

DYNARESOURCE INC
Form 10-Q/A
November 20, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

(Amendment No. 1)

(Mark One)

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

For the quarterly period ended September 30, 2013

OR

TRANSITION REPORT UNDER SECTION 13 OF 15(d) OF THE EXCHANGE ACT OF 1934

From the transition period _____ to _____.

Commission File Number 0-53237

DYNARESOURCE, INC.

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(Exact name of small business issuer as specified in its charter)

Delaware 94-1589426
(State or other jurisdiction of incorporation or organization) (IRS Employer Identification No.)

222 W Las Colinas Blvd., Suite 744 East Tower, Irving, Texas 75039

(Address of principal executive offices)

(972) 868-9066

(Issuer's telephone number)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large Accelerated Filer Accelerated Filer
Non-Accelerated Filer Smaller Reporting Company

Indicate by a check mark whether the company is a shell company (as defined by Rule 12b-2 of the Exchange Act):

Yes No .

As of November 8, 2013 there were 11,052,008 shares of Common Stock of the issuer outstanding.

EXPLANATORY NOTE

The purpose of this Amendment No. 1 to our Quarterly Report on Form 10-Q for the period ended September 30, 2013 as filed with the Securities and Exchange Commission on November 13, 2013 is to furnish Exhibits 101 to the Form 10-Q.

No changes have been made to the Quarterly Report other than the furnishing of Exhibit 101.INS, 101.SCH, 101.CAL, 101.DEF, 101.LAB and 101.PRE described above. This Amendment No. 1 to Form 10-Q does not reflect subsequent events occurring after the original filing date of the Form 10-Q or modify or update in any way disclosures made in the Form 10-Q, as amended.

In addition, pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as a result of this Amended Report, the certifications pursuant to Section 302 and Section 906 of the Sarbanes-Oxley Act of 2002, filed and furnished, respectively as exhibits to the Original Report have been re-executed and re-filed as of the date of this Amended Report and are included as exhibits hereto.

PART II

ITEM 1. Legal Proceedings

US Litigation (Dallas, Texas) – Company is Plaintiff

On December 27, 2012, the Company, and DynaMexico, filed an Original Petition and Application for Temporary Injunction and Permanent Injunction in the 14th Judicial District Court of Dallas, Texas (the “Petition”) against Defendants Goldgroup Mining Inc., Goldgroup Resources Inc., and certain individuals acting in concert with Goldgroup (collectively “Goldgroup”). The Petition alleges, among other things, that Goldgroup has wrongfully used property, confidential information and data belonging to DynaMéxico and consistently failed to disclose several matters of material importance to the public.

The Petition requests that Goldgroup be enjoined from: (a) using or disseminating any confidential information belonging to DynaMéxico, (b) asserting that Goldgroup owns any interest in the San Jose de Gracia Project, rather than owning a common shares equity interest in DynaMéxico, (c) improperly disclosing that Goldgroup is the operator of the San Jose de Gracia Project, rather than Mineras de DynaResource SA de C.V. (“Mineras”), and (d) failing to properly disclose that broad powers of attorney for acting on behalf of DynaMéxico are held by a DynaUSA senior executive.

The Petition further requests, among other things: (a) a temporary and permanent injunction; (b) declaratory relief; (c) disgorgement of funds alleged to have been improperly raised as a consequence of Goldgroup’s wrongful actions; (d) cancellation of shares of DynaMéxico stock held by Goldgroup; and, (d) actual and punitive damages.

The Company believes the filing of the Petition to be necessary in order to protect its shareholder interests in DynaMexico and in order to protect the property, data, and assets of DynaMexico.

The Company is the plaintiff in this litigation, but the outcome is pending. The Company believes that no material adverse change will occur as a result of the actions taken, and the Company further believes there is little to no potential for the assessment of a material monetary judgment against the Company.

Litigation(s) in Mexico – Company is Plaintiff

The Company, and DynaMexico have filed several legal actions in Mexico against Goldgroup Mining Inc, Goldgroup Resources Inc., certain individuals employed or previously employed by Minop, S.A. de C.V. (a Company operating in Mexico and associated with Goldgroup Mining Inc.), and certain individuals retained as agents of Goldgroup Mining Inc. The Company and DynaMexico are plaintiffs in the actions filed in Mexico and the outcomes are pending.

