

Santo Mining Corp.
Form 10-K/A
November 26, 2013

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

FORM 10-K/A

Amendment No. 1

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

For the fiscal year ended July 31, 2013

or

**TRANSITIONIAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

**For the transitional period from _____ to _____
Commission file number 333-169503**

SANTO MINING CORP.

(Exact name of registrant as specified in its charter)

NEVADA

(State or other jurisdiction of incorporation or
organization)

27-0518586

(I.R.S. Employer Identification No.)

Ave. Sarasota #20, Torre Empresarial, Suite 1103

Santo Domingo, Dominican Republic

(Address of principal executive offices) including zip code)

Registrant's telephone number, including area code: 1-809-535-9443

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

Title of Class

None

Name of exchange in which registered

None

Securities registered pursuant to section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act:

Yes No

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Indicate by check mark whether the registrant(1) has filed all reports required by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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 day. **Yes [X] 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 (Section 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[X] No []**

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulations S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 | <input type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |

(Do not check if a smaller reporting company)

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter, January 31, 2013 was \$6,026,628.20.

As of November 12, 2013, the registrant had 70,133,141 shares issued and outstanding.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A (this “Amendment”) amends the Annual Report of Santo Mining Corp. (the “Company”) on Form 10-K, for the fiscal year ended July 31, 2013, filed with the Securities and Exchange Commission on November 13, 2013 (the “Form 10-K”). The purpose of this Amendment is solely to: (1) make adjustments to certain XBRL (eXtensible Business Reporting Language) information filed as part of the Form 10-K; and (2) amend Item 15 to include Exhibits 31.1 and 32.1, which were previously filed but not included in the exhibit and financial statement schedules. This Amendment speaks as of the original filing date of the Form 10-K, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures, financial statements or supplementary data made in the original Form 10-K

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PART IV

Item 16. Exhibits and Financial Statement Schedules

Item 15. Exhibits and Financial Statement Schedules

Exhibit No. Description

| | |
|------|--|
| 3.1 | Articles of Incorporation (1) |
| 3.2 | Amended Articles of Incorporation (1) |
| 3.3 | Amended Articles of Incorporation (1) |
| 3.4 | Amendment to Articles of Incorporation (2) |
| 3.5 | Bylaws(1) |
| 4.1 | Form of JM Note (9) |
| 4.2 | Form of Asher Note (10) |
| 10.1 | Consulting Agreement (1) |

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- 10.2 Lease Agreement (3)
- 10.3 Letter of Engagement (3)
- 10.4 Intellectual Property Agreement (4)
- 10.6 Franchise Agreement (4)
- 10.7 Mineral Property Acquisition Agreement (5)
- 10.8 Subscription Agreement (5)
- 10.9 Amended Mineral Property Acquisition Agreement (6)
- 10.10 Common Stock Purchase Agreement, dated June 20, 2013, by and between Hanover Holdings I, LLC. and Santo Mining Corp. (7)
- 10.11 Registration Rights Agreement, dated June 20, 2013, by and between Hanover Holdings I, LLC. and Santo Mining Corp.(7)
- 10.12 License Agreement, dated March 13, 2013, by and between Santo Mining Corporation and Campania Minera Los Angeles Del Desierto SA De CV.(8)
- 10.13 Mineral Property Acquisition Agreement, dated March 25, 2013, by and between Santo Mining Corporation and Gexplo SRL.(8)

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- 10.14 Mineral Property Acquisition Agreement, dated April 3, 2013, by and between Santo Mining Corporation and Gexplo SRL.(8)
- 10.15 Securities Purchase Agreement, dated April 19, 2013, by and between Santo Mining Corporation and Asher Enterprises, Inc.(10)
- 10.16 Addendum to Common Stock Purchase Agreement, dated August 14, 2013, by and between Hanover Holdings I, LLC and Santo Mining Corp. (11)
- 10.17 Settlement Agreement and Release, dated October 2, 2013, between the Company and IBC Funds LLC. (12)
- 31.1 Certification of Principal Executive Officer and Principal Financial Officer, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of Principal Executive Officer and Principal Financial Officer, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema Document

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF XBRL Taxonomy Extension Definition Linkbase Document

101.LAB XBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

(1) Incorporated by reference to the Company's Registration Statement on Form S-1 filed on September 21, 2010

(2) Incorporated by reference to the Company's Current Report on Form 8-K filed on March 22, 2012

(3) Incorporated by reference to the Company's Registration Statement on Form S-1/A-1 filed on December 15, 2010

(4) Incorporated by reference to the Company's Registration Statement on Form S-1/A-1 filed on May 27, 2011

(5) Incorporated by reference to the Company's Current Report on Form 8-K filed on July 31, 2012

(6) Incorporated by reference to the Company's Current Report on Form 8-K filed on September 10, 2012

(7) Incorporated by reference to the Company's Current Report on Form 8-K filed on June 27, 2013

(8) Incorporated by reference to the Company's Current Report on Form 8-K filed on April 8, 2013

(9) Incorporated by reference to the Company's Quarterly Report on Form 10-Q filed on June 19, 2013

(10) Incorporated by reference to the company's Quarterly Report on Form 10-Q filed on May 24, 2013

(11) Incorporated by reference to the Company's Registration Statement on Form S-1/A-1 filed on August 28, 2013.

(12) Incorporated by reference to the Company's Annual Report on Form 10-K filed on November 13, 2013

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: November 25, 2013

SANTO MINING CORP.

BY: /s/ALAIN FRENCH

Alain French

President, Principal Executive Officer, Secretary, Treasurer,

Principal Financial Officer, Director

(Duly Authorized, Principal Executive Officer and Principal Financial Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following person on behalf of the Registrant and in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|---|-------------------|
| | President, Principal Executive Officer, Secretary, Treasurer, | |
| <u>/s/ALAIN FRENCH</u> Alain French | Principal Financial Officer, Director | November 25, 2013 |
| <u>/s/MARIO RAFAEL MENDEZ</u> Mario Rafael Mendez | Director | November 25, 2013 |

