

THUNDER MOUNTAIN GOLD INC

Form 8-K

May 12, 2016

OMB APPROVAL

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**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): May 10, 2016

**THUNDER MOUNTAIN GOLD**

(Exact Name of Registrant as Specified in its Charter)

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<b>Idaho</b> (State or other jurisdiction of incorporation)	<b>001-08429</b> (Commission File Number)	<b>91-1031075</b> (IRS Employer Identification No.)
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<b>11770 W. President Drive, Ste. F, Boise, Idaho</b> (Address of principal executive offices)	<b>83713</b> (Zip Code)
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Registrant's telephone number, including area code: **208-658-1037**

(Former Name or Former Address if Changed Since Last Report)

Check the appropriate box below if the Form 8K 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 (17CFR230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**SEC 873 (11-14)**

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**Item 1.01 Entry into a Material Definitive Agreement.**

On May 10, 2016, Thunder Mountain Gold, Inc. extended the expiration date of five million (5,000,000) outstanding warrants for 6 months, or until November 24, 2016. The Warrants were due to expire on May 24, 2016. The warrants were also discounted from \$0.15 down to \$0.10 during the same time period.

The Warrants were part of the Units sold during the Company's Private Placement financing that closed on November 24, 2014, consisting of 10,000,000 units of the Company ( Unit ) at a price of \$0.05 per Unit for gross proceeds of up to \$460,000. Each Unit consisted of one share of the Company's common stock and one-half of one common share purchase warrant. Each whole warrant entitled the holder to purchase one additional share of common stock of the Company at a price of \$0.15 for a period of 18 months.

Pursuant to a Selling Agreement, the Selling Agent was entitled to compensation in the following form: (a) a cash commission equal to 10% of the price of the Units sold. At December 31, 2014, \$1,500 in commissions was accrued based on the sale of 300,000 shares; (b) an additional cash commission of 10% of gross proceeds received from the exercise of Warrants issued as part of such Units or any other equity investment made by investors introduced by the Agent within a 24-month period following closing; and (c) non-transferable broker warrants to purchase a number of additional Units equal to 5% of Units sold by the Agent in the initial offering. The Agent Warrants will have the same exercise price and otherwise be on the same terms as the Warrants. At December 31, 2014, 15,000 agent warrants were issued.

The offering was believed exempt from registration pursuant to the exemption for transactions by an issuer not involving any public offering under Section 4(6) the Securities Act of 1933, as amended. The securities offered, sold, and issued in connection with the private placement have not been or are not registered under the Securities Act of 1933, as amended, or any state securities laws and may not be offered or sold in the United States absent registration with the Securities and Exchange Commission or an applicable exemption from the registration requirements.

**Item 9.01. Financial Statements and Exhibits**

(c)

Exhibits

Exhibit No.	Description
99.1	<u>News release dated May 12, 2016,</u> Thunder Mountain Gold Extends Terms Of Outstanding Warrants.



**SIGNATURES**

**FORM 8-K**

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.

THUNDER MOUNTAIN GOLD, INC.

(Registrant)

By: /s/ Eric T. Jones

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President, Director and Chief Executive Officer

Date: May 12, 2016