

**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): **May 9, 2024**

**GOLDEN MINERALS COMPANY**

(Exact name of registrant as specified in its charter)

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

**1-13627**  
(Commission  
File Number)

**26-4413382**  
(I.R.S. Employer  
Identification Number)

**350 Indiana Street, Suite 650**  
**Golden, Colorado 80401**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(303) 839-5060**

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 (see General Instruction A.2. below):

- 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))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
<b>Common Stock, \$0.01 par value</b>	<b>AUMN</b>	<b>NYSE American</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

As discussed in Item 5.07 below, at the Annual Meeting of Stockholders (the “Meeting”) of Golden Minerals Company (the “Company”) held on May 9, 2024 in Golden, Colorado, the stockholders of the Company voted to approve an amendment to the Company’s 2023 Equity Incentive Plan (the “2023 Plan”) to increase the number of shares of common stock reserved for issuance pursuant to awards from 360,000 shares to 1,400,000 shares (the “2023 Plan Amendment”).

The foregoing description of the 2023 Plan Amendment does not purport to be complete and is subject to and qualified in its entirety by reference to the 2023 Plan Amendment, a copy of which is attached hereto as Exhibit 10.1, and is incorporated herein by reference.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

As discussed in Item 5.07 below, at the Meeting, the stockholders of the Company voted to approve an increase in the total number of authorized shares of common stock of the Company from 28,000,000 shares to 100,000,000 shares (the “Authorized Shares Increase”). To effect the Authorized Shares Increase, the Company filed an amendment to the Company’s Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware (the “Amendment”) on May 13, 2024.

The foregoing description of the Amendment does not purport to be complete and is subject to and qualified in its entirety by reference to the Amendment, a copy of which is attached hereto as Exhibit 3.1, and is incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the Meeting, six proposals were submitted to the stockholders for approval as set forth in the Proxy Statement. Of the 14,566,382 shares of common stock outstanding and entitled to vote as of the record date, 6,228,266 shares (42.76%) were present or represented by proxy at the Meeting. The stockholders of the Company (1) approved the election of Jeffrey G. Clevenger, Warren M. Rehn, Deborah J. Friedman, Kevin R. Morano and David H. Watkins as directors of the Company to hold office until the 2025 annual meeting of stockholders or until their successors are elected; (2) ratified the appointment of Haynie & Company to serve as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024; (3) approved amendment to the Company’s Amended and Restated Certificate of Incorporation to increase the total number of authorized common stock from 28,000,000 shares to 100,000,000 shares; (4) approved an amendment to the Company’s 2023 Equity Incentive Plan to increase the number of shares of common stock reserved for issuance pursuant to awards from 360,000 shares to 1,400,000 shares; (5) approved, on an advisory basis, the compensation of our named executive officers; and (6) voted, on an advisory basis, “3 years” for the frequency of the advisory stockholder vote on the compensation of our named executive officers. The votes on the proposals were cast as set forth below:

1. Election of five directors to hold office until the 2025 annual meeting of stockholders or until their successors are elected.

<b>Name</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Jeffrey G. Clevenger	2,258,907	164,658	3,804,701
Warren M. Rehn	2,296,336	127,229	3,804,701
Deborah J. Friedman	2,266,262	157,303	3,804,701
Kevin R. Morano	2,248,271	175,294	3,804,701
David H. Watkins	2,285,336	138,229	3,804,701

2. Ratification of the appointment of Haynie & Company as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
5,731,397	353,753	143,116

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3. Approval of an amendment to the Company's Amended and Restated Certificate of Incorporation to increase the total number of authorized common stock, par value \$0.01, from 28,000,000 shares to 100,000,000 shares.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
4,724,508	1,468,834	34,924

4. Approval of an amendment to the Company's 2023 Equity Incentive Plan to increase the number of shares of common stock reserved for issuance pursuant to awards from 360,000 shares to 1,400,000 shares.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
1,822,015	586,721	14,829	3,804,701

5. Approval, on an advisory basis, of the compensation of our named executive officers.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
1,880,029	536,817	6,719	3,804,701

6. Approval, on an advisory basis, of the frequency of the advisory stockholder vote on the compensation of our named executive officers.

