TO DECEMBER 31, 2012

	Common Stock		Additional Paid-in Capital	Other Comprehensive Income (Loss)	Deficit Accumulated During the Exploration Stage	Total Stockholders' Equity
	Shares	Amount	Capital	(Loss)	Stage	Equity
Inception, November 14, 2011	-	\$ -	.\$ -	\$ -	\$ -	\$ -
Common stock issued for cash	600,000	341,454	-	-	-	341,454
Assets contributed by shareholder	-	-	724,172	-	-	724,172
Other comprehensive income (loss)	-	-	-	(30,799)	-	(30,799)
Net income for the period	-	-	-	-	-	-