TOTAL S.A.
Form 6-K
August 12, 2013
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER

PURSUANT TO RULE 13a-16 OR 15d-16 OF THE

SECURITIES EXCHANGE ACT OF 1934

August 12, 2013

Commission File Number 001-10888

TOTAL S.A.

(Translation of registrant s name into English)

2, place Jean Millier

La Défense 6

92400 Courbevoie

France

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F þ Form 40-F ¨

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ¨

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ¨

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant s home country), or under the rules of the home country exchange on which the registrant s securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant s security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ¨ No þ

(If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-_____ .)

THIS REPORT ON FORM 6-K SHALL BE DEEMED TO BE INCORPORATED BY REFERENCE IN THE REGISTRATION STATEMENT ON FORM F-3 (NOS. 333-180967, 333-180967-01, 333-180967-02 AND 333-180967-03) OF TOTAL S.A., TOTAL CAPITAL INTERNATIONAL, TOTAL CAPITAL CANADA LTD. AND TOTAL CAPITAL AND TO BE PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

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TOTAL S.A. is providing on this Form 6-K (i) the Officer s Certificate pursuant to Sections 102 and 301 of the Indenture dated as of October 2, 2009, among Total Capital, TOTAL S.A. and The Bank of New York Mellon, as Trustee (the Total Capital Indenture), (ii) the Officer s Certificate pursuant to Sections 102 and 301 of the Indenture dated as of February 17, 2012, among Total Capital International, TOTAL S.A. and The Bank of New York Mellon, as Trustee (the Total International Indenture), (iii) the Opinion of Peter Herbel, General Counsel of TOTAL S.A., as to the validity of the Total Capital Notes and the Total Capital International Notes and the respective Guarantees issued on August 12, 2013, pursuant to the Total Capital Indenture and the Total International Indenture, as to certain matters of French law and (iv) the Opinion of Jonathan E. Marsh, Group U.S. Counsel of TOTAL S.A., as to the validity of the Total Capital Notes and the Total Capital International Notes and the respective Guarantees issued on August 12, 2013, pursuant to the Total Capital Indenture and the Total International Indenture, as to certain matters of United States law.

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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, thereunto duly authorized.

TOTAL S.A.

Date: August 12, 2013

By: /s/ HUMBERT DE WENDEL
Name: Humbert de WENDEL
Title: Treasurer

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Exhibit Index

Exhibit 4.1 Officer s Certificate pursuant to Sections 102 and 301 of the Total Capital Indenture dated as of October 2, 2009 among Total Capital, TOTAL S.A., and The Bank of New York Mellon, as Trustee.

Exhibit 4.2 Officer s Certificate pursuant to Sections 102 and 301 of the Total International Indenture dated as of February 17, 2012, among Total Capital International, TOTAL S.A., and The Bank of New York Mellon, as Trustee.

Exhibit 5.1 Opinion of Peter Herbel, General Counsel of TOTAL S.A., as to the validity of the Total Capital Notes and the Total Capital International Notes and the respective Guarantees issued on August 12, 2013, pursuant to the Total Capital Indenture and the Total International Indenture, as to certain matters of French law.

Exhibit 5.2 Opinion of Jonathan E. Marsh, Group U.S. Counsel of TOTAL S.A., as to the validity of the Total Capital Notes and the Total Capital International Notes and the respective Guarantees issued on August 12, 2013, pursuant to the Total Capital Indenture and the Total International Indenture, as to certain matters of United States law.

hareholders. In addition to objective standards, the NYSE Amex may delist the securities of any issuer if, in its opinion, the issuer's financial condition and/or operating results appear unsatisfactory; if it appears that the extent of public distribution or the aggregate market value of the security has become so reduced as to make continued listing on the NYSE Amex inadvisable; if the issuer sells or disposes of principal operating assets or ceases to be an operating company; if an issuer fails to comply with the NYSE Amex's listing requirements; if an issuer's common stock sells at what the NYSE Amex considers a "low selling price" and the issuer fails to correct this via a reverse split of shares after notification by the NYSE Amex; or if any other event occurs or any condition exists which makes continued listing on the NYSE Amex, in its opinion, inadvisable.

