

ENTREE GOLD INC
Form 40-F/A
November 02, 2010

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

FORM 40-F/A
(Amendment No. 1)

REGISTRATION STATEMENT PURSUANT TO SECTION 12
OF THE SECURITIES EXCHANGE ACT OF 1934

OR

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

For the fiscal year ended December 31, 2009

Commission file number: 001-32570

[Missing Graphic Reference]
ENTRÉE GOLD INC.

(Exact Name of Registrant as Specified in its Charter)

| | | |
|------------------------------------------------------------------------------------------|-----------------------------------------------------------------|------------------------------------------------|
| British Columbia (Province or other jurisdiction of incorporation or organization) | 1040 (Primary Standard Industrial Classification Code) | N/A (I.R.S. Employer Identification No.) |
|------------------------------------------------------------------------------------------|-----------------------------------------------------------------|------------------------------------------------|

Suite 1201 – 1166 Alberni Street
Vancouver, British Columbia, Canada V6E 3Z3
(604) 687-4777

(Address and Telephone Number of Registrant's Principal Executive Offices)

National Registered Agents, Inc.
1090 Vermont Avenue NW, Suite 910
Washington, DC 20005
(888) 505-5229

(Name, address (including zip code) and telephone number
(including area code) of agent for service in the United
States)

Copies to:
Kenneth G. Sam
Dorsey & Whitney LLP
Republic Plaza Building, Suite 4700
370 Seventeenth Street
Denver, Colorado 80202
(303) 629-3445

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

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Title of Each Class:
Common Shares, no par value

Name of Each Exchange On Which Registered:
NYSE Amex

Securities registered or to be registered pursuant to Section 12(g) of the Act: N/A

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: N/A

For annual reports, indicate by check mark the information filed with this form:

Annual Information Form

Audited Annual Financial Statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: As at December 31, 2009, 97,059,346 common shares of the Registrant were issued and outstanding.

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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 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

EXPLANATORY NOTE

Entrée Gold Inc. (the “Company” or the “Registrant”) is a Canadian issuer eligible to file its annual report pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on Form 40-F pursuant to the multi-jurisdictional disclosure system of the Exchange Act. The Company is a “foreign private issuer” as defined in Rule 3b-4 under the Exchange Act. The equity securities of the Company are accordingly exempt from Sections 14(a), 14(b), 14(c), 14(f) and 16 of the Exchange Act pursuant to Rule 3a12-3.

This Amendment No. 1 to the Company’s annual report on Form 40-F for the year ended December 31, 2009, is being made for the purpose of filing an amended and restated annual information form (“AIF”) in connection with the proposed filing of a preliminary short form base shelf prospectus in Canada (the “Prospectus”). As the AIF will be incorporated by reference in the Prospectus, the Company determined that it was in the best interests of the Company to amend and restate its AIF in order to provide additional and updated disclosure regarding the Company’s activities since March 31, 2010, the date of the AIF incorporated by reference in the Company’s annual report on Form 40-F for the year ended December 31, 2009. The AIF as originally filed was not materially inaccurate or incomplete when filed and is being amended and restated solely because of the Company’s intention to file the Prospectus.

Except as set forth above, no other amendments are being made to the Company’s annual report on Form 40-F for the year ended December 31, 2009, as originally filed with the Securities and Exchange Commission on April 1, 2010.

UNDERTAKING

The Company undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

CONSENT TO SERVICE OF PROCESS

The Company filed an Appointment of Agent for Service of Process and Undertaking on Form F-X with the SEC on Form 10-SB on October 12, 2004, with respect to the class of securities in relation to which the obligation to file this annual report on Form 40-F/A arises.

EXHIBIT INDEX

The following exhibits have been filed as part of this Amendment No. 1 to the Company’s annual report on Form 40-F for the year ended December 31, 2009:

| Exhibit | Description |
|--------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Annual Information | |
| 99.1 | Amended and Restated Annual Information Form of the Company for the year ended December 31, 2009 |
| 99.2* | The following audited consolidated financial statements of the Company, are exhibits to and form a part of this annual report on Form 40-F: Independent Registered Public Accounting Firm’s Report on Consolidated Financial Statements and Attestation on Internal Control Over Financial Reporting |

| | |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | Consolidated Balance Sheets as of December 31, 2009 and 2008 |
| | Consolidated Statements of Operations and Comprehensive Loss for the years ended December 31, 2009, 2008 and since inception (July 19, 1995 to December 31, 2009); |
| | Consolidated Statement of Stockholders' Equity since the Date of Inception, including Balances as of July 19, 1995, April 30, 1996, April 30, 1997, April 30, 1998, April 30, 2000, April 30, 2001, April 30, 2002, April 30, 2003, December 31, 2003, December 31, 2004, December 31, 2005, December 31, 2006, December 2007, December 31, 2008 and December 31, 2009 |
| | Consolidated Statements of Cash Flows for the years ended December 31, 2009, 2008 and since inception (July 19, 1995 to December 31, 2009); |
| | Notes to Consolidated Financial Statements |
| 99.3* | Management Discussion and Analysis |
| Certifications | |
| 99.4 | Certificate of Chief Executive Officer Pursuant to Rule 13a-14(a) of the Exchange Act |
| 99.5 | Certificate of Chief Financial Officer Pursuant to Rule 13a-14(a) of the Exchange Act |
| 99.6 | Certificate of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 99.7 | Certificate of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| Consents | |
| 99.8* | Consent of Davidson & Company LLP, Chartered Accountants |
| 99.9 | Consent of John Vann, Quantitative Geoscience Pty Ltd |
| 99.10 | Consent of Scott Jackson, Quantitative Geoscience Pty Ltd |
| 99.11 | Consent of AMEC Minproc Limited |
| 99.12 | Consent of Wardrop Engineering Inc. |
| 99.13 | Consent of Robert M. Cann, Entrée Gold Inc. |
| 99.14 | Consent of Stantec Consulting International LLC |
| 99.15 | Consent of Dean David, AMEC Minproc Limited |
| 99.16 | Consent of Owen Cullingham, O.R. Cullingham Resource Consultant Ltd. |
| 99.17 | Consent of Bernard Peters, AMEC Minproc Limited |
| 99.18 | Consent of George Stephen, Stantec Consulting International LLC* |
| 99.19 | Consent of Albert Chance, Golder Associates Ltd. |
| 99.20 | Consent of Jarek Jakubec, SRK Consulting Inc. |
| 99.21 | Consent of Bruce Brown, Rio Tinto Technology and Innovation |
| 99.22 | Consent of Robert Morrison, Wardrop Engineering Inc. |

* Previously filed with the Company's annual report on Form 40-F for the year ended December 31, 2009, as filed with the Securities and Exchange Commission on April 1, 2010.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F/A and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

ENTRÉE GOLD INC.

By: Gregory G. Crowe
Name: Gregory G. Crowe
Title: Chief Executive Officer

Date: November 2, 2010

