

MINERA ANDES INC /WA
Form 10KSB/A
August 03, 2005

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

Form 10-KSB/A
Amendment No. 1

(Mark One)

Annual report under section 13 or 15(d) of the Securities Exchange Act of 1934
for the fiscal year ended December 31, 2004

Transition report under section 13 or 15(d) of the Securities Exchange Act of 1934
for the transition period from _ to _

Commission file number 000-22731

MINERA ANDES INC.
(Name of small business issuer in its charter)

Alberta, Canada
(State or other jurisdiction of incorporation or organization)

None
(I.R.S. Employer Identification No.)

111 E. Magnesium Road, Suite A, Spokane, Washington 99208
(Address of principal executive offices)

(509) 921-7322
(Issuer's telephone number)

Securities registered under Section 12(b) of the Act:

Title of each class

None

Name of each exchange on which registered:

Securities registered under Section 12(g) of the Act:

Common shares without par value

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities 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 x No o**

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B is not contained in this form, and no disclosure will be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB.x

The issuer is in the exploration stage and has no revenues for its most recent fiscal year.

The aggregate market value of the voting stock held by non-affiliates as of March 31, 2005 was \$42,510,609.

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: **As of March 31, 2005 the Registrant had 90,079,504 common shares outstanding.**

Transitional Small Business Disclosure Format (Check one:) **Yes o No x**

Explanatory Note

This Amendment No. 1 is being filed solely to amend the officer certifications contained in Exhibits 31.1 and 31.2, which, as originally filed, had incorrectly referred to this report as a “quarterly report” instead of an “annual report.” Therefore, this Amendment restates Item 13, “Exhibits,” and the Index to Exhibits to reflect the filing in this amendment of the officer certifications in Exhibits 31.1 and 31.2, as well as the officer certifications in Exhibits 32.1 and 32.2, as required by Rule 12b-15 under the Securities Exchange Act of 1934.

Item 13. Exhibits

The Exhibits described in the Index to Exhibits on pages 3 through 5 of this amendment are included as part of this Form 10-KSB.

INDEX TO EXHIBITS**Exhibit
Number Description**

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| 2.1 | Asset and Share Acquisition Agreement between MASA, NADSA, Minera Andes Degerstrom, Brian Gavin, Jorge Vargas, and Enrique Rufino Marzari Elizalde, dated March 8, 1995, as amended on April 19, 1996 (incorporated by reference to Exhibit 2.1 to Minera Andes' Registration Statement on Form 10-SB, Commission File No. 000-22731 (the "Form 10-SB")). |
| 2.2 | Arrangement between Minera Andes and Scotia Prime Minerals, Inc. (incorporated by reference to Exhibit 2.2 to the Form 10-SB). |
| 3.1 | Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Form 10-SB). |
| 3.2 | Bylaws (incorporated by reference to Exhibit 3.2 to the Form 10-SB). |
| 10.1 | Conveyance Agreement between NADSA and N.A. Degerstrom, Inc., dated July 1, 1994 (incorporated by reference to Exhibit 10.1 to the Form 10-SB). |
| 10.2 | Conveyance Agreement between NADSA and N.A. Degerstrom, Inc., dated July 1, 1994 (incorporated by reference to Exhibit 10.2 to the Form 10-SB). |
| 10.3 | Operating Agreement between Minera Andes and N.A. Degerstrom, Inc. dated March 15, 1995 (incorporated by reference to Exhibit 10.3 to the Form 10-SB). |
| 10.4 | Share Option Agreement between Minera Andes and Jorge Vargas, dated March 15, 1995 (incorporated by the reference to Exhibit 10.4 to the Form 10-SB). |
| 10.5 | Share Option Agreement between Minera Andes and Enrique Rufino Marzari Elizalde, dated March 15, 1995 (incorporated by reference to Exhibit 10.5 to the Form 10-SB). |
| 10.6 | Special Warrant Indenture between Minera Andes and Montreal Trust Company of Canada, dated December 13, 1996 (incorporated by reference to Exhibit 10.18 to the Form 10-SB). |
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| | Purchase Warrant Indenture between Minera Andes and Montreal Trust Company of Canada, dated December 13, 1996 (incorporated by reference to Exhibit 10.19 to the Form 10-SB). |
| 10.8 | Agreement dated April 30, 1996 between Minera Andes and Waiata Resources for the provision of financial advisory services (incorporated by reference to Exhibit 10.20 to the Form 10-SB). |
| 10.9 | Amended Stock Option Plan, dated June 26, 1996, as amended June 26, 1998, as amended June 23, 2000 (incorporated by reference to Exhibit 10.15 to the Form 10-KSB for the fiscal year ended December 31, 2000). |
| 10.10 | Purchase and Sales Agreement (Chubut cateos, Mina Leon I, Mina Leon II and Leleque) dated August 28, 2000 between Minera Andes S.A. and Cordon Leleque S.A. (incorporated by reference to Exhibit 10.17 to the Form 10-KSB for the fiscal year ended December 31, 2000). |