If the NYSE Amex delists our common stock, you may face material adverse consequences, including, but not limited to, a lack of trading market for our securities, reduced liquidity, decreased analyst coverage of our securities, and an inability for us to obtain additional financing to fund our operations.

Issuances of our stock in the future could dilute existing shareholders and adversely affect the market price of our common stock. We have the authority to issue up to 100,000,000 shares of common stock, 5,000,000 shares of preferred stock, and also to issue options and warrants to purchase shares of our common stock without stockholder approval. As of April 22, 2011, there were 52,998,303 shares of common stock outstanding. Future issuances of our securities could be at values substantially below the price paid for our common stock by our current shareholders. In addition, we can issue blocks of our common stock in amounts up to 20% of the then outstanding shares without further shareholder approval. Because we experience lower trading volume in our common stock than many of our larger peers, the issuance of a significant amount of our common stock may have a disproportionately large impact on its share price compared to larger companies.

Past payments of dividends on our common stock are not indictors of future payments of dividends. As of April 22, 2011, we have declared nine special cash dividends on our common stock. However, our ability to pay dividends in the future will depend on a number of factors, including our ability to generate cash flow from operations. Further, a portion of our cash flow will likely be retained to finance our operations. We do not have a formal dividend program and any future dividends will depend upon our cash flow, our then-existing financial requirements and other factors, and will be declared at the discretion of our Board of Directors.

Forward-Looking Statements

This prospectus and the documents incorporated herein by reference herein contain forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995 concerning our future business plans and strategies, the proposed exploration and development of our property, the receipt of working capital, future revenues and other statements that are not historical in nature. In this prospectus, forward-looking statements are often identified by the words “anticipate,” “plan,” “believe,” “expect,” “estimate,” and the like. These forward-looking statements reflect our current beliefs, expectations and opinions with respect to future events, and involve future risks and uncertainties which could cause actual results to differ materially from those expressed or implied.

In addition to the specific factors identified under “RISK FACTORS” above, other uncertainties that could affect the accuracy of forward-looking statements include:

- decisions of foreign countries and banks within those countries;
- technological changes in the mining industry;
- our costs;
- the level of demand for our products;
- changes in our business strategy;
- interpretation of drill hole results and the geology, grade and continuity of mineralization;
- the uncertainty of reserve estimates and timing of development expenditures; and
- commodity price fluctuations.

This list, together with the factors identified under “RISK FACTORS,” is not exhaustive of the factors that may affect any of our forward-looking statements. You should read this prospectus and the documents incorporated herein by reference completely and with the understanding that our actual future results may be materially different from what we expect. These forward-looking statements represent our beliefs, expectations and opinions only as of the date of this prospectus. We do not intend to update these forward looking statements except as required by law. We qualify all of our forward-looking statements by these cautionary statements.

Prospective investors are urged not to put undue reliance on forward-looking statements.

USE OF PROCEEDS

We will not receive any of the proceeds from the sale of common stock the Selling Shareholders.

SELLING SHAREHOLDERS

On behalf of certain of our shareholders, we have agreed to file a registration statement with the SEC covering the resale of our common stock as described in the table below. We have also agreed to use our best efforts to keep the registration statement effective and update the prospectus until the securities owned by the selling shareholders have been sold or may be sold without registration or prospectus delivery requirements under the Securities Act of 1933, as amended, which we refer to as the Securities Act. We will pay the costs and fees of registering the shares, but the selling shareholders will pay any brokerage commissions, discounts or other expenses relating to the sale of the shares.

The registration statement which we have filed with the SEC, of which this prospectus forms a part, covers the resale of our common stock by the selling shareholders from time to time under Rule 415 of the Securities Act. Our agreement with the selling shareholders is designed to provide those shareholders some liquidity in their ownership of common stock and to permit secondary public trading of those securities. The selling shareholders may offer our securities covered under this prospectus for resale from time to time. The selling shareholders may also sell, transfer or otherwise dispose of all or a portion of our securities in transactions exempt from the registration requirements of the Securities Act. (See “PLAN OF DISTRIBUTION”).

