

GRYPHON GOLD CORP
Form 8-K
September 12, 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: September 12, 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, British Columbia

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)

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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 5.02. Appointment of Officers; Departure of Director

Appointment of Officers

On September 6, 2007, the Company's Board of Directors, at a meeting called with proper notice and quorum present, appointed the following persons as officers of the Company. (Except as noted, officers are continuing in the offices which they previously held.)

| Name | Position |
|-----------------------------------|---------------------------------------|
| Anthony D.J. Ker | Chief Executive Officer and President |
| Steve Craig | VP of Exploration |
| Michael Longinotti ⁽¹⁾ | Chief Financial Officer and Secretary |
| Lisanna Lewis ⁽²⁾ | Controller and Treasurer |

(1) Mr. Longinotti was formerly solely the Chief Financial Officer of the Company.

(2) Ms. Lewis was formerly the Office Manager of the Company.

Each officer is to hold office until his or her successor shall have been duly elected and qualified.

The Company's Board of Directors has determined that the officers of the Company for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, and the executive officers of the Company as that term is defined in Rule 3b-7 under such Act, shall include, and shall be limited to:

Anthony D.J. Ker Principal Executive Officer

Michael Longinotti Principal Financial and Accounting Officer

The Company is not aware of any family relationships, by blood, marriage, or adoption, between these officers and any other director, executive officer, or other nominees. The Company knows of no transactions involving the Company during the last two years in which these officers had a direct or indirect interest.

Departure of Director

On September 6, 2007, Mr. Albert Matter stepped down as Chairman of the Board to the Company to allow him to pursue other interests. Mr. Matter remains a director to the Company.

On September 6, 2007, Mr. Donald Ranta, who was not nominated and did not stand for re-election at the Company's annual general meeting of shareholders, ceased to be a director to the Company. The Company's Board of Directors has been reduced, pursuant to its bylaws, to five directors. Mr. Ranta's departure was not the result of a disagreement between the Company and Mr. Ranta, but was part of the Company's plan to reduce administrative costs and move the Board of Directors towards a majority of independent directors.

Item 7.01. Regulation FD Disclosure

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On September 7, 2007, the Company issued a Press Release on its Annual General Meeting and the resignation of Mr. Matter as Chairman of the Board.

Item 8.01. Other EventsResults of Annual General Meeting of Shareholders

On September 06, 2007, Gryphon Gold Corporation held its annual general meeting of shareholders at the Vancouver Club, 915 West Hastings Street, Vancouver, BC, at 1:30PM. Shareholders representing 22,391,617 shares or 47.12% of the shares authorized to vote (47,521,395) were present in person or by proxy, representing a quorum for the purposes of the annual meeting. The shareholders approved the following:

| Proposal #1 Election of Directors | Voted For | | Withheld |
|--|------------------|----------------|-----------------|
| The election of the Nominees to the Company's Board to serve until the Company's 2007 Annual Meeting of Shareholders or until successors are duly elected and qualified: | | | |
| Albert J. Matter | 19,929,681 | | 1,810,686 |
| Richard W. Hughes | 19,586,581 | | 2,153,786 |
| Rohan Hazelton | 21,705,386 | | 34,981 |
| Donald W. Gentry | 21,705,386 | | 34,981 |
| Anthony (Tony) D.J. Ker | 19,929,681 | | 1,810,686 |
| Proposal #2 | For | Against | Abstain |
| To ratify an increase in the number of option shares available under the Company's 2006 Omnibus Incentive Plan | 17,438,100 | 2,401,805 | 52,000 |
| Proposal #3 | For | Against | Abstain |
| To ratify the Company's 2007 audited financial statements | 21,724,902 | 0 | 15,465 |
| Proposal #4 | For | Against | Abstain |
| To ratify the appointment of the Company's Independent Registered Public Accounting Firm for the 2008 fiscal year | 21,740,367 | 0 | 0 |

Proxies were solicited under the proxy statement filed with the Securities and Exchange Commission on August 10, 2007. Each nominee for director was elected, and each proposal was approved by the Shareholders.

Item 9.01. Financial Statements and Exhibits

| <u>Exhibits</u> | <u>Description</u> |
|-----------------|---|
| 99.1* | Press Release of Gryphon Gold Corporation dated September 7, 2007 |

* Previously filed with the SEC on Form 8-K on September 11, 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: September 12, 2007

By: /s/ Michael Longinotti
Michael Longinotti
Chief Financial Officer