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| 10.11 | Purchase and Sales Agreement (Chubut cateos, Willimanco) dated August 28, 2000 between Minera Andes S.A. and Minera El Desquite S.A.(incorporated by reference to Exhibit 10.18 to the Form 10-KSB for the fiscal year ended December 31, 2000). |
| 10.12 | Option and Joint Venture Agreement (El Pluma/Cerro Saavedra properties, now referred to as San Jose) between Minera Andes and Mauricio Hochschild & Cia. Ltda. dated March 15, 2001(incorporated by reference to Exhibit 10.19 to the Form 10-KSB for the fiscal year ended December 31, 2000). |
| 10.13 | Amendment to the Option and Joint Venture Agreement (El Pluma/Cerro Saavedra properties, now referred to as San Jose) between Minera Andes and Mauricio Hochschild & Cia. Ltda. of March 15, 2001 dated May 14, 2002 (incorporated by reference to Exhibit 10.20 to the third quarter 2002 10-QSB). |
| 10.14 | Second Amendment to the Option and Joint Venture Agreement (El Pluma/Cerro Saavedra properties, now referred to as San Jose) between Minera Andes and Mauricio Hochschild & Cia. Ltda. of March 15, 2001 dated August 27, 2002 (incorporated by reference to Exhibit 10.21 to the third quarter 2002 10-QSB). |
| 10.15 | Key Executive Employment Contract between Allen Ambrose and Minera Andes, effective January 1, 2003 (incorporated by reference to Exhibit 10.15 to the Form 10-KSB for the fiscal year ended December 31, 2002). |
| 10.16 | Key Executive Employment Contract between Brian Gavin and Minera Andes, effective January 1, 2003 (incorporated by reference to Exhibit 10.15 to the Form 10-KSB for the fiscal year ended December 31, 2002). |
| 10.17 | Amendment to Key Executive Employment Contract between Allen Ambrose and Minera Andes (incorporated by reference to Exhibit 10.1 to the third quarter 2003 10-QSB). |
| 10.18 | Amendment to Key Executive Employment Contract between Brian Gavin and Minera Andes (incorporated by reference to Exhibit 10.1 to the third quarter 2003 10-QSB). |
| 10.19 | Amended Stock Option Plan dated September 3, 2003 (incorporated by reference to Exhibit 10.1 to the third quarter 2003 10-QSB). |
| 10.20 | Settlement Agreement dated December 2, 2003 between Minera Andes Inc. and N.A. Degerstrom, Inc. (incorporated by reference to Exhibit 10.20 to the Form 10-KSB for the fiscal year ended December 31, 2003). |

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| 10.21 | Macquarie Bank Limited Credit Agreement dated December 10, 2004 (included in the original filing of this report). |
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| 21.1 | List of subsidiaries (included in the original filing of this report). |
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| 23.1 | Consent of BDO Dunwoody LLP (included in the original filing of this report). |
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| 31.1 | <u>Certification of President (Principal Executive Officer) pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*</u> |
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| 31.2 | <u>Certification of Chief Financial Officer (Principal Financial Officer) pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*</u> |
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| 32.1 | <u>Certification of President pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*</u> |
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| 32.2 | <u>Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*</u> |

* Exhibits filed herewith

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

MINERA ANDES INC.

Registrant

By: /s/ Allen V. Ambrose

Allen V. Ambrose, President

Date: August 3, 2005