

GOLD RESOURCE CORP
Form DEF 14A
April 30, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Gold Resource Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0 11 (set forth the amount on which the filing fee is calculated and state how it was determined):
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 - (3) Filing Party:
 - (4) Date Filed:
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2886 Carriage Manor Point Colorado Springs, CO 80906

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

JUNE 25, 2015

To the Shareholders of Gold Resource Corporation:

NOTICE IS HEREBY GIVEN that the annual meeting of the shareholders of Gold Resource Corporation (the “Company”) will be held at the Sheraton Denver West Hotel, 360 Union Boulevard, Lakewood, Colorado 80228, on Thursday, June 25, 2015 at 9:00 a.m. Mountain time, to:

- (1) Elect four (4) directors to serve until the next annual meeting of shareholders and until their successors are elected and qualified;
- (2) Ratify the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2015; and
- (3) Transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

These items of business are more fully described in the proxy statement accompanying this notice. Please read it carefully.

Only holders of record of the Company’s common stock as of the close of business on April 27, 2015, the record date for the Annual Meeting, are entitled to notice of and to vote at the meeting, or at any adjournments or postponements thereof. A list of shareholders entitled to vote at the annual meeting will be available for examination by any shareholder beginning May 9, 2015 at our principal executive offices located at 2886 Carriage Manor Point, Colorado Springs, Colorado 80906 and at the annual meeting.

Your vote is important. You are urged to submit your proxy so that your shares can be voted at the meeting in accordance with your instructions. You can submit your proxy electronically through the Internet or by telephone, or if you request or otherwise receive a paper proxy card, by completing and signing the enclosed proxy card and mailing it in the postage-paid envelope. You are cordially invited to attend the meeting in person and may vote your shares in person at the meeting, in which case your proxy will be automatically revoked.

Respectfully submitted,

Colorado Springs, Colorado /s/ Jessica M. Browne
April 30, 2015 Corporate Secretary

Important Notice Regarding the Availability of Proxy Materials for the 2015 Annual Meeting of Shareholders to be held on Thursday, June 25, 2015:

The Proxy Statement and Annual Report to Shareholders for the year ended December 31, 2014 of Gold Resource Corporation are available on the internet at <http://www.proxyvote.com>

Gold Resource Corporation

2886 Carriage Manor Point Colorado Springs, CO 80906

PROXY STATEMENT FOR THE 2015

ANNUAL MEETING OF SHAREHOLDERS

This proxy statement and the accompanying proxy are furnished in connection with the solicitation of proxies by the Board of Directors of Gold Resource Corporation (“we”, “our”, “us” or the “Company”), to be voted at the Annual Meeting of Shareholders, which will be held at 9:00 a.m. Mountain time on Thursday, June 25, 2015, at the Sheraton Denver West Hotel, 360 Union Boulevard, Lakewood, Colorado 80228, or at any adjournment or postponement of the meeting. This proxy statement, the enclosed proxy card, and our annual report to shareholders for the fiscal year ended December 31, 2014, were first provided to our shareholders on or about May 7, 2015. All shareholders are invited to attend the meeting in person.

If a proxy is properly completed and submitted in time to be voted at the meeting, the shares represented will be voted in accordance with the instructions contained therein. Shareholders may vote electronically through the Internet by logging on to the website www.proxyvote.com and following the instructions provided or by telephone toll-free at 1-800-690-6903 using a touch-tone telephone and following the menu instructions. Shareholders who request and/or otherwise receive a paper proxy card may also vote their shares by completing and signing the enclosed proxy card and mailing it in the postage-paid envelope. Signing and returning the proxy card or submitting the proxy via the Internet or telephone does not affect a shareholder’s right to vote in person at the meeting. Executed proxies that contain no instructions will be voted FOR each of the individuals nominated for director and FOR the ratification of KPMG LLP as our independent registered public accounting firm, and in accordance with the judgment of the person named as proxy on any other matters brought before the meeting. Other than the matters identified in the Notice of Annual Meeting, we know of no additional matters to be brought before the meeting.