The Company believes that no material adverse change will occur as a result of the actions taken, and the Company further believes that there is little to no potential for the assessment of a material monetary judgment against the Company for legal actions it has filed in Mexico. For purposes of confidentiality, the Company does not provide more specific disclosure in this Form 10-Q.

Litigations – Company and/or Officers and Directors as Defendants

The Company, nor its Officers and Directors have received any formal notice of any legal actions filed against them, nor is the Company or its Officers and Directors aware of any legal actions filed against them.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

Sales of Series B Preferred Shares (See description of Series B Preferred Shares below);

August 9, 2013; Sale of 10,000 Shares for \$50,000 Cash;

August 26, 2013; Sale of 50,000 Shares for \$250,000 Cash;

August 28, 2013; Sale of 11,000 Shares for \$55,000 Cash;

September 3, 2013; Sale of 3,000 Shares for \$15,000 Cash;

September 9, 2013; Sale of 1,000 Shares for \$5,000 Cash;

September 10, 2013; Sale of 2,000 Shares for \$10,000 Cash;

September 10, 2013; Sale of 2,000 Shares for \$10,000 Cash;

September 10, 2013; Sale of 6,000 Shares for \$30,000 Cash;

September 16, 2013; Sale of 10,000 Shares for \$50,000 Cash;

September 18, 2013; Sale of 10,000 Shares for \$50,000 Cash;

September 18, 2013; Sale of 20,000 Shares for \$100,000 Cash;

September 19, 2013; Sale of 900 Shares for \$4,500 Cash;

September 23, 2013; Sale of 20,000 Shares for \$100,000 Cash;

September 24, 2013; Sale of 3,500 Shares for \$17,500 Cash;

September 26, 2013; Sale of 5,000 Shares for \$25,000 Cash;

September 26, 2013; Sale of 2,000 Shares for \$10,000 Cash;

September 26, 2013; Sale of 5,000 Shares for \$25,000 Cash;

September 27, 2013; Sale of 5,000 Shares for \$25,000 Cash;

The Company reports additional sales of Series B Preferred Shares subsequent to September 30 and at the filing date of this Form 10-Q report. These sales will be reported in the Company's Form 10-K for the year ending 2013.

The Company claims an exemption from registration provided in Section 4(2) of the Securities Act of 1933, as amended (the "Act") for all sales of Series B Preferred Shares, since all the foregoing issuances and grants did not involve a public offering, the recipients took the shares and options for investment and not resale, the Company took appropriate measures to restrict transfer, and the recipients were either (a) "accredited investors" and/or (b) had access to similar documentation and information as would be required in a Registration Statement under the Act. No underwriters or agents were involved in the foregoing issuances and the Company paid no underwriting discounts or commissions.

Description of Series B Preferred Stock:

The Company has designated Series B Preferred Shares having a par value of \$0.0001 per share and it has authorized 1,000,000 Shares of Series B Preferred Stock. Holders of the Series B Preferred Shares have the right to convert into Common Stock of the Company on the following schedule:

| Date of Conversion | # of Common Shares Received on Conversion For Each Preferred Share | # of Common Stock | |
|---------------------------|---|---|--|
| | | Warrants Received On Conversion for Each Preferred Share | Company can force the Option? |
| April 1 to June 30, 2014 | 2 | 0 | N |
| July 1 to Dec 31, 2014 | 1.5 | .75 | N |

| | | | |
|-----------------------------|---|---|---|
| January 1 to June 30, 2015 | 1 | 1 | N |
| July 1 to December 31, 2015 | 1 | 0 | Y |

The holders of Series B Preferred Shares do not have voting rights and are not entitled to receive a dividend. At September 30, 2013 and December 31, 2012 there were 217,351 and 0 shares of Series B Preferred outstanding, respectively.

ITEM 3. Default Upon Senior Securities

Not applicable.

ITEM 4. Mine Safety Disclosures

Not applicable.

ITEM 5. Other Information

Not applicable.

ITEM 6. Exhibits

Exhibit Number; Name of Exhibit

31.1 Certification of Chief Executive Officer, pursuant to Rule 13a-14(a) of the Exchange Act, as enacted by Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Chief Financial Officer, pursuant to Rule 13a-14(a) of the Exchange Act, as enacted by Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification of Chief Executive Officer and Chief Financial Officer, pursuant to 18 United States Code Section 1350, as enacted by Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

In accordance with 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.

DynaResource, Inc.

By /s/ K.W. ("K.D.") Diepholz

K.W. ("K.D.") Diepholz, Chairman / CEO

Date: November 19, 2013

