

All American Gold Corp.  
Form 8-K  
July 25, 2011

---

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

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) **July 11, 2011**

**ALL AMERICAN GOLD CORP.**

(Exact name of registrant as specified in its charter)

**Wyoming**

(State or other jurisdiction of  
incorporation)

**000-54008**

(Commission File Number)

**26-0665571**

(IRS Employer  
Identification No.)

**700 North High School Road, Suite 203, Indianapolis,**

**Indiana**

(Address of principal executive offices)

**46214**

(Zip Code)

Registrant's telephone number, including area code **317.946.4653**

**4839 North College Avenue, Indianapolis, Indiana**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

---

**Item 3.02 Unregistered Sales of Equity Securities**

On July 11, 2011, we issued 400,000 shares of our common stock in a private placement, raising gross proceeds of \$200,000, or \$0.50 per share. We have issued the shares to one (1) non-US person (as that term is defined in Regulation S of the Securities Act of 1933) in an offshore transaction relying on Regulation S and/or Section 4(2) of the Securities Act of 1933.

On July 13, 2011, we issued 875,000 shares of our common stock at \$0.40 per share upon receipt of Notice of Conversion related to a \$350,000 Convertible Note. We have issued the shares to one (1) non-US person (as that term is defined in Regulation S of the Securities Act of 1933) in an offshore transaction relying on Regulation S and/or Section 4(2) of the Securities Act of 1933.

**SIGNATURES**

Pursuant to 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 hereunto duly authorized.

**ALL AMERICAN GOLD CORP.**

*/s/ Brent Welke*

Brent Welke

President, Secretary, CEO and Director

Date: July 20, 2011

---