The table below presents information as of the date of this prospectus regarding the selling shareholders and our common stock that the selling shareholders may offer and sell from time to time under this prospectus. The table is prepared based on information supplied to us by those shareholders. Although we have assumed, for purposes of the table below, that the selling shareholders will sell all of the securities offered by this prospectus, because they may offer all or some of the securities in transactions covered by this prospectus or in another manner, no assurance can be given as to the actual number of shares that will be resold by the selling shareholders. Information covering the selling shareholders may change from time to time, and changed information will be presented in a supplement to this prospectus if and when required. If we are advised of a change in selling shareholders and the new selling shareholders, any pledges, donees or transferees wish to rely upon this prospectus in the resale of their shares, we will file an amendment to the registration statement of which this prospectus is a part, if required. Except as described above, there are no agreements, arrangements or understandings with respect to resale of any of the securities covered by this prospectus.

			Shares Owned After Offering(1)	
Name of Selling Shareholder	Number of Shares Owned Prior to the Offering	Number of Shares to be Offered	Number (#)	Percent (%)
Advanced Series Trust, solely on behalf of AST Academic Strategies Asset Allocation Portfolio(2)	9,000	9,000	0	*
AQR Funds - AQR Diversified Arbitrage Fund (2)	72,500	72,500	0	*
AQR Opportunistic Premium Offshore Fund, L.P. (2)	11,000	11,000	0	*
AQR Delta Sapphire Fund, L.P. (2)	11,000	11,000	0	*
CNH Diversified Opportunities Master Account, L.P. (2)	7,000	7,000	0	*
AQR Absolute Return Master Account, L.P. (2)	5,000	5,000	0	*
AQR Delta Master Account, L.P. (2)	72,000	72,000	0	*
Iroquois Master Fund, Ltd. (3)	187,500	187,500	0	*
Tocqueville Gold Fund(4)	4,908,976	1,500,000	3,408,976	6.4
Franklin Gold & Precious Metals Fund(5)(6)	1,000,000	1,000,000	0	*
BGF World Gold Fund(7)	1,366,437	360,000	1,006,437	1.9
Blackrock Gold & General Fund(7)	736,573	240,000	496,573	*
TOTAL:		3,475,000		

* Less than 1%

(1) Assumes that all of the shares offered hereby are sold, of which there is no assurance.

(2) The selling shareholders have identified Todd Pulvino as the individual with the power to vote and dispose of these shares.

(3) Iroquois Capital Management L.L.C. ("Iroquois Capital") is the investment manager of Iroquois Master Fund, Ltd ("IMF"). Consequently, Iroquois Capital has voting control and investment discretion over securities held by IMF. As managing members of Iroquois Capital, Joshua Silverman and Richard Abbe make voting and investment decisions on behalf of Iroquois Capital in its capacity as investment manager to IMF. As a result of the foregoing, Messrs. Silverman and Abbe may be deemed to have beneficial ownership (as determined under Section 13(d) of the Securities Exchange Act of 1934, as amended) of the securities held by IMF. Notwithstanding the foregoing, Messrs. Silverman and Abbe disclaim such beneficial ownership.

(4) Tocqueville Asset Management, LP is a selling shareholder on behalf of certain discretionary investment management account clients. The selling shareholder has been identified as John Hathaway, the portfolio manager for such accounts, as the individual with the power to vote and dispose of these shares.
(5) Excludes shares owned by an affiliate of the selling shareholder, of which it disclaims beneficial ownership.
(6) The selling shareholder has identified Steve Land as the individual with the power to vote and dispose of these shares.
(7) The selling shareholder has been identified as Evy Hambro as the individual with the power to vote and dispose of these shares.

Except as otherwise noted in the table above and to the best of our knowledge, the selling shareholders are not associated with or affiliates of United States broker-dealers, and at the time of purchase the selling shareholders purchased the securities in the ordinary course of business and did not have any agreements or understandings, directly or indirectly, with any persons to distribute or dispose of the securities. Unless otherwise stated, none of the selling shareholders have any relationship to our company, except as a shareholder.

