

Brazil Minerals, Inc.
Form 4
December 18, 2014

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2015
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fogassa Marc

(Last) (First) (Middle)

155 NORTH LAKE
AVENUE, SUITE 800

(Street)

PASADENA, CA 91101

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

Brazil Minerals, Inc. [BMIX]

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

12/18/2014

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)

Chief Executive Officer, CFO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.001 per share	12/18/2014		J ⁽¹⁾	1,085,069	A ⁽²⁾	33,413,894 ⁽³⁾	I Through entities

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

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SEC 1474
(9-02)

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

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fogassa Marc 155 NORTH LAKE AVENUE SUITE 800 PASADENA, CA 91101	X	X	Chief Executive Officer, CFO	

Signatures

Marc Fogassa 12/18/2014

__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).

- Acquisition by Sainte Valiere, LLC from Brazil Mining, Inc. of shares of Brazil Minerals, Inc. pursuant to a Board approved agreement
- (1) concerning payment of contractually owed and unpaid employment compensation. Sainte Valiere, LLC is owned by a trust of which Marc Fogassa is the sole beneficiary is the sole member.
- (2) The closing price on December 17, 2014 of the shares of common stock that were transferred to Sainte Valiere, LLC on December 18, 2014 was \$.0129 per share.
- Includes 21,038,401 shares owned by Brazil Mining, Inc., of which Marc Fogassa is a director, President and has majority voting power,
- (3) and 12,375,493 shares owned by Sainte Valiere, LLC, a limited liability company of which a trust of which Marc Fpgassa is the sole beneficiary is the sole member.

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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