

DYNARESOURCE INC
 Form 3
 July 10, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|---|---|---|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Golden Post Rail, LLC | | (Month/Day/Year) | DYNARESOURCE INC [DYNR] | |
| (Last) | (First) | (Middle) | 06/30/2015 | |
| 1110 POST OAK PLACE | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| WESTLAKE,Â TXÂ 76262 | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | | | |
| | | Title | Amount or Number of Shares | | |

| | | | | | | | |
|--|------------|------------|--------------|---------------|------------|-------|---|
| Series C Senior Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 1,733,221 (2) | \$ 2.5 (2) | D (3) | Â |
| Common Stock Purchase Warrant (right to buy) | 06/30/2015 | 06/30/2020 | Common Stock | 2,166,527 (4) | \$ 2.5 (4) | D (3) | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Golden Post Rail, LLC 1110 POST OAK PLACE WESTLAKE, TX 76262 | Â | Â X | Â | Â |
| ROSE MATTHEW K 1110 POST OAK PLACE WESTLAKE, TX 76262 | Â | Â X | Â | Â |

Signatures

| | |
|---|------------|
| Golden Post Rail, LLC, By: /s/ Matthew K. Rose, manager | 07/10/2015 |
| __Signature of Reporting Person | Date |
| /s/ Matthew K. Rose | 07/10/2015 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The shares of Series C Senior Convertible Preferred Stock (the "Series C Preferred Stock") are convertible into shares of common stock at any time, at the holder's election, and have no expiration date.
- The shares of Series C Preferred Stock are initially convertible into shares of common stock on a 1:1 basis. The conversion price, and the number of shares of common stock into which the shares of Series C Preferred Stock is convertible, are subject to anti-dilution adjustments, which generally provide that the shares of Series C Preferred Stock will retain their percentage ownership of each of the fully diluted outstanding shares of common stock of the issuer and the equity held by the issuer in one of its subsidiaries.
- (2) Mr. Rose is the Manager, President, Secretary and Treasurer of Golden Post Rail, LLC and may be deemed to beneficially own the securities held by Golden Post Rail, LLC. Mr. Rose disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein. Mr. Rose states that neither the filing of this statement nor anything herein shall be deemed an admission that Mr. Rose is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the beneficial owner of these securities.
- (3) The number of shares of common stock for which the warrant is exercisable is subject to anti-dilution adjustments, which generally provide that the warrant will retain its percentage ownership of each of the fully diluted outstanding shares of common stock of the issuer and the equity held by the issuer in one of its subsidiaries. In connection with any such anti-dilution adjustment, the exercise price per share decreases such that the aggregate exercise price of the warrant remains constant.
- (4)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.