PLAN OF DISTRIBUTION

The selling shareholders and their pledgees, donees, transferees or other successors in interest may offer the shares of our common stock from time to time after the date of this prospectus and will determine the time, manner and size of each sale on the NYSE Amex, in market transactions, in negotiated transactions or otherwise. The shares may be offered at prices prevailing in the market or at privately negotiated prices. The selling shareholders may negotiate, and may pay, brokers or dealers commissions, discounts or concessions for their services. In effecting sales, brokers or dealers engaged by the selling shareholders may allow other brokers or dealers to participate. However, the selling shareholders and any brokers or dealers involved in the sale or resale of the shares may qualify as “underwriters” within the meaning of Section 2(a)(11) of the Securities Act. In addition, the brokers’ or dealers’ commissions, discounts or concessions may qualify as underwriters’ compensation under the Securities Act.

The methods by which the selling shareholders may sell the shares of our common stock include:

- A block trade in which a broker or dealer so engaged will attempt to sell the shares as agent but may position and resell a portion of the block, as principal, in order to facilitate the transaction;
- Sales to a broker or dealer, as principal, in a market maker capacity or otherwise and resale by the broker or dealer for its account;
- Ordinary brokerage transactions and transactions in which a broker solicits purchases;
- Privately negotiated transactions;
- Short sales;
- Any combination of these methods of sale; or
- Any other legal method.

In addition to selling their shares under this prospectus, the selling shareholders may transfer their shares in other ways not involving market makers or established trading markets, including directly by gift, distribution, or other transfer, or sell their shares under Rule 144 of the Securities Act rather than under this prospectus, if the transaction meets the requirements of Rule 144. Any selling shareholder who uses this prospectus to sell his shares will be subject to the prospectus delivery requirements of the Securities Act.

Regulation M under the Securities Exchange Act of 1934, which we refer to as the Exchange Act, provides that during the period that any person is engaged in the distribution of our shares of common stock, as defined in Regulation M,

such person generally may not purchase our common stock. The selling shareholders are subject to these restrictions, which may limit the timing of purchases and sales of our common stock by the selling shareholders. This may affect the marketability of our common stock.

The selling shareholders may use agents to sell the shares. If this happens, the agents may receive discounts or commissions. The selling shareholders do not expect these discounts and commissions to exceed what is customary for the type of transaction involved. If required, a supplement to this prospectus will set forth the applicable commission or discount, if any, and the names of any underwriters, brokers, dealers or agents involved in the sale of the shares. The selling shareholders and any underwriters, brokers, dealers or agents that participate in the distribution of our common stock offered hereby may be deemed to be "underwriters" within the meaning of the Securities Act, and any profit on the sale of shares by them and any discounts, commissions, concessions or other compensation received by them may be deemed to be underwriting discounts and commissions under the Securities Act. The selling shareholders may agree to indemnify any broker or dealer or agent against certain liabilities relating to the selling of the shares, including liabilities arising under the Securities Act.

Upon notification by the selling shareholders that any material arrangement has been entered into with a broker or dealer for the sale of the shares through a block trade, special offering, exchange distribution or secondary distribution or a purchase by a broker or dealer, we will file a supplement to this prospectus, if required, pursuant to Rule 424(b) under the Securities Act, disclosing the material terms of the transaction.

DESCRIPTION OF CAPITAL STOCK

For a full description of our capital stock, please see the documents identified in the section "INCORPORATION BY REFERENCE" in this prospectus. As of the date of this prospectus, we are authorized to issue 100,000,000 shares of common stock and 5,000,000 shares of preferred stock. On April 22, 2011, we had 52,998,303 shares of common stock issued and outstanding, and no shares of preferred stock outstanding.

LEGAL MATTERS

We have been advised on the legality of the shares included in this prospectus by Dufford & Brown, P.C., of Denver, Colorado.

EXPERTS

Our financial statements as of December 31, 2010 and for the three years then ended incorporated by reference in this prospectus have been incorporated in reliance on the reports of StarkSchenkein, LLP (formerly Stark Winter Schenkein & Co., LLP), our independent registered public accounting firm. These financial statements have been incorporated on the authority of this firm as an expert in auditing and accounting.