Shareholders who execute proxies for the annual meeting may revoke their proxies at any time prior to their exercise by delivering written notice of revocation to us, by delivering a duly executed proxy bearing a later date, or by attending the meeting and voting in person. Presence at the meeting by a shareholder who has submitted a proxy does not in itself revoke the proxy. With respect to voting in person at the meeting, please note that shares may only be voted by the record owner of the shares, so any shareholders whose shares are held in the name of a bank, broker or other so-called “nominee holder” and who wish to vote those shares in person at the meeting must obtain a valid proxy from the nominee holder (e.g. the bank or broker) in order to vote the shares in person at the meeting.

Record date

The Board of Directors has fixed the close of business on April 27, 2015 as the record date for the determination of shareholders entitled to notice of, and to vote at the meeting. Only shareholders of record of our common stock at the close of business on that date are entitled to notice of, and to vote at the annual meeting.

Proposals to be submitted at the Annual Meeting

At the meeting, shareholders will be acting upon the following proposals:

- (1) Elect four (4) directors to serve until the next annual meeting of shareholders and until their successors are elected and qualified;

- (2) Ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015; and
- (3) Transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

Information Concerning Voting and Solicitation

As of the record date, there were 54,179,369 shares of common stock outstanding. Each share of common stock is entitled to one vote.

Quorum. The presence in person or by proxy of not less than one-third of the outstanding common stock of the Company as of the record date will constitute a quorum for the transaction of business at the annual meeting. For purposes of determining the presence of a quorum, shares present at the annual meeting that are not voted, such as abstentions and "broker non-votes," will be treated as shares that are present at the meeting. If a quorum is not present in person and by proxy at the meeting, or if fewer shares are present in person or by proxy than the minimum required to take action with respect to any proposal presented at the meeting, the chairman of the meeting or the shareholders entitled to vote at such meeting, present in person or by proxy, have the power to adjourn the meeting to a date not more than 120 days after the original record date without notice other than announcement at the meeting.

Broker Non-Votes. Broker non-votes occur when a broker has not received directions from its customer and does not have the discretionary authority to vote the customer's shares. The proposal to ratify the appointment of the independent registered public accounting firm (Proposal 2) is considered a routine matter and shares may be voted by brokers without instructions from its customers. The election of directors (Proposal 1) is a non-routine proposal and shares may not be voted by brokers in the absence of specific instructions from the customer.

Votes Required To Approve the Proposals.

Proposal 1—Election of Directors. In the election of directors, you may vote "FOR" one or more of the nominees or you may vote "WITHHOLD" your vote for one or more of the nominees. The four nominees for director receiving the greatest number of votes cast at the meeting in person or by proxy will be elected. Accordingly, withhold votes and broker non-votes will have no impact on the election of directors in Proposal 1, except to the extent that the failure to vote for an individual may result in other nominees receiving a larger percentage of votes. You may not cumulate your votes for the election of directors.

Proposal 2—Ratification of Appointment of KPMG LLP. In the ratification of the appointment of KPMG LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2015, you may vote "FOR," "AGAINST" or "ABSTAIN." This proposal requires the affirmative vote of a majority of those shares present in person or represented by proxy, entitled to vote, and actually voting on the proposal at the annual meeting. Abstentions and broker non-votes will have no effect on the vote for this proposal.

Solicitation. We may use the services of our directors, officers, employees and contractors to solicit proxies, personally or by telephone, but at no additional salary or compensation. We will also request banks, brokers and others who hold our common stock in nominee names to distribute proxy soliciting materials to beneficial owners and will reimburse such banks and brokers for reasonable out-of-pocket expenses which they may incur in so doing.

Expenses

The cost of the meeting, including the cost of preparing and mailing this proxy statement and proxy, will be borne by us.

Availability of Annual Report

The annual report to shareholders delivered with the proxy statement includes important information about the Company, including information from our annual report on Form 10-K for the year ended December 31, 2014 as filed with the Securities and Exchange Commission ("SEC"). We will furnish to any shareholder without charge upon written request a copy of our annual report on Form 10-K. The annual report on Form 10-K includes a list of all exhibits thereto. We will furnish copies of such exhibits upon written request and payment of our reasonable expenses in furnishing such exhibits. Each such request must include a good faith representation that, as of the record date, the person making such request was a beneficial owner of shares of Gold Resource Corporation common stock entitled to vote at the annual meeting of shareholders. Such written request should be directed to the attention of Jessica Browne, Corporate Secretary, at Gold Resource Corporation, 2886 Carriage Manor Point, Colorado Springs, CO 80906.

