

GOLDRICH MINING CO
Form 4
August 02, 2011

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Forza Capital Management, L.L.C.

(Last) (First) (Middle)

2754 NW CROSSING
DRIVE, SUITE 205

(Street)

BEND, OR 97701

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

GOLDRICH MINING CO [GRMC]

3. Date of Earliest Transaction (Month/Day/Year)

07/29/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	07/29/2011		P	V	926,468	A	\$ 0.21
					7,008,400	(1)	D (1) (2) (3)
					(2) (3)		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class I Warrants	\$ 0.4	07/29/2011		P		07/29/2011	07/29/2016	Common Stock	463,234
Class J Warrant	\$ 0.3	07/29/2011		P		07/29/2011	07/29/2016	Common Stock	463,234

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Forza Capital Management, L.L.C. 2754 NW CROSSING DRIVE SUITE 205 BEND, OR 97701	X	X		

Signatures

/s/ David Atkinson 08/02/2011

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Mr. Atkinson owns 320,833 shares directly. Forza capital holds 5,754,916 shares of Common Stock indirectly through the account of Forza Partners, of which Forza Capital is the general partner. Forza Capital receives an allocation of net profits and an asset-based fee from, and owns a partnership interest in, Forza Partners. Mr. Atkinson reports the shares of Common Stock held indirectly by Forza capital because, as the managing member of Forza Capital at the time of purchase, he controlled the disposition and voting of the securities.

(2) Forza Capital holds 1,253,484 shares of Common Stock indirectly through the account of Forza Partner II, of which Forza Capital is the general partner. Forza Capital receives an allocation of net profits and an asset-based fee from, and owns a partnership interest in, Forza Partners II. Mr. Atkinson reports the shares of Common Stock held indirectly by Forza Capital because, as the managing member of Forza Capital at the time of purchase, he controlled the disposition and voting of the securities.

(3) The filing of this Form 4 shall not be construed as an admission that Forza Capital Management, L. L. C. ("Forza Capital"), Forza Partners, L.P. ("Forza Partners"), Forza Partners II, L. P. ("Forza Partners II"), or David Atkinson is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, the beneficial owner of any shares of common stock, or warrants convertible to shares of common stock, of Goldrich Mining Company (the "Issuer")("Common Stock") held by Forza Partners or Forza Partners II. Pursuant to Rule 16a-1, Forza Capital, Forza Partners, Forza Partners II and David Atkinson disclaim such beneficial ownership beyond their pecuniary interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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