WHERE YOU CAN FIND MORE INFORMATION

As a reporting company with securities registered under the Exchange Act, we file periodic reports, proxy statements and other documents with the SEC. You may read and copy any document we file at the SEC's Public Reference Rooms at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the Public Reference Rooms. You can also obtain copies of our SEC filings by going to the SEC's website at http://www.sec.gov.

We have filed with the SEC a registration statement on Form S-1 and a post-effective amendment on Form S-3 to register the shares of our common stock. This prospectus is part of that registration statement and, as permitted by the SEC's rules, does not contain all of the information set forth in the registration statement. For further information about us or our common stock, you may refer to the registration statement and to the exhibits filed as part of the registration statement. The description of all agreements or the terms of those agreements contained in this prospectus are specifically qualified by reference to the agreements, filed or incorporated by reference in the registration statement.

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INCORPORATION BY REFERENCE

The SEC allows us to "incorporate by reference" in this prospectus the information that we file with them. This means that we can disclose important information to you in this document by referring you to other filings we have made with the SEC. The information incorporated by reference is considered to be a part of this prospectus, and the information we file later with the SEC will automatically update and supersede the information filed earlier. We incorporate by reference the documents listed below and any filings we make with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the initial filing of the registration statement that contains this prospectus and until the offering of the securities covered by this prospectus is completed; provided, however, that we are not incorporating by reference any additional documents or information furnished and not filed with the SEC:

- our Annual Report on Form 10-K for our fiscal year ended December 31, 2010, filed with the SEC on March 15, 2011;
- our Current Report on Form 8-K filed iwth te SEC on April 12, 2011; and
- the description of our common stock as set forth in our Registration Statement on Form 8-A filed with the SEC on August 25, 2010 (File No. 001-34857).

This prospectus may contain information that updates, modifies or is contrary to information in one or more of the documents incorporated by reference in this prospectus. You should rely only on the information incorporated by reference or provided in this prospectus. We have not authorized anyone else to provide you with different information. You should not assume that the information in this prospectus is accurate as of any date other than the date of this prospectus or the date of the documents incorporated by reference in this prospectus.

Upon the written or oral request of any person to whom a copy of this prospectus is delivered, including any beneficial owner, we will provide at no cost a copy of any and all of the information that is incorporated by reference in this prospectus.

Requests for such documents should be directed to:

Jason Reid, President
Gold Resource Corporation
2886 Carriage Manor Point
Colorado Springs, Colorado 80906
Telephone: (303) 320-7708
E-mail: jasonreid@goldresourcecorp.com

You may also access the documents incorporated by reference in this prospectus through our website at www.goldresourcecorp.com. Except for the specific incorporated documents listed above, no information available on or through our website shall be deemed to be incorporated in this prospectus or the registration statement of which it forms a part.

You should rely only on the information contained in this document or that we have referred you to. We have not authorized anyone to provide you with information that is different. This prospectus is not an offer to sell common stock and is not soliciting an offer to buy common stock in any state where the offer or sale is not permitted.

3,475,000 Shares

GOLD RESOURCE CORPORATION

Common Stock

_____

PROSPECTUS

_____

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_____, 2011

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

We will pay all expenses in connection with the issuance and distribution of the securities being registered except selling discounts and commissions of the selling shareholders. The following table sets forth expenses and costs related to this offering (other than underwriting discounts and commissions) expected to be incurred with the issuance and distribution of the securities described in this registration statement. All amounts are estimates except for the SEC's registration fee.

