

Brazil Minerals, Inc.  
Form 10-K/A  
April 29, 2015

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K/A  
(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2014

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 000-55191

Brazil Minerals, Inc.

(Exact name of registrant as specified in its charter)

Nevada 39-2078861  
(State or other jurisdiction of (IRS Employer  
incorporation or organization) Identification No.)

155 North Lake Avenue  
Pasadena, California 91101  
(Address of principal executive offices)

Issuer's telephone number, including area code: (213) 590-2500

Securities registered pursuant to Section 12(b) of the Act: None.

Securities registered pursuant to Section 12(g) of the Act: Common Stock, par value \$0.001 per share

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. (as defined in Rule 12b-2 of the Exchange Act). Check one:

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

As of June 30, 2014, the last business day of the Registrant's most recently completed second fiscal quarter, the aggregate market value of the Registrant's common stock held by non-affiliates (based on the closing sales price of such shares (\$.08) on such date as reported by Yahoo Finance) was approximately \$3,615,275. (For the purpose of this report it has been assumed that all officers and directors of the Registrant, as well as all stockholders holding 10% or more of the Registrant's stock, are affiliates of the Registrant.

As of April 10, 2015, there were outstanding 329,217,141 shares of the registrant's common stock, \$0.001 par value.

Documents incorporated by reference: None.

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EXPLANATORY NOTE

This Amendment No.1 to the Annual Report on Form 10-K of Brazil Minerals, Inc. for the fiscal year ended December 31, 2014 (the "2014 10-K") is being filed solely to file additional exhibits to the 2014 10-K.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(b) Exhibits

The exhibits listed on the accompanying Exhibit Index are filed as part of this Amendment No. to the 2014 10-K.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

BRAZIL MINERALS, INC.

By: /s/ Marc Fogassa

Marc Fogassa

Date: April 29, 2015 Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Marc Fogassa Marc Fogassa	Chief Executive Officer and Director; Chief Financial Officer and Chief Accounting Officer	April 29, 2015
/s/ Roger Noriega Roger Noriega	Director	April 29, 2015
/s/ Paul Durand Paul Durand	Director	April 29, 2015
/s/ Luis Mauricio Ferraiuoli de Azevedo Luis Mauricio Ferraiuoli de Azevedo	Director	April 29, 2015

EXHIBIT INDEX

Exhibit

Number Description

- 2.1 Exchange Agreement dated as of March 23, 2013 between the Company and Brazil Mining. Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission (the "Commission") on March 28, 2013.
- 3.1 Articles of Incorporation of the Company filed with the Secretary of State of Nevada on December 15, 2011. Incorporated by reference to Exhibit 3.1 to the Registration Statement on Form S-1 filed by the Company on April 6, 2012 (the "S-1").
- 3.2 Certificate of Amendment to the Articles of Incorporation of the Company filed with the Secretary of State of the State of Nevada on December 18, 2012. Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Commission on December 26, 2012 (the "December 2012 8-K").
- 3.3 Certificate of Designations, Preferences and Rights of Series A Convertible Preferred Stock filed with the Secretary of State of the State of Nevada on December 18, 2012. Incorporated by reference to Exhibit 3.2 to the December 2012 8-K.
- 3.4 Certificate of Amendment to the Articles of Incorporation of the Company filed with the Secretary of State of the State of Nevada on December 24, 2012. Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Commission on January 28, 2013 (the "January 2013 8-K").
- 3.5 Certificate of Amendment to the Articles of Incorporation of the Company filed with the Secretary of State of the State of Nevada on January 24, 2013. Incorporated by reference to Exhibit 3.2 to the January 2013 8-K.
- 3.6 Certificate of Amendment to the Articles of Incorporation of the Company filed with the Secretary of State of the State of Nevada on May 27, 2014. Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Commission on June 13, 2014.
- 3.7 Certificate of Amendment to the Articles of Incorporation of the Company filed with the Secretary of State of the State of Nevada on January 13, 2015. Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Commission on January 20, 2015.
- 3.8 Certificate of Amendment to the Articles of Incorporation of the Company filed with the Secretary of State of the State of Nevada on March 18, 2015. Incorporated by reference to Exhibit 3.8 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2014 filed with the Commission on April 15, 2015 (the "2014 10-K").
- 3.9 By-laws of the Company. Incorporated by reference to Exhibit 3.2 to the S-1.
- 4.1 Senior Secured Convertible Promissory Note of the Company dated September 30, 2013 in the principal amount of \$75,000 to the order of Heather U. Baines and Lloyd McAdams AB Living Trust dated 8/1/2001. Incorporated by reference to Exhibit 4.1 to Amendment No. 1 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013 (the "2013 10-K/A-1").
- 4.2 Senior Secured Convertible Promissory Note of the Company dated September 30, 2013 in the principal amount of \$75,000 to the order of Heather U. Baines and Lloyd McAdams AB Living Trust dated

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8/1/2001. Incorporated by reference to Exhibit 4.1 to Amendment No. 1 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013 (the "2013 10-K/A-1").

