

10-K/A 1 sfmi11301110ka.htm AMENDED YEAR END FILING

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

**FORM 10-K/A
(Amendment No. 2)**

(Mark One)

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

ended December 31, 2010

For the fiscal year

TRANSITION REPORT UNDER SECTION
13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

period from _____ to _____

For the transition

Commission File Number 000-53765

SILVER FALCON MINING, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

26-1266967
(I.R.S. Employer Identification No.)

7322 Manatee Avenue West Bradenton, Florida 34209
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (941) 761-7819

Securities registered under Section 12(b) of the Exchange Act: None

Securities registered under Section 12(g) of the Exchange Act:
Common Stock, \$0.0001 par value
(Title of class)

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 Ac. 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 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 has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T 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 in response 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. 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 (Do not check if a smaller reporting company)

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

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter. \$34,595,689 based upon a market price of \$0.16 per share.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date: 304,665,315 Class A Shares and 3,884,321 Class B Shares as of March 9, 2011.

DOCUMENTS INCORPORATED BY REFERENCE

List hereunder the following documents if incorporated by reference and the Part of the Form 10-K (e.g., Part I, Part II, etc.) into which the document is incorporated: (1) Any annual report to security holders; (2) Any proxy or information statement; and (3) Any prospectus filed pursuant to Rule 424(b) or (c) under the Securities Act of 1933. The listed documents should be clearly described for identification purposes (e.g., annual report to security holders for fiscal year ended December 24, 1980). None.

EXPLANATORY NOTE

The Registrant is filing this amended Form 10-K to file an exhibit that was inadvertently omitted from the original Form 10-K. That exhibit is Exhibit 10.18, Amendment to Amendment to Lease dated March 24, 2011.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

(a) List the following documents filed as a part of the report:

(1) All financial statements: Audited financial statements of Silver Falcon Mining, Inc. as of December 31, 2009 and 2010, and for the years ended December 31, 2009 and 2010, including a balance sheet, statement of operations, statement of cash flows, and statement of changes in stockholders' deficit

(2) Those financial statement schedules required to be filed by Item 8 of this form, and by paragraph (b) below: none.

(3) Those exhibits required by Item 601 of Regulation S-K (Section 229.601 of this chapter) and by paragraph (b) below. Identify in the list each management contract or compensatory plan or arrangement required to be filed as an exhibit to this form pursuant to Item 15(b) of this report.

Exhibit Number	Description of Exhibits
2.1	Agreement and Plan of Merger by and among Dicut Holdings, Inc., Silver Falcon Mining, Inc. and Dicut KLM, Inc. dated October 12, 2007 (incorporated by reference to the Form 10 Registration Statement filed August 17, 2009)
3.1	Certificate of Incorporation of Silver Falcon Mining, Inc., a Delaware corporation, dated October 11, 2007 (incorporated by reference to the Form 10 Registration Statement filed August 17, 2009)
3.2	Certificate of Amendment of Certificate of Incorporation dated October 15, 2007 (incorporated by reference to the Form 10 Registration Statement filed August 17, 2009)
3.3	By-Laws (incorporated by reference to the Form 10 Registration Statement filed August 17, 2009)
4.1	Form of Class A Common Stock certificate (incorporated by reference to the Form 10 Registration Statement filed August 17, 2009)
4.2	Form of Convertible Promissory Note (incorporated by reference to the Form 10 Registration Statement filed August 17, 2009)