SEC registration fee	$ --
Legal fees	5,000.00
Accounting fees	1,000.00
Miscellaneous	--
Total	$ 6,000.00

Item 15. Indemnification of Directors and Officers

Our Articles of Incorporation and Bylaws provide that we must indemnify, to the fullest extent permitted by Colorado law, any of our directors or officers made or threatened to be made a party to a proceeding, by reason of the person serving or having served in a capacity as such, against judgments, penalties, fines, settlements and reasonable expenses incurred by the person in connection with the proceeding if certain standards are met. At present, there is no pending litigation or proceeding involving any of our directors or officers where indemnification will be required or permitted. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors or officers pursuant to the foregoing provisions, or otherwise, we have been advised that in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

The Colorado Business Corporation Act (the "CBCA") allows indemnification of directors, officers, employees and agents of a company against liabilities incurred in any proceeding in which an individual is made a party because he was a director, officer, employee or agent of the company if such person conducted himself in good faith and reasonably believed his actions were in, or not opposed to, the best interests of the company, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. A person must be found to be entitled to indemnification under this statutory standard by procedures designed to assure that disinterested members of the board of directors have approved indemnification or that, absent the ability to obtain sufficient numbers of disinterested directors, independent counsel or shareholders have approved the indemnification based on a finding that the person has met the standard. Indemnification is limited to reasonable expenses.

Our Articles of Incorporation limit the liability of our directors to the fullest extent permitted by the CBCA. Specifically, our directors will not be personally liable for monetary damages for breach of fiduciary duty as directors, except for:

- any breach of the duty of loyalty to our company or our stockholders;
- acts or omissions not in good faith or that involved intentional misconduct or a knowing violation of law;
- dividends or other distributions of corporate assets that are in contravention of certain statutory or contractual restrictions;
- violations of certain laws; or
- any transaction from which the director derives an improper personal benefit.

Liability under federal securities law is not limited by the Articles.

Item 16. EXHIBITS

The following Exhibits are filed or incorporated by reference as part of this registration statement:

Item No.	Description
4	Specimen stock certificate (incorporated by reference from our amended registration statement on Form SB-2/A filed on March 27, 2006, Exhibit 4, File No. 333-129321).
23.1*	Consent of StarkSchenkein, LLP, Independent Registered Public Accounting Firm.
23.2*	Consent of Dufford & Brown, P.C.

* filed herewith

Item 17. UNDERTAKINGS.

The undersigned registrant hereby undertakes:

1. To file, during any period in which it offers or sells securities, a post-effective amendment to this registration statement:

i. To include any prospectus required by section 10(a)(3) of the Securities Act;

ii. To reflect in the prospectus any facts or events which, individually or together, represent a fundamental change in the information in the registration statement; and notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in the volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

iii. To include any additional or changed material information on the plan of distribution.

2. That, for the purpose of determining liability under the Securities Act, each post-effective amendment shall be deemed to be a new registration statement of the securities offered therein, and the offering of the securities at that time shall be deemed to be the initial bona fide offering.

3. To remove from registration by means of a post-effective amendment any of the securities that remain unsold at the end of the offering.

4. For determining liability of the undersigned registrant under the Securities Act to any purchaser:

i. That each prospectus filed by the undersigned pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement;

ii. Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act shall be deemed to be part of and included

in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date; and

iii. Each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

5. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant, the registrant has been advised that in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question, whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

In accordance with the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and authorize this amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in Colorado Springs, Colorado, on this 25th day of April, 2011.

GOLD RESOURCE CORPORATION
(Registrant)

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

In accordance with the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacity and on the dates stated:

/s/ William W. Reid William W. Reid	Chief Executive Officer, Interim Chief Financial Officer and Chairman of the Board	April 25, 2011
/s/ William W. Reid, as attorney in fact Jason D. Reid	President and Director	April 25, 2011
/s/ William W. Reid, as attorney in fact Bill M. Conrad	Director	April 25, 2011
/s/ William W. Reid, as attorney in fact Tor Falck	Director	April 25, 2011
/s/ William W. Reid, as attorney in fact Isac Burstein	Director	April 25, 2011

EXHIBIT INDEX

The following Exhibits are filed or incorporated by reference as part of this registration statement on Form S-3:

Item No.	Description
4	Specimen stock certificate (incorporated by reference from our amended registration statement on Form SB-2/A filed on March 27, 2006, Exhibit 4, File No. 333-129321).
23.1*	Consent of StarkSchenkein, LLP, Independent Registered Public Accounting Firm.
23.2*	Consent of Dufford & Brown, P.C.

* filed herewith