

GRYPHON GOLD CORP  
Form 8-K  
January 29, 2010  
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:** January 29, 2010

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(Date of earliest event reported)

## GRYPHON GOLD CORPORATION

(Exact Name of Registrant as Specified in its Charter)

**Commission file number:** 333-127635

**Nevada**  
(State of other jurisdiction of incorporation or organization)

**92-0185596**  
(I.R.S. Employer Identification No.)

**675 West Hastings Street, Suite 711**  
**Vancouver, BC**  
(Address of Principal Executive Offices)

**V6B 1N2**  
(Zip Code)

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(604) 261-2229

(Registrant's Telephone Number, including Area Code)

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

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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))
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**Item 8.01. Other Events**

Bolero Resources Corp. ("Bolero") issued a press release on January 29, 2010, announcing that it will not be proceeding with a formal take-over bid or tender offer for the common stock of Gryphon Gold Corporation, as previously announced by Bolero in its press release dated January 20, 2010.

**SIGNATURE**

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.

**Gryphon Gold Corporation**  
(Registrant)

Dated: January 29, 2010

By: /s/ John L. Key  
John L. Key  
President and CEO

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