- 4.3 Form of Convertible Promissory Note (incorporated by reference to the Form 10-Q for the period ending September 30, 2009)
- 10.1** Employment Agreement of Pierre Quilliam dated January 1, 2011
- 10.2** Employment Agreement of Denise Quilliam dated January 1, 2011
- 10.3 Lease Agreement between GoldLand Holdings Co. and Silver Falcon Mining, Inc., dated October 11, 2007 (incorporated by reference to the Form 10 Registration Statement filed August 17, 2009)
- 10.4 Asset Purchase Agreement dated September 20, 2008 by and between Silver Falcon Mining, Inc. and Mineral Extraction Company (incorporated by reference to the Form 10/A Registration Statement filed November 3, 2009)
- 10.5 Share Purchase Agreement dated January 22, 2009 by and between Deep Rock, Inc., William Martens and Silver Falcon Mining, Inc. (incorporated by reference to the Form 10/A Registration Statement filed November 3, 2009)
- 10.6 Form of Consulting Contract (incorporated by reference to the Form 10/A Registration Statement filed November 3, 2009)
- 10.7 Real Estate Purchase and Sale Agreement dated November 30, 2010 (incorporated by reference to the Form 8-K filed January 27, 2010)
- 10.8 Promissory Note payable to Joyce Livestock Company Limited (incorporated by reference to the Form 8-K filed January 27, 2010)
- 10.9 Deed of Trust by and among Silver Falcon Mining, Inc., as Borrower, Pioneer Title Company, as Trustee, and Joyce Livestock Company Limited Partnership, as Lender (incorporated by reference to the Form 8-K filed January 27, 2010)
- 10.10** Employment Agreement of Christian Quilliam dated January 1, 2011
- 10.11** Employment Agreement of Thomas C. Ridenour dated January 1, 2011
- 10.12 Employment Agreement of D. Roger Scammell (incorporated by reference to the Form 8-K filed January 26, 2011)
- 10.13 Amendment to Lease between GoldLand Holdings Co. and Silver Falcon Mining, Inc., dated January 21, 2011 (incorporated by reference to the Form 8-K filed January 26, 2011)
- 10.14 2010 Employee, Consultant and Advisor Stock Compensation Plan (incorporated by reference to Registration Statement on Form S-8 filed November 16, 2010)
- 10.15 Form on Stock Payment Agreement (incorporated by reference to Registration Statement on Form S-8 filed November 16, 2010)

- 10.16 2010 Stock Option Plan (incorporated by reference to Registration Statement on Form S-8 filed November 16, 2010)
- 10.17 Form of Stock Option Agreement (incorporated by reference to Registration Statement on Form S-8 filed November 16, 2010)
- 10.18 Amendment to Amendment to Lease dated March 24, 2011
- 10.19** Employment Agreement of Allan Breitzkreuz dated January 1, 2011
- 14 Code of Business Conduct and Ethics (incorporated by reference to the Form 10 Registration Statement filed August 17, 2009)
- 11*** Computation of Ratio of Earnings to Combined Fixed Charges and Preference Dividends
- 21** Subsidiaries of Registrant
- 31.1** Certification Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934
- 31.2** Certification Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934
- 32.1** Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2** Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

* Filed herewith.

** Filed with original Form 10-K filed March 25, 2011.

*** Included within financial statements.

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, hereunto duly authorized.

Dated: November 29, 2011

SILVER FALCON MINING, INC.

/s/ Pierre Quilliam

Pierre Quilliam, Chief Executive Officer
(principal executive officer)

Date: November 29, 2011

/s/ Thomas C. Ridenour

By: Thomas Ridenour, Chief Financial Officer
(principal financial and accounting officer)

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and on the dates indicated.

Dated: November 29, 2011

/s/ Pierre Quilliam

Pierre Quilliam, Chairman and Chief Executive Officer

Dated: November 29, 2011

/s/ Lewis Georges
Lewis Georges, Director

Dated: November 29, 2011

/s/ Denise Quilliam
Denise Quilliam, Director and Secretary

Dated: November 29, 2011

/s/ Christian Quilliam
Christian Quilliam, Chief Operating Officer and
Director

Dated: November 29, 2011

/s/ Thomas Ridenour
Thomas Ridenour, Director and Chief Financial
Officer

Dated: November 29, 2011

/s/ Lewis Georges
Lewis Georges, Director

Dated: November 29, 2011

/s/ D. Roger Scammell
D. Roger Scammell, President and Director