4.3 Stock Purchase Warrant to purchase 50,000 Shares of the Company's Common Stock Issued to Michael Dimeo on September 30, 2013. Incorporated by reference to Exhibit 4.3 to the 2013 10K/A-1.

4.4 Senior Secured Convertible Promissory Note of the Company dated January 8, 2014 in the principal amount of \$244,000 to the order of Heather U. Baines and Lloyd McAdams AB Living Trust dated 8/1/2001. Incorporated by reference to Exhibit 4.4 to the 2013 10K/A-1.

4.5 Convertible Promissory Note of the Company dated February 21, 2014 in the principal amount of \$222,500 to the order of St George Investments, LLC. Incorporated by reference to Exhibit 4.5 to the 2013 10K/A-1.

4.6 Option to Purchase 1,500,000 shares of the Company's Common Stock Issued to the Nazari & Associates International Group, Inc. Defined Benefit Pension Plan on March 4, 2014. Incorporated by reference to Exhibit 4.6 to the 2013 10K/A-1.

Exhibit

Number Description

- 4.7 Option to Purchase 1,500,000 shares of the Company's Common Stock Issued to the Suter Family Trust u/t/a April 12, 2002, as amended and restated on March 4, 2014. Incorporated by reference to Exhibit 4.7 to the 2013 10K/A-1.
- 4.8 Warrant to Purchase 488,000 Shares of the Company's Common Stock Issued to Una Hannah, LP on January 8, 2014. Incorporated by reference to Exhibit 4.8 to the 2013 10K/A-1.
- 4.9 Convertible Promissory Note of the Company, dated August 14, 2014, in the principal amount of \$222,500 to the order of St George Investments, LLC. Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Commission on August 20, 2014 (the "August 2014 8-K").
- 4.1 12% Convertible Note, dated November 3, 2014 in the principal amount of \$50,000 from the Company to JSJ Investments Inc. Incorporated by reference to Exhibit 4.10 to the 2014 10-K.
- 4.11 10% Convertible redeemable Note dated November 7, 2014 in the principal amount of \$71,660 from the Company to LG Capital Funding, LLC. Incorporated by reference to Exhibit 4.11 to the 2014 10-K.
- 10.1 Acquisition Agreement dated as of December 18, 2012 between the Company, Antaniuk and Brazil Mining. Incorporated by reference to Exhibit 10.1 to the December 2012 8-K.
- 10.2 Assignment of Mineral Rights from Brazil Mining, Inc. to the Company, dated December 18, 2012. Incorporated by reference to Exhibit 10.2 to the December 2012 8-K.
- 10.3 Option Agreement between the Company and Brazil Mining, Inc., dated December 18, 2012. Incorporated by reference to Exhibit 10.3 to the December 2012 8-K.
- 10.4 Contribution Agreement dated December 18, 2012 between the Company and Brazil Mining, Inc. Incorporated by reference to Exhibit 10.4 to the 2013 10K/A-1.
- 10.5 Employment Agreement between the Company and Marc Fogassa. Incorporated by reference to Exhibit 10.6 to the Annual Report on Form 10-K for the fiscal year ended December 31, 2012 (the "2012 10-K").
- 10.6 2013 Stock Incentive Plan. Incorporated by reference to Exhibit 10.7 to the 2012 10-K.
- 10.7 Securities Purchase Agreement dated as of February 21, 2014 between the Company and St George Investments LLC. Incorporated by reference to Exhibit 10.7 to the 2013 10K/A-1.
- 10.8 Securities Purchase Agreement, dated as of August 14, 2014, between the Company and St. George Investments, LLC. Incorporated by reference to Exhibit 10.1 to the August 2014 8-K.
- 10.9 Stock Purchase Agreement dated as August 8, 2014 among the Company, Farris Kincaid, Craig Kincaid, Kenneth Kincaid and Ronald Kincaid. Incorporated by reference to Exhibit 10.9 to the 2014 10-K.
- 21.1 Subsidiaries of the Company. Incorporated by reference to Exhibit 21.1 to the 2014 10-K.
- 23.1 Consent of BF Borgers CPA PC.\*
- 31.1 Certification of the Chief Executive Officer pursuant to Section 15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.\*
- 31.2 Certification of Chief Financial Officer pursuant to Section 15d-14(a) of the Securities Exchange Act of

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1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.\*

- 32.1 Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 135, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.\*
- 101 Interactive Data files pursuant to Rule 405 of Regulation S-T. Incorporated by reference to Exhibit 101 to the 2014 10-K.

\*Filed herewith.

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