

GOLD RESOURCE CORP  
Form 8-K/A  
December 09, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**  
**(Amendment No. 2)**

**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): June 21, 2011

**GOLD RESOURCE CORPORATION**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction of incorporation or organization) (Commission File Number) (I.R.S. Employer Identification No.)

2886 Carriage Manor Point

Colorado Springs, CO 80906

(Address of principal executive offices) (Zip Code)

Registrant's telephone number including area code: (303) 320-7708

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):

- .. 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))

**Explanatory Note**

This Amendment No. 2 to Form 8-K is being filed to correct Amendment No. 1 to Form 8-K filed on November 16, 2011 in which portions of the text were inadvertently omitted from the filing on EDGAR due to a technical error.

The information below contains the omitted text.

**Item 5.07. Submission of Matters to a Vote of Security Holders**

On June 22, 2011, Gold Resource Corporation (the Company) filed a Current Report on Form 8-K (the Original 8-K) to, among other things, report the results of voting at the 2011 annual meeting of shareholders of the Company held on June 21, 2011 (the Annual Meeting) with respect to election of directors, an advisory vote on executive compensation (say-on-pay), an advisory vote on the frequency of the say-on-pay vote and appointment of the Company's independent registered public accounting firm for the year ending December 31, 2011.

As reported in the Original 8-K, a majority of the shares that voted at the Annual Meeting on the non-binding advisory vote regarding the frequency of future say-on-pay votes voted for the Company to hold such votes on executive compensation every three (3) years. In light of this result, and after consideration by the Compensation Committee of the Board of Directors, the Committee has determined that the Company will hold future non-binding, advisory votes on executive compensation every three years until the next required non-binding advisory vote on the frequency of such votes on executive compensation.

**SIGNATURE**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

**GOLD RESOURCE CORPORATION**

Date: December 9, 2011

By: /s/ William W. Reid  
Name: William W. Reid  
Title: Chief Executive Officer