

FOCUS GOLD Corp  
Form 10-Q/A  
October 23, 2012

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**Amendment No. 1 to**

**FORM 10-Q**

**SQUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended August 31, 2012

**TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT**

For the transition period from to

Commission File No. 00-52720

**FOCUS GOLD CORPORATION**

(Exact Name of Small Business Issuer as Specified in Its Charter)

Nevada 26-4205169  
(State or Other Jurisdiction of (I.R.S. Employer

Incorporation or Organization) Identification No.)

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4695 MacArthur Court, STE 1430, Newport Beach, CA 92660 (647) 348-4300  
(Address of Principal Executive Offices) (Issuer's Telephone Number)

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

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) 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 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  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes  No

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS

DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13, or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes  No

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The number of shares outstanding of the Issuer's Common Stock as of October 10, 2012 was 123,850,249.

**EXPLANATORY NOTE**

This Amendment No. 1 to the Quarterly Report on Form 10-Q is being filed solely to furnish the Interactive Data files as Exhibit 101, in accordance with Rule 405 of Regulation S-T. No other changes have been made to the Form 10-Q, as originally filed on October 15, 2012.

**Item 6. Exhibits**

101.INS\* XBRL Instance Document  
101.SCH\* XBRL Schema Document  
101.CAL\*XBRL Calculation Linkbase Document  
101.DEF\* XBRL Definition Linkbase Document  
101.LAB\*XBRL Label Linkbase Document  
101.PRE\* XBRL Presentation Linkbase Document

\* Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**Focus Gold Corporation**

Dated: October 23, 2012 By: /s/ Gordon F. Lee  
Gordon F. Lee  
Chief Executive Officer and Chief Financial Officer