Principal Office

The principal executive office of our Company is located at 2886 Carriage Manor Point, Colorado Springs, CO 80906. Our telephone number at this address is (303) 320-7708.

We file reports with the SEC that can be accessed on the Company's website www.goldresourcecorp.com or on the SEC's website www.sec.gov.

YOUR VOTE IS IMPORTANT. PLEASE RETURN YOUR PROXY PROMPTLY BY INTERNET, TELEPHONE OR MAIL SO YOUR SHARES CAN BE REPRESENTED, EVEN IF YOU PLAN TO ATTEND THE MEETING IN PERSON.

PROPOSAL 1

Election of Directors

The Board of Directors currently consists of four members, each of whom are nominated by the Board of Directors to serve until the next annual meeting of shareholders and until their successors are duly elected and qualified.

Directors

The following table reflects our directors and nominees, including one who also serves as an executive officer as of the date of this proxy statement:

Name	Age	Positions With the Company	Board Position Held Since
Bill M. Conrad (1), (2), (3)	58	Chairman of the Board	2006
Jason D. Reid	42	CEO, President and Director	2010
Tor Falck(1), (2), (3)	76	Director	2010
Gary C. Huber (1), (2), (3)	63	Director	2013

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- (1) Member of the Audit Committee.
 - (2) Member of the Compensation Committee.
 - (3) Member of the Nominating and Governance Committee.

The following information summarizes the business experience for at least the last five years of each of the four individuals who are nominated for election to our Board of Directors, each of whom has indicated his willingness to serve and consented to being named in this proxy statement:

Bill M. Conrad. Mr. Conrad was elected to the Board of Directors on June 1, 2006 and began serving as Chairman of the Board effective January 1, 2014. Mr. Conrad has previously served as the Chairman of our Audit Committee and is currently the Chairman of our Compensation Committee and Nominating and Governance Committee. From 1990 to 2012, Mr. Conrad served as Vice President, Chief Financial Officer and a director of MCM Capital Management Inc., a privately-held financial management and consulting company he co-founded. From May 2005 until September 2008, Mr. Conrad served as the Vice President and Secretary of Brishlin Resources, Inc., now known as Synergy Resources Corporation (NYSE MKT: SYRG), a Colorado-based corporation engaged in the oil and gas industry. Mr. Conrad continues to serve as a director of Synergy Resources, a position he has held since the company's inception in

2005, and has served as a member of its audit committee and as chairman of its compensation committee since September 2008. Our Board believes that the management and corporate finance experience developed by Mr. Conrad over 35 years serving as an executive officer and director of numerous private and publicly-traded companies, as well as his familiarity with relevant accounting principles and financial statement presentation, make him well-qualified to serve on our Board of Directors.

Jason D. Reid. Jason Reid was named Chief Executive Officer effective October 1, 2013 in addition to serving as President since July 2010. He has served as a director since November 2010. He joined the Company in May 2006 as the corporate development strategist and served as our Vice President of Corporate Development from January 2008 until July 1, 2010 and in that capacity, he was responsible for formulating corporate growth strategies, capital formation, retail and institutional promotion. Mr. Reid was part of a management team that helped the Company evolve from an exploration stage start-up company to the gold and silver producer it is today. Prior to joining Gold Resource Corp., Mr. Reid spent 13 years successfully

operating two private businesses he founded. Mr. Reid received a Bachelor of Science degree in 1995 from Fort Lewis College. Jason Reid is the brother-in-law of Greg Patterson, Vice President of Corporate Development. Mr. Reid has also served the board of directors of Canamex Resources Corp. (TSX-V:CSQ) from April 2014 until November 2014. Our Board of Directors believes that Jason Reid's experience founding and operating his own business, as well as over nine years of mining industry experience, significant participation in the development of business strategy and decision-making for the Company, and skills related to risk assessment and analyzing complex local issues in Mexico provides him with the appropriate experience and qualifications to serve as a member of our Board.

