

Gibbs John D
Form 4
January 30, 2019

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gibbs John D

(Last) (First) (Middle)

807 WOOD N CREEK

(Street)

ARDMORE, OK 73401

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MAGELLAN GOLD Corp [MAGE]

3. Date of Earliest Transaction
(Month/Day/Year)

12/31/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock					1,113,450 ⁽¹⁾	D	
Common Stock					10,330 ⁽²⁾	I	Pres. of TriPower Resources
Common Stock	12/31/2018		A	216,993 ⁽³⁾	A \$ 0 ⁽⁴⁾	1,330,443	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pri Deriv Secur (Instr			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Convertible Note	\$ 1 ⁽⁵⁾					<u>(8)</u>	<u>(8)</u>			Common Stock	150,000 <u>(6)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gibbs John D 807 WOOD N CREEK ARDMORE, OK 73401			X	

Signatures

/s/ John D.
Gibbs

01/30/2019

 Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) Reflects shares adjusted to give effect to a 1 for 50 reverse stock split which was effective 1/7/19.
- (2) Reflects shares adjusted to give effect to a 1 for 50 reverse stock split effective 1/7/19.
- (3) Shares were issued for no additional consideration pursuant to anti-dilution price protection provision attached to an earlier investment in March and June 2018. Shares are valued at \$0.5720 per share.
- (4) Shares were issued for no additional consideration pursuant to anti-dilution price protection provision attached to an earlier investment in March and June 2018. Shares are valued at \$0.5720 per share.
- (5) Reflects adjusted conversion price to give effect to a 1 for 50 reverse stock split which was effective 1/7/19.
- (6) Reflects shares adjusted to give effect to a 1 for 50 reverse stock split which was effective 1/7/19. This number of shares does not include future accrued interest that may be convertible into shares.
- (7)

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Reflects shares adjusted to give effect to a 1 for 50 reverse stock split which was effective 1/7/19. This number of shares does not include future accrued interest that may be convertible into shares.

(8) Promissory Note, convertible at the option of the holder any time before the note is paid in full.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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