<b>3 Years</b>	<b>2 Years</b>	<b>1 Year</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
1,709,391	40,238	653,576	20,360	3,804,701

With respect to Proposal 6, the Company's board of directors, after considering the advisory vote of the stockholders, has determined to provide for an advisory stockholder vote on the compensation of the Company's named executive officers every three years.

**Item 9.01 Financial Statements and Exhibits.**

- (d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">3.1</a>	<a href="#">Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Golden Minerals Company.</a>
<a href="#">10.1</a>	<a href="#">Amendment to the Golden Minerals Company 2023 Equity Incentive Plan.</a>
104	Cover Page Interactive Data File (formatted in Inline XBRL and included as Exhibit 101).

**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.

Date: May 14, 2024

**Golden Minerals Company**

By: /s/ Julie Z. Weedman

Name: Julie Z. Weedman

Title: Senior Vice President and Chief Financial Officer

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**CERTIFICATE OF AMENDMENT  
TO THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF GOLDEN MINERALS COMPANY  
a Delaware corporation**

\* \* \* \* \*

Pursuant to Section 242  
of the Delaware General Corporation Law

\* \* \* \* \*

Golden Minerals Company, a Delaware corporation (the "Corporation"), DOES HEREBY CERTIFY as follows:

1. The name of the corporation is Golden Minerals Company. The Certificate of Incorporation was filed with the Secretary of State of the State of Delaware (the "Secretary of State") on March 6, 2009. The corporation filed its Amended and Restated Certificate of Incorporation with the Secretary of State on March 24, 2009. The Amended and Restated Certificate of Incorporation was amended on September 2, 2011, May 19, 2016, June 15, 2021 and May 30, 2023.
2. Upon the Effective Time, ARTICLE IV, Section 4.1(a) is hereby amended to read in its entirety as follows:
  - (a) The total number of shares of common stock, par value \$0.01 per share ("Common Stock"), that the Company is authorized to issue is 100,000,000.
3. This Certificate of Amendment to the Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the Corporation has caused this Amendment to the Amended and Restated Certificate of Incorporation to be executed by its duly authorized officer as of the 10th day of May, 2024.

Golden Minerals Company,  
a Delaware corporation

/s/ Julie Z. Weedman

By: Julie Z. Weedman

Its: Senior Vice President and Chief Financial Officer

**State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:41 PM 05/13/2024  
FILED 03:41 PM 05/13/2024  
SR 20242075297 -File Number 4651724**

**GOLDEN MINERALS COMPANY  
2023 EQUITY INCENTIVE PLAN**

Amendment No. 1

THIS AMENDMENT No. 1 to the Golden Minerals Company Equity Incentive Plan (the “Plan”) is adopted as of May 10, 2024.

WHEREAS, the Board of Directors (the “Board”) of Golden Minerals Company (the “Company”) has the general authority to amend the Plan pursuant to Section 10.5 of the Plan; and

WHEREAS, the Board desires to amend the Plan to increase the number of shares of Company common stock available for issuance under the Plan from 360,000 to 1,400,000 shares, subject to and effective upon approval of this Amendment No. 1 by the Company’s stockholders.

NOW THEREFORE, the Board hereby amends the Plan as follows:

1. Increase in Share Reserve. Subject to and effective upon approval of this Amendment No. 1 by the Company’s stockholders, Section 4.1 of the Plan is hereby deleted in its entirety and replaced with the following:

**“4.1 Shares of Common Stock Subject to the Plan; Share Limit.** Subject to the adjustment as provided in Sections 8.1 and 10.9, the maximum number of shares of Common Stock available for issuance under the Plan will be equal to 1,400,000, all of which may be granted, in the sole discretion of the Administrator, as Incentive Stock Options. Common Stock issued under the Plan shall be either authorized but unissued shares of Common Stock or, to the extent permitted, shares of Common Stock that have been reacquired by the Company or any Subsidiary.”

2. Effect on Plan. The Plan shall remain unchanged and in full force and effect except as otherwise set forth in this Amendment No. 1.

IN WITNESS WHEREOF, the Company, by its duly authorized officer, has executed this Amendment No. 1 to the Plan as of the date first indicated above.

**GOLDEN MINERALS COMPANY**

A Delaware corporation

/s/ Julie Z. Weedman

Name: Julie Z. Weedman

Title: Senior Vice President and Chief Executive Officer

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