Tor Falck. Tor Falck was appointed to the Board of Directors on August 17, 2010. He also serves as a member of our Audit Committee and our Compensation Committee. In March 2015, Mr. Falck was appointed to serve as a director for Scandium International Mining Corp. (Norway), a wholly-owned subsidiary of Scandium International Mining Corp. (TSX: SCY), a Canadian mineral exploration company. From January 2006 to December 2012, Mr. Falck served as a director for Blackstone Ventures Inc. (TSX-V: BLV), a Canadian mineral exploration company focused on exploring and developing base metals in Scandinavia. From April 2007 to December 2008, Mr. Falck also provided investor relations services to Blackstone Ventures. From August 2006 until December 2012, Mr. Falck served as a director of Blackstone Nickel AB and Blackstone Nickel NUF, Norwegian subsidiaries of Blackstone Ventures. From July 2003 to February 2007, Mr. Falck provided investor relations services to Bema Gold, which was later acquired by Kinross Gold Corporation (NYSE:KGC). Other than Blackstone Ventures, he has not served on the board of directors of any other public companies or registered investment companies during the past five years. Mr. Falck obtained a degree from Economic College in Bergen, Norway in 1959, a degree in Mathematics and Statistics in 1966 from the University of Frankfurt am Main, Germany, and a BA in economics in 1980 from Bankakademiet in Oslo, Norway. Our Board believes that Mr. Falck's experience with companies in the mining industry, prior experience as a principal officer and compliance officer of foreign companies and his relationships in the European investment community provide him with the skills and experience necessary to serve as a member of our Board of Directors.

Gary C. Huber. Dr. Huber was appointed to serve on our Board of Directors on January 30, 2013. He is a mining executive with over 35 years of natural resource experience. He is the founder and managing member of Rangeland E&P, LLC, a private company established for oil and gas exploration in 2006. From 2010 to 2011, Dr. Huber served as an independent director of Capital Gold Corp., a gold mining company with operations in Mexico which eventually merged into AuRico Gold Inc. (NYSE: AUQ), including serving on the Audit and Corporate Governance Committees. From 2007 to 2012, Dr. Huber was the president and chief executive officer of Neutron Energy, Inc., a private uranium development company operating in the western United States. Dr. Huber was one of the founders of Canyon Resources Corporation in 1979, which subsequently merged into Atna Resources Ltd. (TSX: ATN), and served in various capacities there until 2006, including as director, chief financial officer, vice president of finance, treasurer and secretary. He also served as the president and chief executive officer of CR Minerals Corporation, a subsidiary of Canyon Resources, from 1987 to 1998. Dr. Huber holds a Ph.D in geology from Colorado School of Mines and received a Bachelor of Science in Geology from Fort Lewis College. He is a fellow of the Society of Economic Geologists (SEG), a member of the Society for Mining, Metallurgy and Exploration (SME) and a Utah registered Professional Geologist. Dr. Huber also was formerly a director of the Denver Gold Group, a not-for-profit industry association for publicly-traded precious metal companies. Our Board believes that Dr. Huber is well-qualified to serve as a director of the Company as a result of his extensive mining industry experience including in areas of executive management, finance and risk assessment developed by serving as an executive officer and director of publicly traded natural resource companies.

2014 Director Compensation

We pay our independent directors a monthly cash retainer fee based on factors including tenure, committee membership and chairman duties. Mr. Conrad's retainer fee increased to \$20,000 per month when he

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succeeded William Reid as Chairman of the Board in January 2014. Mr. Falck receives \$8,000 per month. Dr. Huber receives \$9,000 per month. The directors also received a cash bonus during 2014 on the same basis as the named executive officers, which is discussed in more detail in the Compensation and Discussion Analysis below.

The table below summarizes the compensation of our independent directors and whose compensation is not disclosed in the Summary Compensation Table on page 16 for the fiscal year ended December 31, 2014:

Name	Fees Earned	Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	All Other Compensation	Total
	or paid in Cash					
Bill M. Conrad	\$ 379,000	-	-	-	\$ 2,468	\$ 381,468
Tor Falck	153,600	-	-	-	2,468	156,068
Gary C. Huber	172,800	-	-	-	2,468	175,268

All directors are reimbursed for reasonable and necessary expenses incurred in their capacities as such.

Communications to the Board of Directors

Our Board of Directors maintains a policy of reviewing and considering communications from our shareholders. Any shareholder who desires to contact the Board of Directors may do so by fax, telephone, or regular mail to the Board of Directors, via the attention of our Corporate Secretary, Jessica Browne. Shareholders can also send electronic communications to the Board via e-mail to jessicabrowne@goldresourcecorp.com. Such communications may also be forwarded to the Board by mail in a sealed envelope addressed to an individual director, the non-management directors or the Board by mailing to our corporate headquarters in Colorado S