

ATHENA SILVER CORP  
Form 8-K  
May 06, 2015

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 5, 2015

**Athena Silver Corporation** (Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or other jurisdiction of  
incorporation)

000-51808  
Commission File Number

90-0775276  
(I.R.S. Employer Identification  
number)

c/o Brian Power; 2010A Harbison Drive # 312, Vacaville, CA 95687 (Address of principal executive  
offices) (Zip Code)

Registrant's telephone number, including area code: (707) 884-3766

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

- \_\_\_ Written communications pursuant to Rule 425 under the Securities Act
- \_\_\_ Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- \_\_\_ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- \_\_\_ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

### **ITEM 2.03 CREATION OF DIRECT FINANCIAL OBLIGATION**

On May 5, 2015, the Company executed a convertible promissory note (the "Note") dated April 1, 2015 in the principal amount of \$51,270.41 in favor of Clifford Neuman, the Company's legal counsel, representing accrued and unpaid fees for past legal services. The Note accrues interest at the rate of 6% per annum, compounded monthly, and is due on demand. The principal and accrued interest due under the Note may be converted, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.0735 per share, which represented the market price of the Company's common stock on the date the Note was made. The conversion price is subject to adjustment in the event the Company sells shares of common stock or common stock equivalent at a price below the conversion price.

### **ITEM 8.01 OTHER EVENTS**

Furnished herewith as Exhibit 19.1 is a letter to shareholders from the Company's President and CEO, John C. Power.

### **ITEM 9.01: EXHIBITS**

(c) Exhibit

<u>Item</u>	<u>Title</u>
10.1	Convertible Promissory Note
19.1	Letter to Shareholders

### **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 thereunto duly authorized.

#### **Athena Silver Corporation**

Date: May 6, 2015

By: /s/ John C. Power

John C. Power

Chief Executive Officer/Director